



## Annual Report 2020-2021



**Total Transport Systems Limited**



## CORPORATE INFORMATION

**BOARD OF DIRECTORS****Ms. Leena Prashant Salvi**

Chairperson &amp; Non-Executive Director

**Mr. Makarand Prabhakar Pradhan**

Managing Director

**Mr. Sanjiv Arvind Potnis**

Director

**Mr. Shrikant Damodar Nibandhe**

Director

**Mr. Abhishek Ramesh Talwar**

Non-Executive, Independent Director

**Mr. Sunil Gajanan Kshirsagar**

Non-Executive, Independent Director

**BANKERS****Axis Bank Ltd****REGISTERED OFFICE****TOTAL TRANSPORT SYSTEMS LIMITED**7<sup>th</sup> Floor, T Square Building, Opp. Chandivali  
Petrol Pump, Chandivali Junction, Saki Vihar  
Road, Andheri (East), Mumbai – 400072

Tel: +91-22-66441500

Fax: +91-22-66441585

CIN: L63090MH1995PLC091063

**CHIEF FINANCIAL OFFICER****Mr. Shrikant Damodar Nibandhe****COMPANY SECRETARY & COMPLIANCE OFFICER****Mr. Bhavik S. Trivedi****AUDITORS****STATUTORY AUDITORS****M/s. S C M K & Co LLP**

Chartered Accountants

**INTERNAL AUDITORS****V. R. Sabnis & Associates**

Chartered Accountants

**SECRETARIAL AUDITORS****Mishra & Associates**

Practicing Company Secretaries

**REGISTRAR AND SHARE TRANSFER AGENTS****BIG SHARE SERVICES PRIVATE LIMITED**1st Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis, Makwana Road,  
Marol, Andheri (East), Mumbai - 400 059

Tel: +91-022-62638200

Fax: +91-022-62638299

Email: investor@bigshareonline.com



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### Dear Valued Shareholders,

One year into the COVID-19 pandemic, the accumulating human toll continues to raise serious concerns relating to health, business and economy. The contraction of activity in 2020 was unprecedented and something none of us have experienced before. Global prospects continue to remain highly uncertain one year into the pandemic. New virus mutations coupled with the second wave of the virus have crippled the world economy.

The pandemic has brought to fore the importance of global logistics as an essential sector for continued delivery of critical supplies and global trade in time of crisis. But this global health and economic crisis triggered by pandemic has put severe pressure on entire logistics industry and significantly affected growth prospects.

We at Total believe that in every adversity lies the seed of an equal or greater opportunity. A complete lockdown followed by partial unlock has hampered our business. But we have used this slowdown as a chance to step back and introspect to frame new policies and guidelines to carve a path for a bright future ahead.

Having made a modest start in 1994, the Company is a well-established name in India's cargo market. Through a robust network of partners, it has made a strong foothold in the logistics industry in the country. Our collaborations with various companies worldwide have helped us to maintain a strong foothold in these cautious and testing times.

I am very happy to share that our Company has successfully migrated to the NSE Main Board from the NSE SME platform, after fulfilling all the required criteria in FY21. This opportunity will create better visibility for the Company to reach out to a wider investor community. The migration bears a testimony to our performance and client confidence. Our Company has grown significantly since listing on the SME platform, and we believe we are ready for this larger platform, that would not only provide us greater visibility in the market, but also enable us to achieve new and higher milestones.

The COVID-19 virus forced the entire world to make a quick shift from offline to online. The last mile delivery business carried through our subsidiary, One World Logistics Pvt Ltd is Total's answer to this global need. Our robust business model along with its latest ERP and SaaS for technology back up gives an added advantage. It operates under the brand "**Abhilaya**" with a focus on last mile delivery especially for Amazon, Flipkart and Fedex with a target to work with other ecommerce players at PAN India level.

We firmly believe that our employees are key contributors to our business success. To achieve this, we focus on attracting and retaining the best possible talent. The Company looks for specific skill sets, interests and backgrounds that would be an asset for its business. We try our utmost best to seek better avenues of stability and growth for a sustainable future.

In overall terms, the Company's focus will continue to be on a profitable growth and an increasing ROCE across businesses, leading to maximisation of shareholders' wealth and returns. Going forward, we will also continue to focus on our existing business and also at the same time, expand the business in order to achieve new height of success.

I would like to take this opportunity to thank all those who have supported and guided us throughout the years and this would not have been possible without the support of all the stakeholders i.e. our customers, employees, partners, shareholders, business associates and society at large for their tremendous faith in us.

**Leena Prashant Salvi**

**Non - Executive Director & Chairperson**

**Date: 7th September 2021**

## **NOTICE**

**NOTICE** is hereby given that the 26<sup>th</sup> Annual General Meeting of the Members of **Total Transport Systems Limited** will be held on **Thursday, 30<sup>th</sup> September, 2021 at 12:30 P.M. IST** through video conference/other audio-visual means (VC/OAVM) to transact the following business:

### **Ordinary Business:**

1. To adopt the Audited Financial Statements (Standalone & Consolidated) of the Company on for the Financial Year ended March 31, 2021 consisting of Balance Sheet as at March 31, 2021, Statement of Profit & Loss for the Year Ended March 31, 2021 and Cash Flow Statement for the year Ended March 31, 2021 together with Notes to Financial Statements and Reports of the Board of Directors and Auditors including annexure thereon.
2. To appoint a Director in place of Mr. Shrikant Damodar Nibandhe (DIN: 01029115), who retires from office by rotation and being eligible, offers himself for re-appointment.

### **Special Business:**

3. **TO APPROVE INCREASE IN REMUNERATION OF MR. MAKARAND PRABHAKAR PRADHAN (MANAGING DIRECTOR) OF THE COMPANY**

**To consider and if thought fit, to pass with or without modification(s), if any, the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Act also read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 17(6) (e)(ii) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee of the Company and approval of the Board of Directors of the Company, consent of the Members be and is hereby accorded to approve the remuneration of Mr. Makarand Prabhakar Pradhan (DIN: 00102413), Managing Director of the Company, for the period from April 1, 2021, as set out in the statement annexed to the Notice convening this Meeting with the liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the said terms and conditions of appointment and/or remuneration, subject to the same not exceeding Rs. 96,00,000/- (Rupees Ninety Six Lakhs Only) per annum also reimbursement of expenses incurred by him up to Rs. 12,00,000/- (Rupees Twelve Lakh Only) per annum which will be subject to submission of actual invoices of the expenses incurred by him.

**RESOLVED FURTHER THAT** pursuant to Section II of Part II of Schedule V and other applicable provisions, if any, of the Act in the event of loss or inadequacy of profits in any financial year, Mr. Makarand Prabhakar Pradhan shall be entitled to receive remuneration including perquisites, etc. upto the limit as approved by the members herein above, as minimum remuneration.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include Nomination and Remuneration Committee of the Board) be and are hereby authorized to vary and/or modify the remuneration which shall be within the overall limits approved herein and settle any question or difficulty in connection therewith and incidental thereto and the Board shall have absolute powers to decide breakup of the remuneration within the above said maximum permissible limit and to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.”

4. **TO APPROVE INCREASE IN REMUNERATION OF MR. SHRIKANT DAMODAR NIBANDHE (EXECUTIVE DIRECTOR AND CFO) OF THE COMPANY**

**To consider and if thought fit, to pass with or without modification(s), if any, the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Act also read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 17(6) (e)(ii) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee of the Company and approval of the Board of Directors of the Company, consent of the Members be and is hereby accorded to approve the remuneration of Mr. Shrikant Damodar Nibandhe (DIN: 01029115), Executive Director & CFO of the Company, for the period from April 1, 2021, as set out in the statement annexed to the Notice convening this Meeting with the liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the said terms and conditions of appointment and/or remuneration, subject to the same not exceeding Rs. 96,00,000/- (Rupees Ninety Six Lakhs Only) per annum also reimbursement of expenses incurred by him up to Rs. 12,00,000/- (Rupees Twelve Lakh



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Only) per annum which will be subject to submission of actual invoices of the expenses incurred by him.

**RESOLVED FURTHER THAT** pursuant to Section II of Part II of Schedule V and other applicable provisions, if any, of the Act in the event of loss or inadequacy of profits in any financial year, Mr. Shrikant Damodar Nibandhe shall be entitled to receive remuneration including perquisites, etc. upto the limit as approved by the members herein above, as minimum remuneration.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include Nomination and Remuneration Committee of the Board) be and are hereby authorized to vary and/or modify the remuneration which shall be within the overall limits approved herein and settle any question or difficulty in connection therewith and incidental thereto and the Board shall have absolute powers to decide breakup of the remuneration within the above said maximum permissible limit and to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.”

5. **TO APPROVE INCREASE IN REMUNERATION OF MR. SANJIV ARVIND POTNIS (EXECUTIVE DIRECTOR) OF THE COMPANY**

**To consider and if thought fit, to pass with or without modification(s), if any, the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Act also read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 17(6) (e)(ii) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee of the Company and approval of the Board of Directors of the Company, consent of the Members be and is hereby accorded to approve the remuneration of Mr. Sanjiv Arvind Potnis (DIN: 00102090), Executive Director of the Company, for the period from April 1, 2021, as set out in the statement annexed to the Notice convening this Meeting with the liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the said terms and conditions of appointment and/or remuneration, subject to the same not exceeding Rs. 96,00,000/- (Rupees Ninety Six Lakhs Only) per annum also reimbursement of expenses incurred by him up to Rs. 12,00,000/- (Rupees Twelve Lakh Only) per annum which will be subject to submission of actual invoices of the expenses incurred by him.

**RESOLVED FURTHER THAT** pursuant to Section II of Part II of Schedule V and other applicable provisions, if any, of the Act in the event of loss or inadequacy of profits in any financial year, Mr. Shrikant Damodar Nibandhe shall be entitled to receive remuneration including perquisites, etc. upto the limit as approved by the members herein above, as minimum remuneration.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include Nomination and Remuneration Committee of the Board) be and are hereby authorized to vary and/or modify the remuneration which shall be within the overall limits approved herein and settle any question or difficulty in connection therewith and incidental thereto and the Board shall have absolute powers to decide breakup of the remuneration within the above said maximum permissible limit and to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.”

6. **TO APPROVE REMUNERATION PAYABLE TO EXECUTIVE DIRECTORS UNDER REG. 17 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:**

**To consider and if thought fit, to pass with or without modification(s), if any, the following resolution as a Special Resolution**

“**RESOLVED THAT** pursuant to Regulation 17(6) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Consent of the members of the Company be and is hereby accorded, for payment of remuneration exceeding 5% of the net profits of the Company as per the provisions of Section 198 and other applicable provisions of the Companies Act, 2013, to Mr. Makarand Prabhakar Pradhan (Managing Director), Mr. Shrikant Damodar Nibandhe (Executive Director and CFO) and Mr. Sanjiv Arvind Potnis (Executive Director) of the Company.

“**RESOLVED FURTHER THAT** any Director(s) or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), consider necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”

**By Order of the Board of Directors  
For Total Transport Systems Limited  
Sd/-**

**Bhavik S. Trivedi  
Company Secretary & Compliance Officer**

**DATE: 7<sup>th</sup> September, 2021  
PLACE: Mumbai**

**NOTES FOR MEMBER'S ATTENTION:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") is also annexed
2. The relevant details, pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") are also annexed.
3. Pursuant to the General Circular nos. 20/2020, 14/2020, 17/2020, 02/2021 issued by the Ministry of Corporate Affairs ("MCA") and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued by the SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC. In accordance with the MCA Circulars and SEBI Circulars, the 26th AGM of the Company is being held through VC/OAVM on Thursday, September 30, 2021, at 12.30 p.m. The deemed venue for the 26th AGM will be 7th Floor T-Square Opp Chandivali Petrol Pump, Sakinaka Andheri (East) Mumbai-400072.
4. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.
5. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS AND SEBI CIRCULAR THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND SEBI CIRCULAR, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.**
6. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on the Central Depository Services (India) Limited ('CDSL') website at [www.evotingindia.com](http://www.evotingindia.com). The facility of participation at the AGM through VC/OAVM will be made available to all the shareholders of the Company.
7. Members/ Institutional Investors, who are Members of the Company, are encouraged to attend the 26th AGM through VC/OAVM mode and vote electronically. Pursuant to the provisions of the Act, the Institutional/Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorisation shall be sent to the Company Secretary at [bhavik.trivedi@mum.ttspl.in](mailto:bhavik.trivedi@mum.ttspl.in) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
10. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. In line with the MCA Circular dated May 5, 2020 and SEBI Circular dated May 12, 2020, the Notice of the AGM along with Annual Report for the FY 2020-2021 is being sent **only through electronic mode** to those Members whose e-mail addresses are registered with the Company/Depositories as on 3<sup>rd</sup> September, 2021. The Notice convening the 26th AGM has been uploaded on the website of the Company at [www.ttspl.in](http://www.ttspl.in) and may also be accessed from the relevant section of the website of the National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com). The Notice is also available on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com)
12. Members may pursuant to section 72 of the Companies Act 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules 2014 file nomination in prescribed form SH-13 with the respective depository participant.



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13. The Register of Members and Share Transfer Books will remain closed from 24<sup>th</sup> September, 2021 to 30<sup>th</sup> September, 2021 (both days inclusive) for the purpose of the Annual General Meeting.
14. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts.
16. As the Annual General Meeting of the Company is to be held through Video Conferencing/OAVM, members statements or any documents or have any query, are requested to write to the Company at least 10 days before the date of AGM through email on bhavik.trivedi@mum.ttspl.in. The same will be replied / made available by the Company suitable.

### 17. INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:

- i. The voting period begins on Monday, 27<sup>th</sup> September, 2021 at 9.00 A.M. and ends on Wednesday, 29<sup>th</sup> September, 2021 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, 23<sup>rd</sup> September, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>a. Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>b. After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</p> <p>c. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/ EasiRegistration</a></p> <p>d. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.</p>
Individual Shareholders holding securities in Demat mode with NSDL	<p>a. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>b. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>c. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

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Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders & physical shareholders.

### 18. THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)

Click on “Shareholders” module.

Now enter your User ID

- For CDSL: 16 digits beneficiary ID,
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL’s **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL’s **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- a) Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
<b>PAN</b>	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- b) After entering these details appropriately, click on “SUBMIT” tab.
- c) Shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- d) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- e) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- f) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- g) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- h) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- i) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- j) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- k) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- l) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**19. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **Company/RTA email id**.

**20. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

- i. Shareholder will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed
- ii. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- iii. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [agmparticipant@bigshareonline.com](mailto:agmparticipant@bigshareonline.com) and [bhavik.trivedi@mum.ttspl.in](mailto:bhavik.trivedi@mum.ttspl.in). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at [agmparticipant@bigshareonline.com](mailto:agmparticipant@bigshareonline.com) and [bhavik.trivedi@mum.ttspl.in](mailto:bhavik.trivedi@mum.ttspl.in). These queries will be replied to by the company suitably by email. Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM
- vi. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**21. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:-**

- 1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for Remote e-voting.
- 2. Only those shareholders, who are present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
- 3. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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4. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
5. The remote e-voting module on the day of the AGM shall be disabled by CDSL, for voting 15 minutes after the conclusion of the Meeting.

**22. Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [bhavik.trivedi@mum.ttspl.in](mailto:bhavik.trivedi@mum.ttspl.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022- 23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022- 23058542/43.

**23. Other Instructions:**

- The e-voting period commences on Monday, 27<sup>th</sup> September, 2021 at 9.00 A.M. (IST) and ends on Wednesday, 29<sup>th</sup> September, 2021 at 5.00 P.M. (IST). During this period, Members holding shares in dematerialized form, as on Thursday, 23<sup>rd</sup> September, 2021. i.e. cut-off date, may cast their vote electronically.
- The Board of Directors has appointed Mr. Manishkumar Premnath Mishra (Membership No. ACS: 41066 and CP No. 18303) proprietor of M/s. Mishra & Associates, Practising Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process before and during the AGM in a fair and transparent manner.
- The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock and count the votes cast during the AGM, and votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- The results declared along with the Scrutinizer’s Report shall be placed on the website of the Company [www.ttspl.in](http://www.ttspl.in) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately after the result is declared by the Chairman or any other person authorized by the Chairman and the same shall be communicated to National Stock Exchange of India Limited, where the shares of the Company are listed.

**By Order of the Board Of Directors  
For Total Transport Systems Limited  
Sd/-  
Bhavik S. Trivedi  
Company Secretary & Compliance Officer**

**DATE: 7<sup>th</sup> September, 2021  
PLACE: Mumbai**

**EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013.****ITEM NO. 3:****To Approve Increase in Remuneration of Mr. Makarand Prabhakar Pradhan (Managing Director) of the Company**

Mr. Makarand Prabhakar Pradhan was appointed as Managing Director of the Company by the Board at its meeting held on 23<sup>rd</sup> May, 2019, for a period of 5 Years and the same was subsequently approved by the members at the EOGM/AGM held on 29<sup>th</sup> August, 2019.

Further, considering the contribution of Mr. Makarand Prabhakar Pradhan and the progress made by the Company under his leadership and guidance and as per the recommendation of the Nomination and Remuneration Committees, the Board in its meeting held on 7<sup>th</sup> September, 2021 approved the revision in the remuneration of the Mr. Makarand Prabhakar Pradhan for a period of 3 Years effective from 1<sup>st</sup> April, 2021 on the terms and conditions as may approved by the Board.

Pursuant to Section 197 read with Schedule V of the Companies Act, 2013 the revised remuneration of Mr. Makarand Prabhakar Pradhan as approved by the Board is required to be approved by the members in their meeting due to inadequacy of the profit.

It is hereby confirmed that the Company has not committed any default in respect of any of its debts or interest payable thereon for a continuous period of 30 days in preceding Financial Year and in Current Financial Year.

Except Mr. Makarand Prabhakar Pradhan and his relatives, none of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise in the resolution as set out in Item no. 3.

The Board recommends the aforesaid resolutions at item no. 3 for the approval of members of the Company by way of an special resolution

**ITEM NO. 4:****To Approve Increase in Remuneration of Mr. Shrikant Damodar Nibandhe (Executive Director & CFO) of the Company**

Mr. Shrikant Damodar Nibandhe is associated with the Company since inception. He is an Executive Director of the Company and also holds positions of CFO of the Company. Further, considering the experience and contribution of Mr. Shrikant Damodar Nibandhe and the progress made by the Company under his guidance and as per the recommendation of the Nomination and Remuneration Committees, the Board in its meeting held on 7<sup>th</sup> September, 2021 approved the revision in the remuneration of the Mr. Shrikant Damodar Nibandhe for a period of 3 Years effective from 1<sup>st</sup> April, 2021 on the terms and conditions as may approved by the Board.

Pursuant to Section 197 read with Schedule V of the Companies Act, 2013 the revised remuneration of Mr. Shrikant Damodar Nibandhe as approved by the Board is required to be approved by the members in their meeting due to inadequacy of the profit.

It is hereby confirmed that the Company has not committed any default in respect of any of its debts or interest payable thereon for a continuous period of 30 days in preceding Financial Year and in Current Financial Year.

Except Mr. Shrikant Damodar Nibandhe and his relatives, none of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise in the resolution as set out in Item no. 4.

The Board recommends the aforesaid resolutions at item no. 4 for the approval of members of the Company by way of an special resolution.

**ITEM NO. 5:****To Approve Increase in Remuneration of Mr. Sanjiv Arvind Potnis (Executive Director) of the Company**

Mr. Sanjiv Arvind Potnis is associated with the Company since inception. Further, considering the experience and contribution of Mr. Sanjiv Arvind Potnis and the progress made by the Company under his guidance and as per the recommendation of the Nomination and Remuneration Committees, the Board in its meeting held on 7<sup>th</sup> September, 2021 approved the revision in the remuneration of the Mr. Sanjiv Arvind Potnis for a period of 3 Years effective from 1<sup>st</sup> April, 2021 on the terms and conditions as may approved by the Board.

Pursuant to Section 197 read with Schedule V of the Companies Act, 2013 the revised remuneration of Mr. Sanjiv Arvind Potnis as approved by the Board is required to be approved by the members in their meeting due to inadequacy of the profit.

It is hereby confirmed that the Company has not committed any default in respect of any of its debts or interest payable thereon for a continuous period of 30 days in preceding Financial Year and in Current Financial Year.

Except Mr. Sanjiv Arvind Potnis and his relatives, none of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise in the resolution as set out in Item no. 5.



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The Board recommends the aforesaid resolutions at item no. 5 for the approval of members of the Company by way of an special resolution.

### ITEM NO. 6:

#### **Approval of Remuneration Payable to Director Under Reg. 17 OF SEBI (LODR) REG, 2015.**

In accordance with the provision of Regulation 17(6)(e) In accordance with the provision of Regulation 17(6)(e) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the fees or compensation payable to Executive Directors who are promoters or members of the promoter Group, shall be subject to the approval of the shareholders by special resolution if:

- a) the annual remuneration payable to such executive director exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or
- b) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity.

At present, on Board of Directors of the Company, there are three Executive Directors i.e. Mr. Makarand Prabhakar Pradhan, Managing Director, Mr. Shrikant Damodar Nibandhe, Executive Director and CFO, and Mr. Sanjiv Arvind Potnis, Executive Director, all belonging to the Promoter and Promoter Group.

Board of Directors at their meeting held on 7<sup>th</sup> September, 2021 proposed to increase the Remuneration to Rs. 96,00,000/- P.A. and Reimbursement of Expenses subject to overall limit of Rs. 12,00,000/- P.A..

Aforesaid remuneration is in excess of prescribed threshold limits of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. This necessitates seeking fresh approval of the shareholders by way of special resolution for retaining all existing terms and conditions of re-appointment of Executive Directors including remuneration payable to them till the expiry of their respective term in order to comply with the Regulation 17(6)(e) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the company has approved the above proposal at their meeting held 7<sup>th</sup> September, 2021.

A Brief profile and Information Pertaining to remuneration of Managing Director and Executive Director Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are given and forms part of the Notice.

Except Mr. Makarand Prabhakar Pradhan, Mr. Shrikant Damodar Nibandhe and Mr. Sanjiv Arvind Potnis and their relatives, none of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise in the resolution as set out in Item no. 3.

The Board recommends the aforesaid resolution at item no. 6 for the approval of members of the Company by way of an special resolution

**ATTACHMENT TO THE EXPLANATORY STATEMENT FOR ITEM NO. 3, 4, 5  
(Pursuant to the Provisions of Schedule V of the Companies Act, 2013)**

The following information pertaining to Mr. Makarand Prabhakar Pradhan, Mr. Shrikant Damodar Nibandhe and Mr. Sanjiv Arvind Potnis are furnished pursuant to the provisions of Schedule V to the Companies Act, 2013:

**I. General Information:**

- 1. Nature of industry:** The Company is engaged in the business of trading of Transport including Freight Forwarding Services
- 2. Date or expected date of commencement of commercial production:** Not Applicable
- 3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.
- 4. Financial performance based on given indicators**

PARTICULARS	STANDALONE		
	Financial Year 2020-21	Financial Year 2019-20	Financial Year 2018-19
Turnover	26479.62	32255.29	24808.20
Other Income	17.94	3.25	10.18
Total Income	26497.56	32258.54	24818.38
Profit Before Tax	278.46	543.18	1147.26
Profit after Tax	201.56	386.02	809.06
Paid up Equity Capital (in Numbers)	1,43,06,000	1,43,06,000	1,43,06,000
Reserves & Surplus	3719.33	3545.20	3202.82

- 5. Foreign investments or collaborations, if any:** Our Company has entered into a joint venture agreement with Seedeer (Hong Kong) E-Commerce Company Limited on August 23rd, 2018 and formed Seedeer (India) E-Commerce Private Limited. Seedeer (India) E-Commerce Private Limited (CIN:U74999MH2018FTC318691), is a private limited company incorporated on December 21st, 2018.

**II. Information about the appointee:**

Details are annexed.

**III. Other information:**

**1. Reasons of loss or inadequate profits**

At present, the performance of the Company is satisfactory as compared to the industry norms. However, in the event of any unforeseen circumstances and conditions beyond its control, the profitability of the Company may be affected.

**2. Steps taken or proposed to be taken for improvement**

The Company is continuously looking at the new business opportunities to grow.

**3. Expected increase in productivity and profits in measurable terms.**

It is difficult to forecast the productivity and profitability in measurable terms. However, the productivity and profitability may improve and would be comparable with the industry average. future.

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**DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT/CHANGE IN REMUNERATION AT THE FORTHCOMING ANNUAL GENERAL MEETING**

(Pursuant to the provisions of Regulation 36(3) of SEBI (LODR), 2015 and Secretarial Standards on General Meetings ("SS-2") issued by ICSI)

<b>Name of Director</b>	<b>Makrand Prabhakar Pradhan</b>	<b>Shrikant Damodar Nibandhe</b>	<b>Sanjiv Arvind Potnis</b>
<b>Date of Birth</b>	26.04.1964	29.10.1964	06.09.1967
<b>Date of First Appointment</b>	27.07.1995	23.06.1998	27.07.1995
<b>Qualification/Awards/Recognitions</b>	B.Com	B.Com	B.Com
<b>No. of Equity Share held in the Company as on 31<sup>st</sup> March, 2021</b>	24,92,000	12,44,000	24,92,000
<b>Disclosure of relationships between directors inter-se</b>	Mr. Makarand Prabhakar Pradhan is not related to other Directors	Mr. Shrikant Damodar Nibandhe is not related to other Directors	Mr. Sanjiv Arvind Potnis is not related to other Directors
<b>Year of Experience</b>	Over 35 Years of Experience in the Industry	Over 30 Years of Experience in the Industry	Over 25 Years of Experience in the Industry
<b>Remuneration Last Drawn by such person, if any</b>	Rs. 72,00,00/- P.A. plus reimbursement of Expenses subject to overall limit of Rs.12,00,000/-	Rs. 72,00,00/- P.A. plus reimbursement of Expenses subject to overall limit of Rs.12,00,000/-	Rs. 72,00,00/- P.A. plus reimbursement of Expenses subject to overall limit of Rs.12,00,000/-
<b>Terms and conditions of appointment/ re-appointment &amp; Remuneration sought for</b>	Terms and Conditions as may be agreed at the time of Appointment	Terms and Conditions as may be agreed at the time of Appointment	Terms and Conditions as may be agreed at the time of Appointment
<b>Area of expertise in specific functional areas/ Brief resume of Director</b>	Mr. Makarand Prabhakar Pradhan has vast experience in Freight Forwarding and Logistics Industry stretching over thirty five years. He is also associated with various Overseas Organisations and is in the best position to lead the Company. He is the Chairman of C P World Group since 2008 and I Cargo Alliance since 2011. I Cargo Alliance Ranks No. 5 in the global consolidation industry. He is also the president of Consolidators Association of India (CAI) since 2015.	Mr. Shrikant Damodar Nibandhe has vast experience in Freight Forwarding Logistics Industry and Management of Container Freight Stations (CFS) stretching over Thirty Years.	Mr. Sanjiv Arvind Potnis started his career with Dolphin Chartering Services Pvt. Ltd. And later joined Forbes Gokak Ltd. he has an experience of over 25 years in the field of freight forwarding & offshore operations and exposure to shipping Industry. He also has significant experience in the field of administration and market development.
<b>No. of Meeting of the Board attended during the year</b>	5	5	5

<b>List of outside Directorship held in other companies</b>	1. WSA Shpg Bombay Private Limited 2. Miracle Shipping Agencies Private Limited 3. CP World Logistics India Private Limited 4. Oneworld Logistics Private Limited 5. Jag Software Solutions Private Limited 6. CLA Express Private Limited 7. Seedeer (India) E-Commerce Private Limited	1. Wsa Shipping (Bombay) Private Limited 2. Miracle Shipping Agencies Private Limited 3. Cp World Logistics India Private Limited 4. Oneworld Logistics Private Limited 5. AT Terminal Logistics Private Limited 6. Cla Express Private Limited	1. WSA Shpg Bombay Private Limited 2. Miracle Shipping Agencies Private Limited 3. CP World Logistics India Private Limited 4. Oneworld Logistics Private Limited 5. Jag Software Solutions Private Limited 6. CLA Express Private Limited 7. Total Cargoport India Private Limited
<b>Chairman/Member of the Committee of the Board of Directors of other Companies</b>	Nil	Nil	Nil

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### BOARD'S REPORT

Dear Shareholders,

The Board of Directors of Total Transport Systems Limited ("the Company" or "your Company") is pleased to present their **Twenty Sixth Annual Report** on the business and operations of the company along with Audited Financial Statements (Standalone & Consolidated) of the Company for the Financial Year ended on **March 31, 2021** ("**Financial year under review**" or **financial year 2020-21**).

#### FINANCIAL SUMMARY AND OPERATIONAL HIGHLIGHTS

(Amount in Lakhs)

PARTICULARS	STANDALONE		CONSOLIDATED	
	2020-21	2019-20	2020-21	2019-20
Turnover	26479.62	32255.29	31488.82	39,957.23
Other Income	17.94	3.25	25.11	4.32
<b>Profit Before Depreciation, Interest and Tax (PBDIT)</b>	586.17	872.80	324.56	720.57
Finance Cost	222.85	208.73	230.43	213.68
Depreciation and amortization expense	84.87	120.90	92.26	121.44
<b>Profit/(Loss) Before Tax</b>	278.46	543.18	1.86	385.45
Share of (profit)/loss from investment in associate	-	-	(6.78)	(7.86)
<b>Tax Expenses:</b>				
Current Tax	89.95	166.05	91.99	175.03
Deferred Tax	(13.05)	(8.89)	(12.80)	(8.89)
<b>Profit/(Loss) after Tax</b>	201.56	386.02	(84.11)	211.45
Minority Interest	-	-	2.20	2.09
<b>Profit/(Loss) for the period</b>	201.56	386.02	(86.31)	209.36
Net other comprehensive income not be reclassified to profit or loss in subsequent periods	(28.13)	(44.97)	(28.53)	(44.97)
Net other comprehensive income to be reclassified to profit or loss in subsequent periods	0.70	1.33	1.52	1.13
Other Comprehensive Income for the year, net of tax	(27.43)	(43.64)	(27.01)	(43.84)
Total Comprehensive Income for the period	174.13	342.38	(113.32)	165.52

#### 1. IMPACT OF COVID – 19 ON BUSINESS:

The coronavirus pandemic ("Covid-19") outbreak last year had a large impact on the Country's economy as well as businesses across the spectrum. The logistics sector with an estimated size of \$215 billion also suffered the brunt of these unprecedented circumstances. However, with the progression of the lockdown easing, people and businesses across the Nation began adjusting to the new normal and the economy started its path back towards recovery with logistics being a driving force across. We at Total believe that in every adversity lies the seed of an equal or greater opportunity. A complete lockdown followed by partial unlock has hampered our business. But we have used this slowdown as a chance to step back and introspect to frame new policies and guidelines to carve a path for a bright future ahead.

The COVID-19 virus forced the entire world to make a quick shift from offline to online. The last mile delivery business carried through our subsidiary, One World Logistics Private Limited is Total's answer to this global need. Our robust business model along with its latest ERP and SaaS for technology back up gives an added advantage. It operates under the brand "Abhilaya" with a focus on last mile delivery especially for Amazon, Flipkart and Fedex with a target to work with other ecommerce players at PAN India level.

#### 2. COMPANY'S PERFORMANCE REVIEW:

The Company continues to see marginal growth in its overall performance in the financial year 2020-21. Driven by the performance of the segment in which the Company operates the quick summary of standalone and consolidated results are given below:

**i. Standalone Financial Highlights**

- During the Financial Year ended March 31, 2021, the Company's total Revenue from operations is Rs.26,479.62 Lakhs as against Rs. 32,255.29 Lakhs in the corresponding previous Financial Year ended March 31, 2020.
- The Profit/(Loss) after tax for the Financial Year ended March 31, 2021 is Rs. 201.56 Lakhs as against Profit of Rs. 386.02 Lakhs in the corresponding previous Financial Year ended March 31, 2020.

**ii. Consolidated Financial Highlights**

- During the Financial Year ended March 31, 2021, the Company's total Revenue from operations is Rs. 31,488.81 Lakhs as against Rs.39,957.23 Lakhs in the corresponding previous Financial Year ended March 31, 2020.
- Company has incurred a loss of Rs. 84.11 Lakhs for the Financial Year ended March 31, 2021 is as against Profit of Rs. 211.45 Lakhs in the corresponding previous Financial Year ended March 31, 2020.

**3. DIVIDEND**

With a view to conserve the available resources, it has been proposed by the Board of Directors not to declare any Dividend for the financial year 2020-21.

**4. RESERVES**

The Company has closing balance of Rs. 37,19,32,899/- (Rupees Thirty Seven Crores Nineteen Lakhs Thirty Two Thousand Eight Hundred and Ninety Nine only) as Reserve and Surplus as on March 31, 2021. The Closing Balance of Reserve and Surplus is bifurcated as follows:

Sr. No.	Particulars	Amount
1.	Securities Premium Reserve	132,823,913
2.	Retained Earnings	238,893,187
3.	Fair value through OCI Reserve	215,799
	<b>TOTAL</b>	<b>371,932,899</b>

**5. CHANGES IN NATURE OF THE BUSINESS, IF ANY**

The Company Continued to carry Business of Consolidation / Deconsolidation of Cargo, Freight Forwarding, Logistics, Warehousing and Transportation and hence, there was no change in the nature of business or operations of the Company which impacted the financial position of the Company during the year under review.

**6. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION OF THE COMPANY AND KEY DEVELOPMENTS**

There are no material changes and commitments affecting the financial position of the Company, subsequent to close of Financial Year 2020-21 till the date of this Report.

However, Trading in the Equity Shares of the Company has been migrated from NSE EMERGE platform to Main Board of NSE w.e.f. 28<sup>th</sup> August, 2020.

**7. SHARE CAPITAL**

During the year under review, there is no change in the Authorized, Issued, Subscribed and Paid-up Share Capital of the Company.

As at March 31, 2021, the Authorized Share Capital of the Company is Rs. 15,00,00,000/- divided into 1,50,00,000/- equity shares of Rs. 10/- each.

Further, Issued, Subscribed and Paid-up Share Capital of the Company as at March 31, 2021 is Rs. 14,30,60,000/- divided into 1,43,06,000/- equity shares of Rs. 10/- each.

**8. DEPOSITS**

During the year under review, the Company has not accepted or renewed any deposits from public falling within the purview of provisions of Section 73 and 76 of the Companies Act, 2013 ("the Act") and Rules framed thereunder.

**9. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

The particulars of Loan, Guarantees and Investments covered under section 186 of the Companies have been disclosed in Notes to the Financial Statement.



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### 10. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All the related party transactions/contracts/arrangements that were entered into by the Company during the year under review were on an arm's length basis and were in compliance with the applicable provisions of the Act and the Listing Regulations. There are no material significant related party transactions entered into by the Company with its Promoters, Directors, KMP or Senior Management Personnel which may have a potential conflict with the interest of the Company at large. All related party transaction as required under AS-18 are reported in the notes to financial statement of the Company. **Form AOC - 2** forming part of this Directors Report is attached herewith as **Annexure II**.

All related party transactions were placed before the Audit Committee for its approval and noting on quarterly basis. Prior omnibus approval of the Audit Committee is obtained for the transactions which are foreseen and of a repetitive nature.

The Company has also adopted a related party transaction policy. The policy was approved by the Board and the same was uploaded on the company's website: [www.ttspl.in](http://www.ttspl.in) under the tab 'Investor Section'.

### 11. SUBSIDIARY COMPANY / ASSOCIATE COMPANY / JOINT VENTURE

During the year under review, the Company has Two Wholly Owned Subsidiaries and One Subsidiary Company. Also Company has entered in One Joint Venture Agreement. The Details of Subsidiary and Joint Venture are given below:

#### SUBSIDIARY COMPANY:

##### i. CP World Logistics India Private Limited:

CP World Logistics India Private Limited (CIN: U63090MH2008PTC202404), is a Private Limited Company incorporated on October 31, 2008. Authorized Share Capital of the Company is Rs. 50,00,000/- divided into 5,00,000 equity shares of Rs. 10/- each and Issued, Subscribed and Paid-up Share Capital of the Company is Rs. 1,00,000/- divided into 10,000 equity shares of Rs. 10/- each.

The Company has 99.99% equity stake in CP World Logistics India Private Limited and CP World Logistics India Private Limited has thus become wholly owned subsidiary of the Company under Section 2(86) of the Companies Act, 2013.

During the year under review i. CP World Logistics India Private Limited, a wholly owned Subsidiary Company became a material subsidiary of the Company as its income stands more than 10% of the consolidated income of the Company.

##### ii. Oneworld Logistics Private Limited:

Oneworld Logistics Private Limited (CIN: U63090MH2010PTC198688), is a Private Limited Company incorporated on January 01, 2010. Authorized Share Capital of the Company is Rs. 50,00,000/- divided into 5,00,000 equity shares of Rs. 10/- each and Issued, Subscribed and Paid-up Share Capital of the Company is Rs. 10,00,000/- divided into 1,00,000 equity shares of Rs. 10/- each.

The Company has 99.99% equity stake in Oneworld Logistics Private Limited and Oneworld Logistics Private Limited has thus become wholly owned subsidiary of the Company under Section 2(86) of the Companies Act, 2013.

##### iii. Total Transport Systems Private Limited (Nepal):

Total Transport Systems Private Limited (Registration No.: 62912/065/066), is a Company established under Companies Act, 2063 on May 21, 2009 in Nepal. The Company has 64% equity stake in Total Transport Systems Private Limited (Nepal) and has thus Total Transport Systems Private Limited has thus become Subsidiary Company under Section 2(87) of the Companies Act, 2013.

#### JOINT VENTURE

##### i. Seedeer (India) E-Commerce Private Limited

Our Company has entered into a Joint Venture Agreement with Seedeer (Hong kong) E- Commerce Company Limited on August 23, 2018 and formed Seedeer (India) E-Commerce Private Limited. Seedeer (India) E-Commerce Private Limited (CIN: U74999MH2018FTC318691), is a Private Limited Company incorporated on December 21, 2018. Authorized Share Capital of the Company is Rs. 2,50,00,000/- divided into 25,00,000 equity shares of Rs. 10/- each and Issued, Subscribed and Paid-up Share Capital of the Company is Rs. 65,00,000/- divided into 6,50,000 equity shares of Rs. 10/- each.

The Company has 30% equity stake in Seedeer (India) E-Commerce Private Limited.

Your Company has formulated a Policy for determining 'Material' Subsidiaries pursuant to the provisions of Regulation 16 of SEBI LODR Regulations, 2015. The said Policy is available on the Company's website [http://www.ttspl.in/Document/Material\\_Subsiary\\_Policy.pdf](http://www.ttspl.in/Document/Material_Subsiary_Policy.pdf) of the Company.

A report on the performance and financial position of Associate and wholly owned subsidiary of your Company including capital, reserves, total assets, total liabilities, details of investment, turnover, etc., pursuant to Section 129 of the Companies Act, 2013 in the **Form AOC-1** as an **Annexure - I**, which forms part and parcel of the Board's Report.

The Financial Statements of the subsidiary companies and related information are available for inspection by the members at the Registered Office of your Company during business hours on all days except Saturdays, Sundays and public holidays up to the date of the Annual General Meeting ('AGM') as required under Section 136 of the Companies Act, 2013.

## **12. DIRECTORS AND KEY MANAGERIAL PERSONNEL**

### **i. The Directors and Key Managerial personnel of the Company as on 31<sup>st</sup> March, 2021 are as below:**

<b>Sr. No.</b>	<b>Name</b>	<b>Designation</b>	<b>DIN/PAN</b>
<b>1.</b>	Mr. Makarand Prabhakar Pradhan	Managing Director	00102413
<b>2.</b>	Mr. Sanjiv Arvind Potnis	Executive Director	00102090
<b>3.</b>	Mr. Shrikant Damodar Nibandhe	Executive Director	01029115
<b>4.</b>	Ms. Leena Prashant Salvi	Non-Executive Director	07784529
<b>5.</b>	Mr. Abhishek Ramesh Talwar	Non-Executive & Independent Director	01059150
<b>6.</b>	Mr. Sunil Gajanan Kshirsagar	Non-Executive & Independent Director	07781787
<b>7.</b>	Mr. Shrikant Damodar Nibandhe	Chief Financial Officer	AAEPN2479A
<b>8.</b>	Mr. Bhavik S. Trivedi	Company Secretary & Compliance Officer	AGWPT7882P

### **ii. Director – Retirement By Rotation:**

Pursuant to Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (as amended), Mr. Shrikant Damodar Nibandhe (DIN: 01029115), retires by rotation and being eligible, offers himself for re-appointment.

The Board of Directors of the Company recommends the appointment of Mr. Shrikant Damodar Nibandhe to the Shareholders for their consideration at the 26<sup>th</sup> Annual General Meeting in the interest of the Company. The brief resume and other details relating to Mr. Shrikant Damodar Nibandhe as required to be disclosed under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is incorporated in the annexure to the notice calling 26<sup>th</sup> Annual General Meeting of the Company.

### **iii. Declaration under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from Independent Directors:**

The Company has duly complied with the definition of 'Independence' according to the provisions of Section 149(6) of, read with Schedule IV - Code of Independent Directors to, the Companies Act, 2013 and Regulation 16 (1) (b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended). All the Independent Director/s, have submitted a declaration that he/she meets the criteria of independence and submits the declaration regarding the status of holding other directorship and membership as provided under law. The Independent Directors have also confirmed that they have complied with the Company's code of conduct for Board and Senior Management as per Regulation 26(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The Independent Directors affirmed that none of them were aware of any circumstance or situation which could impair their ability to discharge their duties in an independent manner.

### **iv. Disqualification of Directors:**

During the financial year 2020-2021 under review the Company has received Form DIR-8 from all Directors as required under the provisions of Section 164(2) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014. The Board noted the same.

## **13. COMMITTEES OF THE BOARD**

As on March 31, 2021, the Board has constituted Four (4) Committees viz; Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee and Corporate Social Responsibility Committee.

**Annual Report -2020-2021****i. AUDIT COMMITTEE:**

Your Company has constituted an Audit Committee ("Audit Committee") as per section 177 of the Companies Act, 2013 and regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide resolution passed at the meeting of the Board of Directors held on April 26, 2017. However Audit Committee was re-constituted w.e.f. April 26, 2018.

During the year under review, Four (4) meetings of the Audit Committee were held on June 29, 2020, July 30, 2020, November 12, 2020 and February 12, 2021.

The composition of the Audit committee and attendance of the members at the meetings held during the year are as follows:-

Name of the Director/Member	Designation	No. of Meetings Held	No. of Meetings Attended
Mr. Abhishek Ramesh Talwar	Chairman	4	4
Mr. Sunil Gajanan Kshirsagar	Member	4	4
Mr. Sanjiv Arvind Potnis	Member	4	4

All members of the Audit Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls. All the recommendations made by the Audit Committee were accepted by the Board. The Company Secretary acts as a secretary to the Committee.

**ii. NOMINATION AND REMUNERATION COMMITTEE**

The Board of Directors in their Meeting held on April 26, 2017, has constituted a Nomination and Remuneration Committee and has formulated "Nomination and Remuneration Policy" containing criteria for determining qualifications, positive attributes, independence of a director and other matters provided under section 178(3) of Companies Act, 2013 for selection of any Director, Key Managerial Personnel and Senior Management Employees.. The constitution of the Nomination and Remuneration Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The said policy is available on the Company's website and the web link thereto is <http://www.ttspl.in/Document/NominationAndRemuneration.pdf>

During the Financial Year ended March 31, 2021, meeting of Nomination & Remuneration Committee were held on February 12, 2021.

The Composition of the Nomination and Remuneration Committee and the attendance of the Members at the meeting held during the Financial Year 2020-21 are as under:

Name of the Director/Member	Designation	No. of Meetings Held	No. of Meetings Attended
Mr. Sunil Gajanan Kshirsagar	Chairman	1	1
Mr. Abhishek Ramesh Talwar	Member	1	1
Ms. Leena Prashant Salvi	Member	1	1

The Board has in accordance with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013, formulated the policy setting out the criteria for determining qualifications, positive attributes, independence of a Director and policy relating to remuneration for Directors, Key Managerial Personnel and other employees.

**iii. STAKEHOLDER RELATIONSHIP COMMITTEE**

The Board of Directors in their Meeting held on April 26, 2017, has constituted a stakeholder relationship committee to redress the complaints/grievances of its shareholders/investors related to non-receipt of annual report, dividend payment, issue of duplicate share certificates, transmission of shares and other related complaints. The stakeholder relationship committee was constituted as per the provisions of Section 178(5) of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

During the Financial Year ended March 31, 2021, the meeting of Stakeholder Relationship Committee was held on November 12, 2020 and February 12, 2021

The composition of the Stakeholders' Relationship Committee and the attendance of the members at the meetings held during the Financial Year 2020-21 are as under:

Name of the Director/Member	Designation	No. of Meetings Held	No. of Meetings attended
Mr. Sunil Gajanan Kshirsagar	Chairman	2	2
Mr. Abhishek Ramesh Talwar	Member	2	2
Mr. Sanjiv Arvind Potnis	Member	2	2

#### **SEBI Complaints Redress System (SCORES)**

The investor complaints are processed in a centralized web based complaints redress system. The salient features of this system are centralized database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status. Your Company has been registered on SCORES and makes every effort to resolve all investor complaints received through SCORES or otherwise within the statutory time limit from the receipt of the complaint. The Company has not received any complaint on the SCORES during financial year 2020-21.

#### **iv. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:**

The Company has constituted a Corporate Social Responsibility (CSR) Committee, as per the provisions of Section 135 of the Companies Act, 2013; vide resolution passed in the meeting of the Board of Directors held on 27<sup>th</sup> August 2018.

The composition of the CSR Committee and the attendance of the members at the meetings held during the Financial Year 2020-21 are as under:

Name of the Director/Member	Designation	No. of Meetings Held	No. of Meetings attended
Mr. Sunil Gajanan Kshirsagar	Chairman	1	1
Mr. Abhishek Ramesh Talwar	Member	1	1
Mr. Sanjiv Arvind Potnis	Member	1	1

During the Financial Year ended March 31, 2021, the Corporate Social Responsibility Committee met once on 12<sup>th</sup> February, 2021.

### **14. BOARD AND COMMITTEE MEETINGS**

#### **➤ Number Of Board Meetings**

During the year under review the Board of Directors met 5 (Five) times on 29 June 2020, 30 July 2020, 14 October 2020, 12 November 2020, 12 February 2021. The interval between the two meetings was well within the maximum period mentioned under Section 173 of the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

Sr. No.	Name of the Director	No. of Board Meeting	
		Held	Attended
1.	Makarand Prabhakar Pradhan	5	5
2.	Sanjiv Arvind Potnis	5	5
3.	Shrikant Damodar Nibandhe	5	5
4.	Leena Prashant Salvi	5	5
5.	Abhishek Ramesh Talwar	5	5
6.	Sunil Gajanan Kshirsagar	5	5

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### ➤ Number of Committee Meetings

The Audit Committee met Four (4) times during the Financial Year ended March 31, 2021. The Stakeholder Relationship Committee met two (2) times during the Financial Year ended March 31, 2021. The Nomination & Remuneration Committee met One (1) time during the Financial Year ended March 31, 2021. Members of the Committees discussed the matter placed and contributed their valuable inputs on the matters brought before the meetings.

Also, during Financial Year ended March 31, 2021, the Independent Directors held a separate meeting on 12<sup>th</sup> February, 2021 in compliance with the requirements of Schedule IV of the Companies Act, 2013 and Regulation 25 (3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

### 15. LISTING ON STOCK EXCHANGE

The Equity shares of the Company got listed on The National Stock Exchange of India Ltd (NSE) Emerge Platform in the year 2017 and it has migrated the trading of its equity shares to the Main Board of NSE Ltd. (Capital Market Segment) on August 28, 2020.

### 16. ANNUAL RETURN

The Annual Return for financial year 2020-21 as per provisions of the Act and Rules thereto, is available on the Company's website at [http://www.tspl.in/Document/Annual\\_Return\\_FY2020-21.pdf](http://www.tspl.in/Document/Annual_Return_FY2020-21.pdf)

### 17. FORMAL ANNUAL EVALUATION PROCESS BY BOARD

Pursuant to the provisions of the Companies Act, 2013 and rules made thereunder, the Board has carried the evaluation of its own performance, performance of Individual Directors, Board Committees including the chairman of the Board on the basis of attendance, contribution of various criteria as recommended by the nomination and remuneration committee of the Company. The evaluation of the working of the Board, its committees, experience and expertise, performance of specific duties and obligations etc. were carried out. The Directors expressed their satisfaction with the evaluation process and outcome.

The performance of each of the Non Independent Directors (including the chairman) was also evaluated by the Independent directors at the separate meeting held of the Independent Directors of the Company.

### 18. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 (3) (C) of the Companies Act, 2013 the Directors confirm that:

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- (c) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) The annual accounts have been prepared on a going concern basis;
- (e) They have laid down Internal financial controls for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information and;
- (f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### 19. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION FOREIGN EXCHANGE EARNINGS AND OUTGO

#### a. Conservation of Energy:

##### i. The Steps taken or impact on conservation of energy:

The operations of the Company do not involve high energy consumption. However, the Company has for many years now been laying great emphasis on the Conservation of Energy and has taken several measures including regular monitoring of consumption, implementation of viable energy saving proposals, improved maintenance of systems etc.

- ai. The Steps taken by Company for utilizing alternate source of energy: Nil
- bi. The capital investment on energy conservation equipment's: Nil
- b. **TECHNOLOGY ABSORPTION:**
  - i. The efforts made towards technology absorption: Nil
  - ai. The benefits derived like product improvement, cost reduction, product development or import substitution: Nil
  - bi. In case of imported technology (imported during the last three years reckoned from the beginning of the Financial Year):

a) the details of technology	NIL
b) the year of Import	
c) whether the technology been fully absorbed	
d) If not fully absorbed, areas where this has not taken place, reasons therefore and future plan of action	

**c. FOREIGN EXCHANGE EARNINGS AND OUTGO:**

(Amount in Rs.)

Particulars	2020-21	2019-20
Foreign exchange earnings in terms of actual inflows	23,72,35,085	21,42,94,243
Foreign exchange expenditure in terms of actual outflows	27,43,95,805	29,14,41,304

**20. CORPORATE GOVERNANCE**

Your Company is committed to maintain the highest standards of corporate governance. We believe sound corporate governance is critical to enhance and retain investor trust. Our disclosures seek to attain the best practices in corporate governance. The Board considers itself as trustee of its shareholders and acknowledges its responsibilities towards them for creation and safeguarding their wealth. In order to conduct business with these principles the company has created a corporate structure based on business needs and maintains high degree of transparency through regular disclosures with focus on adequate control systems.

As per provisions of Regulation 15 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Corporate Governance Report for financial year 2020-21 is presented as **Annexure IX** to this Report.

**21. CORPORATE SOCIAL RESPONSIBILITY**

The Company has in place a CSR policy which provides guidelines to conduct CSR activities of the Company. The CSR policy is available on the website of the Company [www.ttspl.in](http://www.ttspl.in). During the year, the Company was required to spent an amount of Rs.19,11,562/- (Rupees Nineteen Lakhs Eleven Thousand Five Hundred and Sixty Two Only) on CSR activities and Company has spent Rs. 31,31,000/- (Thirty One Lakh and Thirty One Thousand Only). The Annual Report on CSR activities, in terms of Section 135 of the Companies Act, 2013 ('Act'), is annexed to this report as **Annexure VI** to this Report.

**22. COMPLIANCES OF SECRETARIAL STANDARDS**

The Company is in compliance with all the applicable standards issued by the Institute of Company Secretaries of India.

**23. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has its internal financial control systems commensurate with the size and complexity of its operations, to ensure proper recording of financials and monitoring of operational effectiveness and compliance of various regulatory and statutory requirements. The management regularly monitors the safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records including timely preparation of reliable financial information.

The internal auditor consults and reviews the effectiveness and efficiency of the internal financial control systems and procedure to ensure that all the assets are protected against loss and that the financial and operational information is accurate and complete in all respects. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Company.

**24. PARTICULARS OF EMPLOYEES**

The Company has no employee, who is in receipt of remuneration of Rs 8,50,000/- per month or Rs 1,02,00,000/- per



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annum and hence the Company is not required to give information under sub rule 2 and 3 of rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Further the following details forming part of **Annexure III** to the Board Report.

- Pursuant to Rule 5(2) of the Companies (Appointment and remuneration of managerial personnel) Rules, 2014 statement containing the names and other particulars of Top Ten employees in terms of remuneration drawn by them
- Disclosure Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

### 25. MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis Report as required under Regulation 34 and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is furnished as an **Annexure VIII**.

### 26. AUDITORS

#### (a) Statutory Auditor

The Board of Director places its appreciation of M/s. S C M K & Co LLP, Chartered Accountants (Registration No. W100662) as Statutory Auditors of your Company.

The members have appointed M/s. S C M K & Co LLP, Chartered Accountants (Registration No. W100662), to hold office from the conclusion of 25<sup>th</sup> Annual General Meeting till the conclusion of 30<sup>th</sup> Annual General Meeting.

Your Company has received a letter from M/s. S C M K & Co. LLP, Chartered Accountants (Registration No. W100662) to the effect that their appointment, if made, would be under the second and third proviso to Section 139 (1) of the Companies Act, 2013 and that they are not disqualified within the meaning of Section 141 of the Companies Act, 2013 read with Rule 4(1) of the Companies (Audit and Auditors) Rules, 2014.

#### (b) Secretarial Auditor

As required under provisions of Section 204 of the Companies Act, 2013 and Rules framed thereunder, the Board has appointed the Secretarial Auditors of the Company, M/s Mishra & Associate, Practicing Company Secretaries, for conducting the Secretarial Audit for the FY 2020-21.

Secretarial Audit Report in **Form MR-3** issued by the Secretarial Auditor of the Company for the Financial Year ended on March 31, 2021 is attached to the Director's Report as **Annexure- IV**. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

#### (c) Secretarial Compliance Report of Total Transport Systems Limited for the F.Y. 2020-21

Pursuant to circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, issued by Securities and Exchange Board of India (SEBI), The Company has obtained Secretarial Compliance Certificate has been issued by the M/s. Mishra & Associates, Company Secretaries after independent verification of the records, books, papers and documents as maintained by the Company as per all the applicable SEBI laws, Regulations and circulars/ guidelines issued thereunder.

The same was submitted to the Stock Exchange(s) within the stipulated date and a copy of the same is hosted at our website at <http://www.ttspl.in/Document/TOTAL2021SECRETARIALCOMPLIANCEREPORT.pdf>

The observations and comments given by the Secretarial Auditor in their Report are self- explanatory.

#### (d) Internal Auditor

In accordance with the provisions of Section 138 of the Companies Act, 2013 and Rules framed thereunder, Board has appointed M/s. V. R. Sabnis & Associates, Chartered Accountants to conduct the Internal Audit of the Company for the Financial Year 2020-21.

### 27. DETAILS OF SIGNIFICANT AND MATERIAL ORDER PASSED BY THE REGULATOR OR COURT OR TRIBUNAL

There were no significant and material orders issued against the Company by an regulating authority or court or tribunal that could affect the going concern status and company's operation in future.

### 28. RISK MANAGEMENT

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. These are discussed at the meetings of the Audit Committee and the Board of Directors of the Company.

There are no material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of this Report.

**29. VIGIL MECHANISM**

The Company has established a vigil mechanism, through a Whistle Blower Policy, where Directors and employees can voice their genuine concerns or grievances about any unethical or unacceptable business practice. A whistle-blowing mechanism not only helps the Company in detection of fraud, but is also used as a corporate governance tool leading to prevention and deterrence of misconduct.

It provides direct access to the employees of the Company to approach the Compliance Officer or the Chairman of the Audit Committee, where necessary. The Company ensures that genuine whistle blowers are accorded complete protection from any kind of unfair treatment or victimization.

The said policy is also available on the website of the Company at [www.ttspl.in](http://www.ttspl.in) under the head investor section.

**30. FRAUD REPORTING**

There were no frauds disclosed during the Financial Year.

**31. CODE OF CONDUCT**

The Board has laid down a specific code of Conduct for all Board Members and Senior Management of the Company. All the Board Members and Senior Management Personnel have affirmed compliance with the Code on annual basis.

**32. INSIDER TRADING**

The Board has in consultation with the Stakeholder's Relationship Committee laid down the policy to regulate and monitor the Insider Trading in the Company. The Committee regularly analyses the transactions and monitors them to prevent Insider Trading. The Company has also adopted a Prohibition of Insider Trading Policy.

During the year under review, in compliance with the amendments to the SEBI Insider Regulations, the Company adopted the following effective 1 April 2019:

- Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.
- Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and their Immediate Relatives

The Policy was approved by the Board and same was uploaded on the Company's website [www.ttspl.in](http://www.ttspl.in) under the tab investors.

**33. MEANS OF COMMUNICATION**

The Board believes that effective communication of information is an essential component of Corporate Governance. The Company regularly interacts with its shareholders through multiple channels of communication such as Company's Website and stipulated communications to Stock Exchange where the Company's shares are listed for announcement of Financial Results, Annual Report, Notices, Outcome of Meetings, Company's Policies etc.

**34. HUMAN RESOURCES**

Your Company treats its "Human Resources" as one of its most important assets. Your Company continuously invests in attraction, retention and development of talent on ongoing basis. Numbers of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

As on March 31, 2021, there were total 346 employees. The Company has all the required policies under the Indian laws for the time being in force and as required under the Companies Act, 2013 and SEBI LODR Regulations, 2015 to protect and safeguard the interest of the employees.

**35. WEBSITE**

The Company has a website addressed as [www.ttspl.in](http://www.ttspl.in). Website contains the basic information about the Company - details of its Business, Financial Information, Shareholding Pattern, Contact Information of the Designated Official of the Company who is responsible for assisting and handling investors grievances and such other details as may be required under sub regulation (2) of Regulation 46 of the Listing Regulations, 2015. The Company ensures that the contents of this website are periodically updated.

**36. INDIAN ACCOUNTING STANDARDS – IFRS CONVERGE STANDARDS**

The Ministry of Corporate Affairs vide its notification dated 16th February 2015 notified under Section 133 of the Companies Act 2013 read with Companies (Indian Accounting Standards) Rules, 2015. In pursuance of the said notification your Company has prepared the financial statements to comply in all material respects in accordance with the applicability of Indian Accounting Standards.

**Annual Report -2020-2021****37. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

In accordance with Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder, the Company has formed an Internal Complaints Committee and also framed and adopted the policy for Prevention of Sexual Harassment at Workplace.

The following is the summary of Sexual Harassment complaints received and disposed of during the year 2020-2021.

- No. of Complaints Received : NIL
- No. of Complaints Disposed of : NIL

The Company has submitted its Annual Report on the cases of Sexual Harassment of Women at Workplace to the District Officer, Mumbai pursuant to the section 21 of the aforesaid Act and Rules framed thereunder.

**38. DEPOSITORY SYSTEM**

Your Company's equity shares are in Demat form only. The Company has appointed National Securities Depository Limited (NSDL) and Central Depository Services India Limited (CDSL) as depositories to the Company.

**39. AWARDS AND ACHIEVEMENTS**

Your Company has a long list of Awards and Recognition during its long legacy of three decades. The Company has been felicitated at various forums by valuable stakeholders in the business. Your Company could not receive any award during the FY 2020-2021 due to worldwide CoVID-19 Pandemic crises where social distancing is utmost important for the safety of the people.

**40. ANNUAL LISTING FEES TO THE STOCK EXCHANGES**

Total Transport Systems Limited have listed its equity shares on the Main Board of NSE India Limited. The listing fees have duly paid to the exchange and annual custodial fees has been paid to CDSL and NSDL for the F.Y. 2020 -21.

**41. ACKNOWLEDGEMENT**

As the global Covid-19 pandemic continues to put pressure on the economy, we acknowledge and thank all at the forefront fighting this pandemic and risking their lives for us. Our priority has been the safety of our employees, customers, vendors and strict adherence to government norms. The Board conveys its deep gratitude and appreciation to all the employees of the Company for their tremendous efforts as well as their exemplary dedication and contribution to the Company's performance. We also acknowledge and appreciate the invaluable support and contribution of all our Business Associates who continue their loyal partnership with our Company in these trying times.

Your Directors wish to express their gratitude to the Bankers, Financial Institutions, Government Authorities, Consultants, Advisors and Members for their direct and indirect co-operation and look forward to their continued support in the future.

**For and on behalf of the Board  
For Total Transport Systems Limited**

**Place: Mumbai  
Date: 7th September, 2021**

**Makarand Pradhan  
Managing Director  
DIN: 00102413**

**Shrikant Nibandhe  
Director & CFO  
DIN: 01029115**

**ANNEXURE – I  
Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures**

**Part A: Subsidiaries**

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sr. No.	Particulars	Subsidiary 1	Subsidiary 2	Subsidiary 3
1	Name of the subsidiary	CP World Logistics India Private Limited	OneWorld Logistics Private Limited	Total Transport Systems Private Limited
2	The date since when subsidiary was acquired	23-12-2008	16-02-2010	22-12-2011
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA	NA	NA
4	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA	NA	Reporting Currency: Indian Rupees (INR) Exchange rate: 1 NPR= 0.622INR
5	Share capital	1,00,000	10,00,000	15,62,250
6	Reserves and surplus	11,44,494	-5,63,13,293	21,67,876
7	Total assets	2,13,37,910	6,28,36,768	66,97,559
8	Total Liabilities	2,00,93,416	11,81,50,061	29,67,434
9	Investments	NIL	NIL	NIL
10	Turnover	12,57,66,192	37,14,65,209	1,31,39,148
11	Profit before taxation	-27,16,408	-2,57,59,097	8,15,375
12	Provision for taxation	NIL	-25,019	-2,03,844
13	Profit after taxation	-27,16,408	-2,57,84,116	6,11,531
14	Proposed Dividend	NIL	NIL	NIL
15	Extent of shareholding (in percentage)	99.99%	99.99%	64.00%

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## Part B: Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Associates or Joint Ventures	Seedeer (India) E-Commerce Private Limited
Latest audited Balance Sheet Date	31 <sup>st</sup> March 2021
Date on which the Associate or Joint Venture was associated or acquired	23 <sup>rd</sup> August, 2018
Shares of Associate or Joint Ventures held by the company on the year end	
No. of Shares	45,000
Amount of Investment in Associates or Joint Venture	4,50,000
Extent of Holding (in percentage)	30%
Description of how there is significant influence	By virtue of Shareholding
Reason why the associate/joint venture is not consolidated	NA
Net worth attributable to shareholding as per latest audited Balance Sheet	21,39,946
Profit or Loss for the year	-16,64,660
i. Considered in Consolidation (Parent's share)	-4,99,398
ii. Not Considered in Consolidation	-11,65,262

- Name of associates or joint ventures which are yet to commence operations: NA
- Names of associates or joint ventures which have been liquidated or sold during the year: NA

## For TOTAL TRANSPORT SYSTEMS LIMITED

MAKARAND PRABHAKAR PRADHAN  
MANAGING DIRECTOR  
DIN: 00102413

LEENA SALVI  
DIRECTOR  
DIN: 07784529

SHRIKANT DAMODAR NIBANDHE  
DIRECTOR & (CFO)

BHAVIK TRIVEDI  
COMPANY SECRETARY  
MEMBERSHIP NO.: A49807

Date: 7th September, 2021  
Place: Mumbai

**ANNEXURE - II**

**FORM NO. AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

**DETAILS OF CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS NOT AT ARM'S LENGTH BASIS**

(a) Name(s) of the related party and nature of relationship

Sr. No.	Related Party	Relationship
	NIL	

(b) Nature of contracts/arrangements/transactions

Sr. No.	Particulars	Amount (Rs.)
	NIL	

(c) Duration of contracts/arrangements/transactions

Sr. No.	contracts/arrangements/transactions	From	To
	NIL		

(d) Salient terms of the contracts or arrangements or transactions including the value, if any

(e) Justification for entering into such contracts or arrangements or transactions: NIL

(f) date(s) of approval by the Board

Sr. No.	Particulars	Amount (Rs.)
	NIL	

(g) Amount paid as advances, if any:

	contracts or arrangements or transactions	Amount of Advance (Rs.)
	NIL	

**DETAILS OF MATERIAL CONTRACTS OR ARRANGEMENT OR TRANSACTIONS AT ARM'S LENGTH BASIS**

(a) Name(s) of the related party and nature of relationship

Sr. No.	Related Party	Relationship
1.	CP World Logistics India Private limited	Subsidiary
2.	Total Transport Systems Private Limited (Nepal)	Subsidiary
3.	One World Logistics Private Limited	Subsidiary
4.	Mr. Sanjiv Arvind Potnis	Director
5.	Mr. Shrikant Damodar Nibandhe	Director & CFO
6.	Mr. Makarand Prabhakar Pradhan	Managing Director
7.	Mrs. Leena Salvi	Director
8.	Seedeer (India) E-Commerce Private Limited	Associate
9.	Total Cargoport India Private Limited	Common Director
10.	Jag Software Solution Private Limited	Common Director
11.	WSA SHPG Bombay Private Limited	Common Director
12.	CLA Express Private Limited	Common Director

(b) Nature of Contracts/Arrangements/Transactions



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<b>Sr. No.</b>	<b>Particulars</b>	<b>Amount (Rs.)</b>
1.	Unsecured loan from CP World Logistics India Private limited	1,91,73,376
2.	Unsecured loan from Mr. Shrikant Damodar Nibandhe	27,084
3.	Unsecured Loan from Mr. Sanjiv Arvind Potnis	77,818
4.	Unsecured loan from Ms. Leena Prashant Salvi	13,76,651
5.	Support Charges to Total Transport Systems Private Limited (Nepal)	26,94,537
6.	Unsecured Loan to Total Transport Systems Private Limited (Nepal)	22,44,042
7.	Unsecured Loan to Seedeer (India) E-Commerce Private Limited	10,75,973
8.	Loans & Advances to One World Logistics Private Limited	36,68,943

(c) Duration of contracts/arrangements/transactions

<b>Sr. No.</b>	<b>Contracts/Arrangements/Transactions</b>	<b>From</b>	<b>To</b>
1.	Transactions	01/04/2020	31/03/2021

(d) Salient terms of the contracts or arrangements or transactions including the value, if any

All the Transactions are entered in the Ordinary Course of Business

(e) Justification for entering into such contracts or arrangements or transactions

Not Applicable

(f) date(s) of approval by the Board: 29<sup>th</sup> June 2020

(g) Amount paid as advances, if any: NA

**For and on behalf of the Board**  
**For Total Transport Systems Limited**

**Place: Mumbai**  
**Date: 7th September, 2021**

**Makarand Pradhan**  
**Managing Director**  
**DIN: 00102413**

**Shrikant Nibandhe**  
**Director & CFO**  
**DIN: 01029115**

**ANNEXURE - III**

**Disclosure as per Section 197(12) of Companies Act, 2013 and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

- (a) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year ending March 31, 2021 and
- (b) The Percentage Increase in Remuneration of Each Director, Chief Financial Officer and Company Secretary during the Financial Year ending on March 31, 2021

Name of the Director	Designation	Ratio of remuneration of each Director to median remuneration of employees	% increase in remuneration in FY 2020-21 <sup>(*)</sup>
Mr. Makarand Prabhakar Pradhan	Managing Director	8.21	0%
Mr. Sanjiv Arvind Potnis	Executive Director	8.21	0%
Mr. Shrikant Damodar Nibandhe	Executive Director & CFO	8.21	0%
Ms. Leena Prashant Salvi	Non-Executive Director	Being Non- Executive Directors, only sitting fees was paid and thus ratio is not given.	0%
Mr. Abhishek Ramesh Talwar	Non-Executive and Independent Director		
Mr. Sunil Gajanan Kshirsagar	Non-Executive and Independent Director		
Mr. Bhavik Trivedi	Company Secretary	89.64	0%

\*There was no increase in the remuneration of all KMPs. In fact there was a pay cut in their remuneration for almost 6 months of the FY 2020-2021.

**Notes:**

1. In the Financial year, there was a decrease of 16.48% in the median remuneration of employees.
2. The number of permanent employees on the rolls of the Company in the financial year 2020-21 is 346.
3. During the financial year 2020-21, the average percentage increase / (decrease) in salary of the Company's employees, excluding the Key Managerial Personnel ('KMP') was (12.28%). The percentage increase / (decrease) in salary of KMPs during the same period (on actuals) was (22.69%).

The increase in managerial remuneration for financial year 2020-21 is not comparable with financial year 2019-20 owing to there being no increase in the managerial remuneration for financial year 2020-21 in view of economic conditions impacted by COVID-19 pandemic wherein the Directors decided to moderate the executive remuneration for financial year 2020-21 to express solidarity and conserve resources.

4. It is hereby affirmed that that the remuneration paid is as per the remuneration policy of the Company.

**Annexure - IV**  
**Form No. MR-3**  
**SECRETARIAL AUDIT REORT**

**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021**

**[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To,  
The Members of  
**TOTAL TRANSPORT SYSTEMS LIMITED**  
7th Floor, T-Square, Opp. Chandivali Petrol Pump,  
Sakinaka, Andheri (East), Mumbai – 400072, MH

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Total Transport Systems Limited** (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2021** generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on **March 31, 2021** according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under except delay in filings of e-forms with Ministry of Corporate Affairs for F.Y. 2019-20;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment (Regulations relating to Overseas Direct Investment and External Commercial Borrowings): **Not applicable to the Company for the audit period as there were no Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings by the Company;**
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act');
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **to the extent applicable during the year;**
  - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable as the Company has not granted/issued any benefits/shares to employees during the period under review;**
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: **Not applicable to the Company as the Company has not issued any Debt Securities during the audit period;**
  - f. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: **Not Applicable as there was no reportable event during the period under review;**
  - g. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998: **Not Applicable as there was no reportable event during the period under review;**
  - h. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
  - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

vi. Other laws applicable specifically to the Company namely:

- a) Handling of Cargo in Customs Areas Regulations, 2009;
- b) Multimodal Transportation of Goods Act, 1993
- c) International Air Transport Association, 1945

We have also examined compliance with the applicable clauses of the following:

- a. Secretarial Standards issued by The Institute of Company Secretaries of India;
- b. The Listing Agreement entered into by the Company with National Stock Exchange and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- c. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has generally complied with the provisions of the Act, rules, regulations and guidelines etc. mentioned above, to the extent applicable:

**We further report that,**

- 1. The Board of Directors of the Company is constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors and women director. The change in the composition of the Board of Directors that took place during the period under review, were carried out in compliance with the provisions of the Act.
- 2. We further report that adequate notice is given to all directors to schedule the Board Meetings and agenda and detailed notes on agenda were sent at least seven days in advance other than those held at shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- 3. All the decisions of the Board and Committees thereof were carried out with the requisite majority;
- 4. As informed, the Company has responded appropriately to notices received from various statutory/regulatory authorities including initiating actions for corrective measures, wherever found necessary.

We further report that as per the information and explanations given to us, the representation made by the management and relied upon by us, there are adequate systems, processes and control mechanism exist in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with all applicable Laws, Rules, Regulations, Guidelines, Standards, etc. to the Company.

We further report that during the audit period, the Company has following specific events or actions having a major bearing on the Company's affairs in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards, etc:

***Listing and Trading of the Company's Securities - Migration from SME Platform of National Stock Exchange of India Limited namely NSE EMERGE to National Stock Exchange of India Limited namely NSE***

The Company, on due compliance of applicable provisions of all the Regulations, Circulars and Guidelines [as amended] prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable, including but not limited to, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ['SEBI ICDR Regulations'] and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['SEBI LODR Regulations'], and also, passing of Special Resolution/s through Postal Ballot including the requisite approval for Migration by Public Shareholder/s (Member/s) of the Company, has applied and received the Final Listing and Trading Approval from National Stock Exchange of India Limited namely NSE vide their communication Ref. No. NSE/CML/45474 Dated 26<sup>th</sup> August, 2020 in respect of Listing and Trading of entire Issued, Subscribed and Paid-up Share Capital of the Company i.e. 1,43,06,000 (One Crore Forty Three Lakhs and Six Thousand) Equity Shares of face value of Rs.10/- (Ten) each through Migration from SME Platform of National Stock Exchange of India Limited namely NSE EMERGE to National Stock Exchange of India Limited namely NSE, effective 28<sup>th</sup> August, 2020.

For **Mishra & Associates**  
Company Secretaries

**Manish Mishra**  
Proprietor

**Membership No. 41066**  
**C. P. No. 18303**

UDIN : A041066C000911091

**Date: 7th September, 2021**

**Place: Mumbai**

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This report is to be read with our letter of even date which is annexed as **Annexure 'AA'** and forms an integral part of this report.

**Annexure 'AA'**

To,  
The Members of  
**TOTAL TRANSPORT SYSTEMS LIMITED**  
7th Floor, T-Square, Opp. Chandivali Petrol Pump,  
Sakinaka, Andheri (East), Mumbai – 400072, MH

Our Secretarial Audit Report of even date is to be read along with this letter:

**1. MANAGEMENT'S RESPONSIBILITY**

It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

**2. AUDITOR'S RESPONSIBILITY**

- (a) Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
- (b) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe, the processes and practices that we followed provide a reasonable basis for our opinion. We also believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
- (c) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- (d) Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events, etc.
- (e) The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

**3. DISCLAIMER**

The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which management has conducted the affairs of the company.

For **Mishra & Associates**  
Company Secretaries

**Manish Mishra**  
Proprietor  
**Membership No.41066**  
**C. P. No. 18303**

**Date: 7th September, 2021**  
**Place: Mumbai**

**Annexure - V**

**SECRETARIAL COMPLIANCE REPORT OF TOTAL TRANSPORT SYSTEMS LIMITED**

*For the Financial Year 31<sup>st</sup> March, 2021*

To,

**The Board of Directors,  
Total Transport Systems Limited,  
7th floor T-Square, Opp. Chandivali Petrol Pump,  
Sakinaka, Andheri (East), Mumbai – 400072.**

We, M/s Mishra & Associates, Practicing Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by **Total Transport Systems Limited** (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the Stock Exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the financial year ended 31st March, 2021 (“Review Period”) in respect of compliance with the provisions of :
- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”).

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the Company during the Review Period)**
  - c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;  
**(Not Applicable to the Company during the Review Period)**
  - e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable to the Company during the Review Period)**
  - f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the Review Period)**
  - g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not Applicable to the Company during the Review Period)**
  - h) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act 2013 and dealing with listed entity;
  - j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- and circulars/guidelines/relaxations and amendments issued thereunder.

and based on the above examination, we hereby report that, during the Review Period:



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- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

<b>Sr. No.</b>	<b>Compliance Requirement (Regulations/ circulars / guidelines including specific clause)</b>	<b>Deviations</b>	<b>Observations/ Remarks of the Practicing Company Secretary</b>
NIL			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.

<b>Sr. No.</b>	<b>Action taken by</b>	<b>Details of violation</b>	<b>Details of action taken E.g. fines, warning letter, debarment, etc.</b>	<b>Observations/ remarks of the Practicing Company Secretary, if any.</b>
NIL				

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

<b>Sr. No.</b>	<b>Observations of the Practicing Company Secretary in the previous reports</b>	<b>Observations made in the secretarial compliance report for the year ended 31<sup>st</sup> March, 2020</b>	<b>Actions taken by the listed entity, if any</b>	<b>Comments of the Practicing Company Secretary on the actions taken by the listed entity</b>
NOT APPLICABLE				

For **MISHRA & ASSOCIATES**  
*Company Secretaries*  
**Manishkumar Premnath Mishra**  
**(Proprietor)**  
**Mem. No.: 41066; COP: 18303**  
**FRN: S2017MH516400**  
**UDIN: A041066C000540554**

**Date:** 29<sup>th</sup> June, 2021  
**Place:** Mumbai

**ANNEXURE - VI**

**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES**

[Pursuant to Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014]

**1. Overview of the Corporate Social Responsibility ('CSR') Policy:**

In compliance with the provisions of Section 135 of the Companies Act, 2013 and rules made thereunder, the Company has framed a CSR Policy which is uploaded on the website of the Company at [www.ttspl.in](http://www.ttspl.in). The guidelines for our CSR activities are outlined in the Policy.

**2. Composition of CSR Committee:**

To guide the CSR activities of the Company, we have in place a Corporate Social Responsibility Committee that comprises of:

Name of the Director	Designation
Mr. Sunil Gajanan Kshirsagar	Chairman
Mr. Abhishek Ramesh Talwar	Member
Mr. Sanjiv Arvind Potnis	Member

**3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:**

The Composition of CSR Committee, CSR Policy and CSR Projects approved by the Board is available on the website of the Company at the following links:

[http://www.ttspl.in/Document/CORPORATE\\_SOCIAL\\_RESPONSIBILITY\\_POLICY.pdf](http://www.ttspl.in/Document/CORPORATE_SOCIAL_RESPONSIBILITY_POLICY.pdf)

**4. The details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report) : Not Applicable**

**5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: NIL**

**6. Average net profit of the Company as per Section 135(5):**

Particulars	31 <sup>st</sup> March, 2020	31 <sup>st</sup> March, 2019	31 <sup>st</sup> March, 2018
Profit under Section 198	6,87,17,769	12,91,24,280	8,88,92,313

**Average Net Profit:** 9,55,78,121/-

**7. (a) Two percent of the average net profit of the Company as per Section 135 (5) : The Company is required to spend Rs. 19,11,562/-**

**(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil**

**(c) Amount required to be set off for the financial year, if any: Nil**

**(d) Total CSR obligation for the financial year (7a + 7b – 7c): Rs 19,11,562/-**

**8. (a) CSR amount spent or unspent for the financial year:**

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.): NIL				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
Rs. 31,31,000/-	Nil	Nil	Nil	Nil	Nil

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## (b) Details of CSR Amount spent against ongoing projects for the Financial Year: Not Applicable

(1)	(2)	(3)	(4)	(5)		(6)	(7)
Sr. No.	Name of the Project or Activity Identified	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No)	Location of the project		Project duration	Amount allocated for the project (in Rs.)
				State	District		
	(8)	(9)	(10)	(11)			
	Amount spent in the current financial Year (in Rs.)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency			
				Name	CSR Registration number		

## (c) Details of CSR amount spent against other than ongoing projects for the financial year:

Sr. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project		Amount spent for the project (in Rs.)	Mode of implementation Direct (Yes/No)	Mode of implementation - Through implementing agency
				State	District			Name CSR registration number
1.	Promoting Education	Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects	Yes	Maharashtra		31,10,000/-	No	Angel Xpress and Vasant Smruti (CSR Registration Number is Applicable from 1st April, 2021)
2.	PM Care Fund		No	-		21,000/-	No	

(d) Amount spent in Administrative Overheads – Not Applicable

(e) Amount spent on Impact Assessment, if applicable: Not Applicable

(f) Total amount spent for the Financial Year (8b+8c+8d+8e):

(g) Excess amount for set off, if any: Nil (Company do not wish to claim any set-off for the Excess Amount paid during the year)

**9. Financial Details:**

Particulars	Amount
Average net profit of the Company for last three financial years	9,55,78,121/-
Prescribed CSR expenditure (2% of the average net profits)	19,11,562/-
<b>Details of CSR spent during the financial year:</b>	
(a) Total amount to be spent for the financial year	19,11,562/-
(b) Amount spent	31,31,000/-
(c) Amount unspent, if any	Nil

**10. (a) Details of Unspent CSR amount for the preceding three financial years:**

Sr. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under Section 135(6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs.)	Date of transfer	
Not Applicable							

**(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):**

Sr. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in Rs.)	Amount spent on the project in the reporting Financial Year (in Rs.)	Cumulative amount spent at the end of reporting Financial Year. (in Rs.)	Status of the project - Completed / Ongoing
Not Applicable								

**11. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (Asset-wise details):**

- Date of creation or acquisition of the capital asset(s) – Not Applicable
- Amount of CSR spent for creation or acquisition of capital asset –Not Applicable
- Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc –Not Applicable
- Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset) – Not Applicable

**12. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5):**  
Not Applicable

**Sunil Gajanan Kshirsagar**  
Chairman of CSR Committee  
DIN: 07781787

**Sanjiv Arvind Potnis**  
Member of CSR Committee  
DIN: 00102090

**Date: 7th September, 2021**

**Place: Mumbai**

**Annual Report -2020-2021****ANNEXURE - VII****CERTIFICATE OF NON – DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members,

**Total Transport Systems Limited**

7th Floor T-Square Opp Chandivali Petrol Pump,

Sakinaka, Andheri (East), Mumbai – 400072.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Total Transport Systems Limited having CIN L63090MH1995PLC091063 and having registered office at 7th Floor T-Square Opp Chandivali Petrol Pump, Sakinaka, Andheri (East), Mumbai - 400072 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of the Directors	DIN	Date of Appointment
1.	Makarand Prabhakar Pradhan	00102413	23.05.2019
2.	Sanjiv Arvind Potnis	00102090	23.05.2019
3.	Shrikant Damodar Nibandhe	01029115	27.07.1995
4.	Leena Prashant Salvi	07784529	04.04.2017
5.	Abhishek Ramesh Talwar	01059150	04.04.2017
6.	Sunil Gajanan Kshirsagar	07781787	04.04.2017

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Mishra & Associates**

**(Practicing Company Secretaries)**

**(ICSI Unique Code: S2017MH516400)**

**Manishkumar Premnath Mishra**

(Proprietor)

**Mem. No. 41066; COP: 18303**

**UDIN: A041066C000911111**

**Date: 7th September, 2021**

Place: Mumbai:

## **MANAGEMENT DISCUSSION AND ANALYSIS**

**(Annexure - VIII)**

### **Forward looking statement**

*Statements in this Management Discussion and Analysis of Financial Condition and Results of Operations of the Company describing the Company's objectives, expectations or predictions may be forward looking within the meaning of applicable securities laws and regulations. Forward looking statements are based on certain assumptions and expectations of future events.*

*The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company assumes no responsibility to publicly amend, modify or revise forward looking statements, on the basis of any subsequent developments, information or events. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include changes in government regulations, tax laws, economic developments within the country and such other factors globally.*

*The financial statements are prepared under historical cost convention, on accrual basis of accounting, and in accordance with the provisions of the Companies Act, 2013 (the Act) and comply with the Indian Accounting Standards as pronounced by the Institute of Chartered Accountants of India (ICAI) from time to time. The Management of Total Transport Systems Limited has used estimates and judgments relating to the financial statements on a prudent and reasonable basis, in order that the financial statements, reflect in a true and fair manner, the state of affairs and profit for the year.*

*The following discussions on our financial condition and result of operations should be read together with our audited financial statements and the notes to these statements included in the annual report. Unless otherwise specified or the context otherwise requires, all references herein to "we", "us", "our", "the Company", "Total" are to "Total Transport Systems Limited".*

### **ECONOMIC OVERVIEW**

#### **Global Industry**

One year into the COVID-19 pandemic, the accumulating human toll continues to raise concerns, even as growing vaccine coverage lifts sentiment. High uncertainty surrounds the global economic outlook, primarily related to the path of the pandemic. The contraction of activity in 2020 was unprecedented in living memory in its speed and synchronized nature. But it could have been a lot worse. Although difficult to pin down precisely, IMF estimates suggest that the contraction could have been three times as large if not for extraordinary policy support. Much remains to be done to beat back the pandemic and avoid divergence in income per capita across economies and persistent increases in inequality within countries.

After an estimated contraction of 3.3% in 2020, the global economy is projected to grow at 6 % in 2021, moderating to 4.4 % in 2022. The contraction for 2020 is 1.1 % points smaller than projected in the October 2020 World Economic Outlook (WEO), reflecting the higher-than-expected growth outturns in the second half of the year for most regions after lockdowns were eased and as economies adapted to new ways of working. The projections for 2021 and 2022 are 0.8 %age point and 0.2 %age point stronger than in the October 2020 WEO, reflecting additional fiscal support in a few large economies and the anticipated vaccine-powered recovery in the second half of the year.

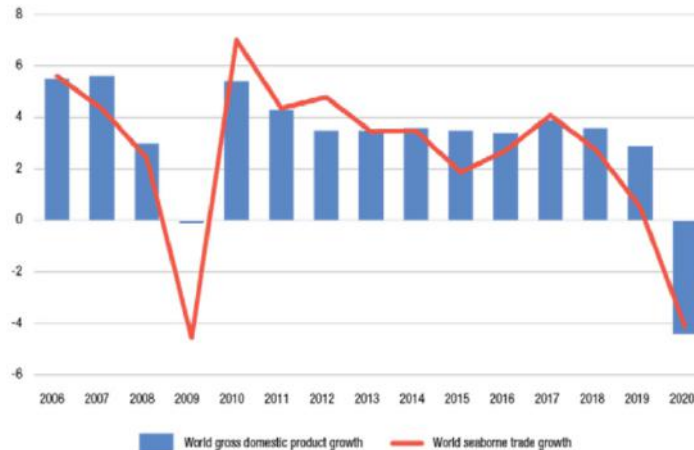
Global growth is expected to moderate to 3.3 % over the medium term—reflecting projected damage to supply potential and forces that predate the pandemic, including aging-related slower labour force growth in advanced economies and some emerging market economies. Thanks to unprecedented policy response, the COVID-19 recession is likely to leave smaller scars than the 2008 global financial crisis. However, emerging market economies and low-income developing countries have been hit harder and are expected to suffer more significant medium-term losses.

Post COVID-19, the global logistics market size is projected to grow from USD 2,734 billion in 2020 to USD 3,215 billion by 2021, at a Y-O-Y of 17.6%. The major drivers of this market are increasing focus on the continued supply of essential commodities, creation of supply chain stabilization task force to fight COVID-19, and growing demand and distribution of personal protective equipment. The factors that restrain the market are labor shortage and a shortage of COVID-19 testing kits. The projection for 2021 is estimated to be down by over 10-15% as compared to the pre-COVID-19 estimation.

Growth in international maritime trade stalled in 2019, reaching its lowest level since the global financial crisis of 2008–2009. Lingering trade tensions and high policy uncertainty undermined growth in global economic output and merchandise trade and by extension, maritime trade. Maritime trade volumes expanded by 0.5%, down from 2.8% in 2018 and reached a total of 11.08 billion tons in 2019. Growth in world gross domestic product slowed to 2.5%, down from 3.1% in 2018 and 1.1 % point below the historical average over the 2001–2008 period. In tandem, global merchandise trade contracted by 0.5%, as manufacturing activity came under pressure and the negative impact of trade tensions between the two largest world economies took a toll on investment and trade.



## Annual Report -2020-2021



Against the backdrop of a weaker 2019, the short-term prospects of maritime transport and trade darkened in early 2020. While initial expectations were that 2020 would bring moderate improvements in the economy and trade, the unprecedented global health and economic crisis triggered by the COVID-19 pandemic severely affected the outlook. The fallout on maritime transport and trade was dramatic, with all economic indicators pointing downward.

Considering the prevailing and persistent uncertainty, UNCTAD estimates that the volume of international maritime trade will fall by 4.1% in 2020. Predicting the timing and scale of the recovery is also challenging, as many factors can significantly influence the outlook. Bearing this in mind, UNCTAD projections indicate that maritime trade will recover in 2021 and expand by 4.8%.

### Sources-

UNCTAD's review of maritime transport, 2020

IMF's World Economic Outlook, 2021 Apr

<https://www.globenewswire.com/news-release/2020/05/11/2031082/0/en/Global-Logistics-Supply-Chain-Industry-Market-Post-COVID-19-the-Market-is-Projected-to-Grow-from-USD-2-734-Billion-in-2020-to-USD-3-215-Billion-by-2021.html>

### Indian Industry

The COVID-19 pandemic upended livelihoods and businesses, disrupting the global economy and supply chains across the world. However, a few sectors proved to be a boon during this unprecedented time, including logistics. In India, the year 2020 saw the logistics industry's growth graph climb. Hampered by the pandemic in the first half of the year, startups bounced back later with shorter lead times, better at-door experience, and increased safety. The numbers reflected this change.

The Indian logistics market is expected to grow at a CAGR of 10.7 percent between 2020-2024, and brands are only boosting this growth by leveraging cutting-edge technologies. Moving forward in 2021, a number of trends will drive this growth, and all will involve the adoption of technology. Be it tactical and operational decision making, routing, fleet optimisation, data analysis, or strategic planning, technology will be all-pervasive.

At present, the industry employs over 22 million people in India. The report also indicates that the growth in the industry would result in a 10 % reduction in indirect cost which in turn resulting in a 5 to 8 % growth in exports. It is expected that by 2020, the Indian logistics sector will reach US\$ 215 Billion.

In the year 2017-18, the logistics Industry profits account for US\$ 160 billion, and it is expected to reach US\$ 215 Billion by the year 2020. The Indian government has made an announcement that it is working at the policy to develop the new logistics plan in India. The aim is to develop the most economical way to transport goods by 2035.

The Indian Government has already eliminated foreign direct investment caps for the Indian shipping industry, with the result that 100% foreign direct investment is now permitted in this sector, although the first such investment was made only a number of years after the regulatory changes took effect. Despite their cautious investment behaviour, multinational logistics companies are eyeing the Indian transportation & logistics market, anticipating excellent business opportunities in the future. India's GDP is growing by around 7-9% annually, while its manufacturing sector is seeing strong double-digit growth rates. Planned infrastructure investments of over US\$300 bn should also provide a solid foundation for outstanding growth rates in the transportation & logistics industry. Indeed, the transportation & logistics industry in India grew at compounded annual growth rates of more than 16% from 2007 to 2010, resulting in an overall market size greater than US\$100 bn.

Source-<https://yourstory.com/2021/01/outlook-2021-expected-trends-indian-logistics-startups>  
<https://truckguru.co.in/blog/overview-of-indian-logistics-industry-and-affecting-indian-economy/>

PWC report on transportation & logistics 2030

### **About Total Transport Systems**

Established in 1994, Total Transport Systems Ltd is a well-established Company in India's cargo market. Through a robust network of partners, the Company has made a strong foothold in the logistics industry in the country.

Total specializes in logistics business keeping a focus on our core business activities namely consolidation of Export cargoes, deconsolidation of import cargoes, full container loads and air freight from India to worldwide destinations. As a non-vessel Operating Common Carrier, the Company's consolidated shipping is rated among the top customers of almost all leading shipping lines operating in the region. This reputation has ensured the Company's competitive rates & space with major liners for consolidated shipments on a regular basis. The Company specializes in the business of Airfreight, LCL Forwarding for both exports and imports. TTSL has sizeable market share in India's LCL segment and the Company is one of the market leaders in cargo consolidation. In addition to such services, Total continues to focus on timely delivery, diversification of its service portfolio, sustained long-term relationships with its clients, and extending value-added services over and above simple logistics.

The Company is equipped with a Multi-Modal Transport Operator's License for servicing its customer's requirements. It also has a Federal Maritime Commission (FMC) license. These licenses help the Company scale new businesses and geographies. These efforts have enabled the Company to win long running contracts as well as garner accolades in the Industry as amongst the best groupage traffic in India. Moreover, the Company is well-positioned to leverage the changing trends in the logistics industry. It represents world's 5th largest consolidators network named "I Cargo Alliance" with 166 offices in 89 countries

The Company has two wholly owned subsidiaries- CP World Logistics India Pvt Ltd and One World Logistics Pvt Ltd. Incorporated in 2010, One World Logistics offers services of last mile, rural mile and rural B2B delivery. The Company's robust business model along with its latest ERP and SaaS for technology back up gives an added advantage. It operates under the brand "**Abhilaya**" with a focus on last mile delivery especially for Amazon, Flipkart and FedEx with a target to work with other ecommerce players at PAN India level. It is an on-demand last-mile delivery solution provider offering tech-enabled delivery solutions for E-commerce, Restaurants, FMCG, Pharma and online & offline retailers.

The Company has entered into a Joint Venture agreement with Seedeer (Hong Kong) E- Commerce Company Limited to form a Joint venture entity called a Seedeer (India) E-commerce Private Limited to gain access to the world-wide global supply chain activity of Seedeer locally in India. All these services provided by the Total group help the Company to scale new heights of success. This is enabled by specialized skill sets, local insights and experience of its devoted management team.

The Company's wide reach and superior logistics capabilities helps it provide end-to-end services. Such expertise and superior quality of service has led to increased confidence of its marquee clients.

### **CONSOLIDATED FINANCIAL OVERVIEW –**

The financial performance of the Company for the year ended March 31<sup>st</sup>, 2021, is as follows:

Total revenue from operations at Rs. 314.89 crore for the year ended March 31, 2021, as against Rs. 399.57 crore for the corresponding previous period, decline of 21.19%. Special FCL export shipment not handled during this year and COVID -19 impact in the year led to decline in revenues from operations.

The EBITDA (earnings before interest, depreciation and tax, excluding other income) was Rs. 2.99 crore for the year ended March 31, 2021, as against Rs. 7.16 crore for the corresponding previous period, a decrease of 58.19%. Ripple effect of pandemic and lockdown on industry resulted in shortage of inventories, space and increase in transport and detention cost - congestions at various ports have added on cost of shipments in first half. This led to decrease in EBITDA.

EBITDA margin decreased to 0.95% in FY21 from 1.79% in FY20.

Net Profit was at Rs. -1.13 crore in FY21 as against Rs. 1.66 crore in FY20, YoY drop of 168.46%.

Net Profit margin decreased to -0.36% in FY21 from 0.41% in FY20

EPS declined by 139.86% to Rs. -0.59 in FY21

### **RESOURCES AND LIQUIDITY**

As on March 31, 2021, the consolidated Net worth stood at Rs. 46.14 crore and the total debt was at Rs. 23.29 crore.

The cash and cash equivalents at the end of March 31, 2021 were Rs. 3.51 crore.

The net debt to equity ratio of the Company stood at 0.43 as on March 31, 2021.

**Annual Report -2020-2021****Volume wise comparison of summary is given below:-**

Vertical	FY 20-21	Volume in Unit	FY 19-20	Volume in Unit
<b>Sea Export:</b>				
FCL	7,607	TEU	22,299	TEU
LCL	1,96,636	CBM	2,11,656	CBM
<b>Sea Import:</b>				
FCL	1,775	TEU	2,087	TEU
LCL	1,13,984	CBM	1,38,456	CBM
<b>Air Export</b>	972	Ton	879	Ton
<b>Air Import</b>	69	Ton	203	Ton

**OPPORTUNITY & THREATS**Opportunity

- Air freight division started by the Company provides ample growth opportunity
- Opportunity to get into first mile / shipping of cargo from various parts of the world to India
- Entered into contract with Amazon and Flipkart for last mile deliveries and looking to expand it to other states and other partners

Threats

- Changes in the economic and political conditions in India and globally may pose a threat to the ease of business
- Competition from local and multinational players
- Execution risk – transportation of goods becomes big challenge into freight consolidation activity
- Regulatory changes
- The unprecedented and wide spread of the COVID 19 virus

**SEGMENT- WISE OR PRODUCT- WISE PERFORMANCE**

The Company is engaged in the business of Consolidation/deconsolidation of cargo freight forwarding, logistics, warehousing and transportation along with last mile delivery business. The Company is dealing only in this single segment and hence segment wise performance is not applicable to the Company.

**RISKS AND CONCERNS**

Like every business, the Company faces risks, both internal and external, in the undertaking of its day-to-day operations and in pursuit of its longer-term objectives. A detailed policy drawn up and dedicated risk workshops are conducted and key support functions wherein risks are identified, assessed, analyzed, and accepted / mitigated to an acceptable level within the risk appetite of the organization. The risk registers are also reviewed from time to time.

The Company faces the following Risks and Concerns:

**Credit Risk**

To manage its credit exposure, Total has determined a credit policy with credit limit requests and approval procedures. Company does its own research of client's financial health and project prospects before bidding for a project. Timely and rigorous process is followed up with clients for payments as per schedule. The Company has suitably streamlined the process to develop a focused and aggressive receivables management system to ensure timely collections.

**Interest Rate Risk**

The Company has judiciously managed the debt-equity ratio. It has been using a mix of loans and internal cash accruals. The Company has well managed the working capital to reduce the overall interest cost.

**Competition Risk**

This risk arises from more players wanting a share in the same pie. Like in most other industries, opportunity brings with itself competition. We face different levels of competition in each segment, from domestic as well as multinational companies. The

Company has created strong differentiators in project execution, quality and delivery which make it resilient to competition. Furthermore, the Company continues to invest in technology and its people to remain ahead of the curve. A strong, stable client base consisting of large and mid-sized corporations further helps to insulate the Company from this risk.

**Liability Risk**

This risk refers to our liability arising from any damage to cargo, equipment, life and third parties which may adversely affect our business. The Company attempts to mitigate this risk through contractual obligations and insurance policies.

**INTERNAL CONTROL SYSTEMS AND ADEQUACY –**

The Company implemented proper and adequate systems of internal control to ensure that all assets are safeguarded and protected against loss from any unauthorized use or disposition and all transactions are authorized, recorded and reported correctly. The Company also implemented effective systems for achieving highest level of efficiency in operations, to achieve optimum and effective utilization of resources, monitoring thereof and the compliance with provisions all laws including the Companies Act, 2013, Listing Agreement, directions issued by the Securities and Exchange Board of India, labour laws, tax laws etc. It also aimed at improvement in financial management, and investment policy. The System ensures appropriate information flow to facilitate effective monitoring. The internal audit system also ensures formation and implementation of corporate policies for financial reporting, accounting, information security, project appraisal, and corporate governance. A qualified and independent Audit Committee of the Board of Directors also reviews the internal control system and its impacts on improvement of overall performance of the Company.

**HUMAN RESOURCES**

The Company's HR philosophy is to establish and build a high performing organization, where each individual is motivated to perform to the fullest capacity: to contribute to developing and achieving individual excellence and departmental objectives and continuously improve performance to realize the full potential of our personnel. As on March 31, 2021, Company is giving direct employment to 346 employees.

**OUTLOOK**

The Company successfully migrated to NSE main board from NSE-SME board on 27<sup>th</sup> August, 2020. This opportunity will create better visibility for the Company to reach out to a wider investor community. The migration bears a testimony to business performance and client confidence. The Company has grown significantly since listing on the SME platform. The Company's continues to focus on long term and sustainable value creation for its stakeholder.

The long-term goal of the companies operating in Indian logistics industry is futuristic due to successful commissioning of infrastructure projects especially in road, railways and ports, increase in participation and investment of international logistics players and adoption to global standards of tracking and tracing mechanism.

The COVID-19 virus forced the entire world to make a quick shift from offline to online, with heavy reliance on logistics sector for human-to-human connectivity. The Company's last mile delivery business was able to scale up its operations due to this paradigm shift. However, future developments will depend on how well the health crisis dealt with, including whether the new COVID-19 strains prove susceptible to vaccines or they prolong the pandemic. The global COVID-19 pandemic has seen major economies and other emerging economics face severe adverse impact. Due to our business contingency and continuity plans, current customer service, tools and technology to equip team members to operate remotely and work from home, major disruptions and delays were avoided.

The Company is focussing on the opportunity to handle high value cargo and strengthening ancillary services to provide integrated logistics solutions and to scale its last mile delivery business. The Company's long-term relationships with global marquee carriers help create synergistic benefits within our business segments.

**Key Financial ratios**

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations 2018, the Company is required to give details of significant changes (Change of 25% or more as compared to the immediately previous year) in key sector specified financial ratio.

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PARTICULARS	STANDALONE			CONSOLIDATED		
	F.Y. 21	F.Y. 20	Variation	F.Y. 21	F.Y. 20	Variation
Debtors Turnover ratio	117.36	90.41	29.81	110.77	80.36	37.85
DEBT/EBIDTA	3.97	2.51	58.58	7.18	3.03	136.45
Interest Coverage ratio	2.25	3.60	-37.55	1.01	2.80	-64.05
Current Ratio	2.00	1.58	26.19	1.83	1.47	24.12
Debt-Equity Ratio	3.45	4.81	-28.18	4.03	6.01	-32.88
Operating Profit Margin	0.09	0.09	0.96	0.08	0.07	2.37
Net Profit Margin	0.01	0.01	-36.40	-0.00	0.01	-152.31
Return on Net worth	0.14	0.27	-47.78	-0.06	0.15	-141.22

### COMMENTS ON RATIO:-

1. The credit offered is in line with the Industry trend. The receivable of Volume shipments done has lifted year end receivable, which is been recovered subsequently.
2. With the growth in Business, we have got enhanced Cash Credit limit from the Bank. However, Global Pandemic Covid 19 has adversely affected EBITDA
3. Though company has got additional working capital from the Bank, it has Interest cost associated with it. Global Pandemic Covid 19 has adversely affected EBIT
4. The company has handled Volume shipments in this year. This has resulted in temporary increase of Receivable and Payable. The AR and AP has been squared off in the subsequent period.
5. The company has handled Volume shipments in this year. This has resulted in temporary increase of Local Creditors Payable at the year end. This is been squared off in the subsequent period.
6. The company has ventured into new Business Line - Last Mile delivery, which has not yet reached Brake even point. As explained earlier, the company has handled Volume shipment at lesser margin. Additionally Global Pandemic Covid 19 has affected adversely.
7. The company has ventured into new Business Line - Last Mile delivery, which has not yet reached Brake even point. As explained earlier, the company has handled Volume shipment at lesser margin. Additionally Global Pandemic Covid 19 has affected adversely.
8. The company has ventured into new Business Line - Last Mile delivery, which has not yet reached Brake even point. As explained earlier, the company has handled Volume shipment at lesser margin. Additionally Global Pandemic Covid 19 has affected adversely.

## **ANNEXURE - IX**

### **REPORT ON CORPORATE GOVERNANCE**

#### **COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

Our Company stands committed to good corporate governance practices based on the principles such as accountability, transparency in dealings with our stakeholders, emphasis on communication and transparent reporting. We have complied with the requirements of the applicable regulations, including the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, in respect of corporate governance including constitution of the Board and Committees thereof. The corporate governance framework is based on an effective independent Board, the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

#### **BOARD OF DIRECTORS**

The Corporate Governance principles of the Company ensure that the Board remains informed, independent and involved in the Company and that there are ongoing efforts towards better Corporate Governance to mitigate "non business" risks. The Board of Directors along with its committees provides leadership and guidance to the management and directs and supervises the performance of the Company, thereby enhancing shareholders value. The Company's business is conducted by its employees under the overall supervision of the Board.

We have a Board constituted in compliance with the Companies Act, 2013 and as per the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 in accordance with best practices in corporate governance. The Company's policy is to maintain optimum combination of Executive and Non-Executive Directors, all of whom are eminent persons with considerable professional expertise and experience in business and industry, finance, management and law. Currently our Board has Six Directors. We have One Managing Director, Two Executive Director, One Non- Executive Director and Two Independent Directors. The constitution of our Board is in compliance with the requirements of Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

None of the Directors are related to any other Directors on the Board. None of the Directors on the Board is a Member of more than 10 (ten) Committees and Chairman of more than 5 (five) Committees, across Companies in which he/ she is a Director. The necessary disclosures regarding committee positions have been made by all the Directors. During the year under review the Board of Directors met 5 (Five) times on June 29, 2020, July 30, 2020, October 14, 2020 November 12, 2020 and February 12, 2021 The necessary quorum was present for all the meetings. The maximum interval between any two meetings did not exceed 120 days.

Composition of Board of Directors as on 31.03.2021 is given below:

Director	Category	Attendance Particulars		
		Board Meetings		Attendance at Last AGM Held on 08.12.2020
		Held	Attended	
Mr.MakarandPrabhakar Pradhan	Managing Director	5	5	Yes
Mr.Shrikant Damodar Nibandhe	Executive Director	5	5	Yes
Mr. Sanjiv Arvind Potnis	Executive Director	5	5	Yes
Mrs. Leena Prashant Salvi	Non - Executive Director	5	5	Yes
Mr.Abhishek Ramesh Talwar	Non - Executive Independent Director	5	5	Yes
Mr. Sunil Gajanan Kshirsagar	Non - Executive Independent Director	5	5	Yes

Details of the Board of Directors in terms of their directorships/memberships in committees of public companies are as under:

Sr. No.	Name of Directors	Number of Directorships*	Number of Committees**	
			Member	Chairman
1.	Mr. MakarandPrabhakar Pradhan	1	-	-
2.	Mr. Shrikant Damodar Nibandhe	1	-	-
3.	Mr. Sanjiv Arvind Potnis	1	2	-
4.	Mrs. Leena Prashant Salvi	1	-	-
5.	Mr. Abhishek Ramesh Talwar	1	2	1
6.	Mr. Sunil Gajanan Kshirsagar	1	2	1



## Annual Report -2020-2021

**\* Excluding Directorship on the Board of Private Limited Companies, Foreign Companies, Alternate Directorship, Companies under Section 8 of the Companies Act, 2013.**

**\*\* Includes only Audit Committees and Stakeholders Relationship Committees in all public limited companies including Total Transport Systems Limited.**

Dates for the Board meetings are decided well in advance and communicated to the Directors. In case of exigencies or urgency of matters, resolutions are passed by circulation, for such matters as permitted by law. The Board takes note of the resolutions passed by circulation at its subsequent meeting.

### **BOARD EFFECTIVENESS EVALUATION:**

Pursuant to the provisions of the Act and the Listing Regulations, performance evaluation of the Board, its Committees and individual Directors, including the role of the Chairman of the Board was conducted during the year. For details pertaining to the same, kindly refer to the Board's Report.

### **ROLE OF INDEPENDENT DIRECTORS**

Independent directors play a key role in the decision making process of the Board as they approve the overall strategy of the Company and oversee performance of the management. The Independent Directors are committed to act in the best interest of the Company and its stakeholders. The Independent Directors are professionals, with expertise and experience in general corporate management, legal, public policy, finance, banking and other allied fields. This wide knowledge of their fields of expertise as well as the boardroom practices helps foster varied, unbiased, independent and experienced perspective. The Company benefits immensely from their inputs in achieving its strategic direction.

#### **Separate meeting of Independent Directors:**

In accordance with the provisions of Section 149(8) read with Schedule IV of the Act and Regulation 25(3) and (4) of the Listing Regulations and Secretarial Standards, a separate meeting of the Independent Directors of the Company was held on November 12, 2020. All Independent Directors were present at the meeting with no presence of Non-Independent Directors and Members of the Management for transacting following agenda:

- i. Review the performance of Non-Independent Directors and the Board as a whole;
- ii. Review the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors;
- iii. Assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Company has received a declaration from the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) and (7) of the Act read with Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstances or situations which exist or may be reasonably anticipated that could impair or impact their ability to discharge their duties. The Board based on the declarations received from the Independent Directors has verified the veracity of such disclosures. In the opinion of the Board, all the Independent Directors fulfill the conditions specified in the Listing Regulations and they are independent of the management.

In accordance with the provisions of Section 150 of the Act read with the applicable Rules framed thereunder, the Independent Directors of the Company have registered themselves in the Independent Directors data bank maintained by the Indian Institute of Corporate Affairs ("IICA"). The Independent Directors, unless exempted, are required to pass an online proficiency self-assessment test conducted by IICA within one year from the date of their registration on IICA databank.

#### **Familiarization Programme:**

The Independent Directors of the Company are appraised by the Company through formal and informal ways, from time to time and as and when a new Independent Director is appointed on the Board. Periodic presentations are being made to them at the Board and its various Committees meetings the amendments in Company Law, Listing Regulations and SEBI Regulations, Corporate Governance Related Party Transactions, Internal Control over Financial Reporting, and Internal Audit Plans, Update on Terms of Reference of Committees, Role of Audit Committee CSR, sustainability & Human Resource etc. Besides that the Independent Directors interact with the Company's senior management to get insight on the business developments, competition in the market, regulatory changes etc. Pursuant to Regulation 46 of the Listing Regulations, the details of the familiarization programme for the Directors are available on the Company's website <http://www.ttspl.in/Document/Familiarization.pdf>



## **BOARD COMMITTEES:**

To enable better and focused attention of the affairs of the Company, the Board delegates particular matters to committees of the Board set up for the purpose. These committees prepare the groundwork for decision making and report the same to the Board at the subsequent meetings.

**The following committees have been formed in compliance with the corporate governance norms:**

- A. Audit Committee
- B. Stakeholder Relationships Committee
- C. Nomination and Remuneration Committee
- D. Corporate Social Responsibility Committee

### **a) Audit Committee**

Our Company has reconstituted an audit committee ("**Audit Committee**"), as per the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, vide resolution passed in the meeting of the Board of Directors held on April 26, 2017

The terms of reference of Audit Committee complies with the requirements of Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, proposed to be entered into with the Stock Exchange in due course. The committee presently comprises the following three (3) directors. The present composition of the Audit committee and attendance of each member at the Audit Committee meetings held during the year is as follows:-

#### **Composition of Audit Committee:**

Name of the Director	Status	Nature of Directorship	No. of Committee Meetings	
			Held	Attended
Mr. Abhishek Ramesh Talwar	Chairman	Non-Executive & Independent Director	4	4
Mr. Sunil Gajanan Kshirsagar	Member	Non-Executive & Independent Director	4	4
Mr. Sanjiv Arvind Potnis	Member	Director	4	4

All the members of the Committee are financially literate and Mr. Abhishek Ramesh Talwar Chairman of the Audit Committee has adequate knowledge, experience and expertise in accounts and finance. The Company Secretary is the Secretary to the Audit Committee.

#### **Meetings of the Audit Committee:**

Four meetings of Audit Committee were held during the year ended 29 June 2020, 30 July, 2020, 12 November 2020, 12 February 2021.

#### **Role of the audit committee:**

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - a. Matters required being included in the Directors Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.
  - b. Changes, if any, in accounting policies and practices and reasons for the same.
  - c. Major accounting entries involving estimates based on the exercise of judgment by management.
  - d. Significant adjustments made in the financial statements arising out of audit findings.

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- e. Compliance with listing and other legal requirements relating to financial statements.
- f. Disclosure of any related party transactions.
- g. Modified opinion(s) in the draft audit report.
5. Reviewing, with the management, the half yearly and annual financial statements before submission to the board for approval
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process.
8. Approval of any transactions of the Company with Related Parties, including any subsequent modification thereof.
9. Scrutiny of inter-corporate loans and investments.
10. Valuation of undertakings or assets of the Company, wherever it is necessary.
11. Evaluation of internal financial controls and risk management systems.
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
14. Discussion with internal auditors on any significant findings and follow up there on.
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
18. To review the functioning of the Whistle Blower mechanism, in case the same exists.
19. Approval of appointment of CFO or any other person heading the finance function or discharging that function after assessing the qualifications, experience & background, etc. of the candidate.
20. To overview the Vigil Mechanism of the Company and took appropriate actions in case of repeated frivolous complaints against any Director or Employee.
21. To implement Ind AS (Indian Accounting Standards).

### **Powers of the Audit Committee:**

- Investigating any activity within its terms of reference;
- Seeking information from any employee;
- Obtaining outside legal or other professional advice; and Securing attendance of outsiders with relevant expertise, if it considers necessary.

### **The Audit Committee shall mandatorily review the following information:**

1. Management Discussion and Analysis of financial condition and results of operations.
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management.
3. Management letters / letters of internal control weaknesses issued by the statutory auditors.
4. Internal audit reports relating to internal control weaknesses.
5. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.

6. Statement of deviations:

- a) Half yearly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
- b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

**a) Stakeholder Relationship Committee:**

Our Company has constituted a Stakeholder Relationships Committee to redress the complaints of the shareholders. The stakeholder relationships committee was constituted as per the provisions of Section 178(5) of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 vide resolution passed at the meeting of the Board of Directors held on April 26, 2017. The present composition of the Stakeholder Relationships Committee and attendance of each member at the Stakeholder Relationships Committee meetings held during the year is as follows:-

**Stakeholder Relationships Committee**

Name of the Director	Status	Nature of Directorship	No. of Committee Meetings	
			Held	Attended
Mr. Sunil Gajanan Kshirsagar	Chairman	Non-Executive & Independent Director	4	4
Mr. Abhishek Ramesh Talwar	Member	Non-Executive & Independent Director	4	4
Mr. Sanjiv Arvind Potnis	Member	Executive Director	4	4

**Meetings of the Stakeholder Relationships Committee:**

During the Financial Year ended March 31, 2021, the meeting of Stakeholder Relationship Committee was held on 12 November 2020, 12 February 2021.

The Stakeholder Relationships Committee shall oversee all matters pertaining to investors of our Company. The terms of reference of the Investor Grievance Committee include the following:

1. Redressal of shareholders'/investors' complaints;
2. Reviewing on a periodic basis the Approval of transfer or transmission of shares, debentures or any other securities made by the Registrar and Share Transfer Agent;
3. Issue of duplicate certificates and new certificates on split/consolidation/renewal;
4. Non-receipt of declared dividends, balance sheets of the Company; and
5. Carrying out any other function as prescribed under the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

**b) Nomination and Remuneration Committee**

Our Company has reconstituted a Nomination and Remuneration Committee. The constitution of the Nomination and Remuneration Committee as per the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 was approved by a Meeting of the Board of Directors held on April 26, 2017. The present composition of the Nomination and Remuneration Committee and attendance of each member at the Nomination and Remuneration Committee meetings held during the year is as follows:-

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### Composition of Nomination and Remuneration Committee

Name of the Director	Status	Nature of Directorship	No. of Committee Meetings	
			Held	Held
Mr. Sunil Gajanan Kshirsagar	Chairman	Non-Executive & Independent Director	1	1
Mr. Abhishek Ramesh Talwar	Member	Non-Executive & Independent Director	1	1
Ms. Leena Prashant Salvi	Member	Non-Executive Director	1	1

Mr. Sunil Gajanan Kshirsagar is the Chairman of the Nomination and Remuneration Committee. The Company Secretary of the Company shall acts as the Secretary to the Nomination and Remuneration Committee.

### Meetings of the Nomination and Remuneration Committee

During the Financial Year ended March 31, 2021, meeting of Nomination & Remuneration Committee were held on February 12, 2021.

### Role of Nomination and Remuneration Committee are:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, Key Managerial Personnel and other employees.
2. Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
3. Devising a policy on diversity of Board of Directors.
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.
5. Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
6. Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.

### b) Corporate Social Responsibility Committee:

The Company has constituted a Corporate Social Responsibility (CSR) Committee, as per the provisions of Section 135 of the Companies Act, 2013; vide resolution passed in the meeting of the Board of Directors held on 27<sup>th</sup> August 2018.

CSR policy of the Company can be assessed at the website of the Company [http://www.ttspl.in/Document/CORPORATE\\_SOCIAL\\_RESPONSIBILITY\\_POLICY.pdf](http://www.ttspl.in/Document/CORPORATE_SOCIAL_RESPONSIBILITY_POLICY.pdf)

During the Financial Year ended March 31, 2021, the Corporate Social Responsibility Committee met once on 12<sup>th</sup> November 2020.

The Committee comprises Two (2) Independent Directors and One Executive Director as on date of this Report. The composition of the CSR Committee and the attendance of the members at the meetings held during the Financial Year 2020-21 are as under:

Name of the Director/Member	Designation	No. of Committee Meetings	
		Held	Attended
Mr. Sunil Gajanan Kshirsagar	Chairman	1	1
Mr. Abhishek Ramesh Talwar	Member	1	1
Mr. Sanjiv Arvind Potnis	Member	1	1

The scope and functions of the CSR Committee are in accordance with Section 135 of the Act and its terms of reference include the following:

- i. The activities to be undertaken by the Company as specified in Schedule VII of the Act;

- ii. Recommend the amount of expenditure to be incurred on the aforesaid activities; and
- iii. Monitor the Corporate Social Responsibility Policy of the Company from time to time. The CSR Committee shall prepare a transparent monitoring mechanism for ensuring implementation of the projects / programme/ activities proposed to be undertaken by our Company.

The roles and responsibilities of the Board with regards to the CSR policy shall be as per the provisions of the Act which are stated as hereunder:

- i. Formulate and recommend to the Board, a corporate social responsibility policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;
- ii. Recommend the amount of expenditure to be incurred on the activities referred to in (a) above; and
- iii. Monitor the Corporate Social Responsibility policy of the Company from time to time.

#### **NAME, DESIGNATION AND ADDRESS OF THE COMPLIANCE OFFICER**

##### **Bhavik S. Trivedi**

Company Secretary & Compliance Officer  
7th Floor T-Square Opp Chandivali Petrol Pump,  
Sakinaka, Andheri (East), Mumbai – 400072.  
Tel: +91 22 66441500, Email: bhavik.trivedi@mum.ttspl.in

#### **INVESTOR GRIEVANCE REDRESSAL**

The investor complaints are processed in a centralized web based complaints redress system. The salient features of this system are centralized database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status. Your Company has been registered on SCORES and makes every effort to resolve all investor complaints received through SCORES or otherwise within the statutory time limit from the receipt of the complaint. The total number of complaints received and replied to the satisfaction of shareholders during the year under review is as under:

Quarter	Pending from earlier quarter	Received during the quarter	Resolved during the quarter	Pending at end of the quarter
April – June 2020	0	0	0	0
July – Sept 2020	0	0	0	0
Oct – Dec 2020	0	0	0	0
Jan – March 2021	0	0	0	0

The Secretarial Department of the Company and the Registrar and Share Transfer Agent (R & T Agent), M/s. Bigshare Services Private Limited attend to all the grievances of the shareholders and investors received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, etc.

The Company maintains continuous interaction with the said R & T Agent and takes proactive steps and actions for resolving complaints/queries of the shareholders/ investors and also takes initiatives for solving critical issues. Shareholders are requested to furnish their telephone numbers and email addresses to facilitate prompt action.

#### **REMUNERATION**

##### **i. Managing Director & Whole-Time Director:**

The remuneration/compensation/commission etc. to the Managing Director, Whole time Director will be determined by the Committee and recommended to the Board for approval. The remuneration/compensation/ commission etc. to the Directors shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

The remuneration and commission to be paid to the Managing Director/Whole-time Director/Executive Director shall be in accordance with the Articles of Association of the Company and as per the provisions of the Companies Act, 2013, and the Schedule V and other applicable rules made thereunder.

Revision to the existing remuneration/compensation structure may be recommended by the Committee to the Board subject to approval of the Shareholders when necessary, in the case of Managing Director/Whole- time Director/Executive Director and would be based on the individual's performance as well as the Company's overall performance.

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If any Managing Director/Whole-time Director/Executive Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013, he/ she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company.

Where any insurance is taken by the Company on behalf of its Managing Director/Whole-time Director/ Executive Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty of negligence, default, misfeasance, breach of duty or breach of trust, the premium paid on such insurance shall be treated as part of the remuneration.

### ii. Non-Executive Directors & Independent Directors:

The Non-Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. The Independent/Non-Executive Director shall be entitled to reimbursement of expenses for participation in the Board and other meeting.

However in the case of Non - Executive Director, Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

An Independent Director shall not be entitled to any stock option of the Company.

### iii. Key Managerial Personnel (KMP), Senior Management & other employees:

The KMP, Senior Management and other employees of the Company shall be paid remuneration as per the policies implemented by the Company from time to time.

### LOAN TO SENIOR MANAGEMENT (OTHER THAN MANAGING DIRECTOR AND WHOLE-TIME DIRECTOR) AND OTHER EMPLOYEES OF THE COMPANY:

The loan may be given to the above concerned for the purposes such as Marriage, Education, Housing Loan or such other purposes, in accordance with the policies implemented by the Company from time to time.

### CODE OF CONDUCT

In terms of Regulation 46 (2) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company has laid down and adopted a Code of Conduct for its Board of Directors and Senior Management Personnel, which is also hosted on the Company's website <http://www.ttspl.in/Document/codeofconduct.pdf>

The Company has received confirmation from all Directors as well as Senior Management Personnel regarding compliance with the Code of Conduct during the year under review.

### GENERAL BODY MEETINGS

#### Annual General Meetings:

Location, date and time of the Annual General Meetings held during the preceding 3 (three) years and the Special Resolutions passed thereat are as follows:

Year	Date and Time	Venue	Special Resolution passed
2019-20	8 <sup>th</sup> December 2020 at 11:00 A.M.	7th Floor T-Square Opp. Chandivali Petrol Pump, Sakinaka, Andheri (East), Mumbai – 400072, Maharashtra, India	NIL
2018-19	29th August, 2019 at 04:00 P.M.	7th Floor T-Square Opp. Chandivali Petrol Pump, Sakinaka, Andheri (East), Mumbai – 400072, Maharashtra, India	<ul style="list-style-type: none"> <li>- To Consider and approve Increment in remuneration to Mr. Shrikant Damodar Nibandhe (DIN: 01029115), Executive Director</li> <li>- Appointment of Mr. Makarand Prabhakar Pradhan (DIN: 00102413) as Managing Director of the Company</li> <li>- To Consider and approve Increment in remuneration to Mr. Sanjiv Arvind Potnis (DIN: 00102090), Executive Director</li> </ul>
2017-18	24 <sup>th</sup> September 2018 at 04:00 P.M	Peninsula Grand Hotel, Sakinaka Junction, Andheri (East), Mumbai-400 072, Maharashtra, India	NIL

## MEANS OF COMMUNICATION

The Company has promptly reported all material information as required under the Policy for determination of material events and archival of disclosures and Regulation 30 of the Listing Regulations to the Stock Exchanges. Such information and other material information which are relevant to the shareholders are also simultaneously hosted under a separate section of 'Investors' on the Company's website <http://www.ttspl.in>

The Annual Report, Quarterly Results, Shareholding Pattern, Press Releases, Intimation/Outcome of the Board meetings, Schedule of analyst or institutional investor meet & presentation made to them and other relevant information of the Company are submitted to the Stock Exchanges through NSE Electronic Application Processing System portal (NEAPS) for investors' information in compliance with the Listing Regulations.

## GENERAL SHAREHOLDER INFORMATION

### • 26<sup>th</sup> Annual general Meeting

<b>Day &amp; Date</b>	Thursday, September 30, 2021
<b>Venue</b>	The AGM will be held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") The deemed venue for the AGM Meeting: 7th Floor T-Square Opp. Chandivali Petrol Pump, Sakinaka, Andheri (East), Mumbai – 400072, Maharashtra, India
<b>Time</b>	12.30 P.M.

### • Financial Year and Calendar:

The Company's accounting year comprises 12 months from April 1 to March 31.

### • Listing on Stock Exchange

The Company's equity shares are actively traded on National Stock Exchange of India Limited (NSE).

#### National Stock Exchange of India Limited

Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051. **Website :** [www.nseindia.com](http://www.nseindia.com).

### • Payment of Listing Fees/Annual Custody/Issuer Fee

The Company has paid the Annual Listing Fees to the Stock Exchange for the F.Y. 2021-22.

The Company has paid Annual Custody/ Issuer fee for the FY 2020-2021 to Central Depository Services (India) Limited ("CDSL") and National Securities Depository Limited ("NSDL").

### • Stock Code/Symbol/ISIN/CIN

National Stock Exchange of India Limited	TOTAL
ISIN of Equity Shares	INE336X01012
CIN	L63090MH1995PLC091063

### • Market Price Data – High, Low during each month in last Financial Year

Details of High and Low prices and total traded quantity during each month of the year under review are as under:-

Month	National Stock Exchange of India Limited (NSE)		
	High(Rs.)	Low(Rs.)	Total traded Quantity(in Lakhs)
Apr -2020	28.00	17.50	0.90
May-2020	27.85	24.30	0.48
June-2020	28.80	24.70	0.51
July-2020	27.45	22.45	1.14
Aug-2020	27.30	20.50	1.74
Sep-2020	49.90	25.90	2.95



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Oct-2020	42.70	31.15	1.21
Nov-2020	63.00	32.15	5.17
Dec-2020	69.95	56.60	6.71
Jan-2021	84.05	62.15	16.63
Feb-2021	67.90	47.95	9.95
Mar-2021	58.25	41.60	6.61

- Distribution of shareholding**

Statement showing Shareholding pattern as on March 31, 2021

Category of shareholder	No. of shares	% of share capital
Promoter & Promoter Group	74,79,000	52.28
Mutual Funds	-	-
Central Government/State Government	-	-
Financial Institutions / Banks	-	-
Foreign Institutional Investors (Including FPI)	-	-
NBFC Registered with RBI	-	-
Bodies Corporate	7,17,785	5.02
Individual shareholders holding nominal share capital up to Rs. 2 lakhs	21,04,465	14.71
Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs	33,63,016	23.51
Clearing Members	1,67,329	1.17
Non Resident Indians	1,67,402	1.17
Foreign Companies	-	-
HUF	3,07,003	2.15
Trusts	-	-
IEPF	-	-
<b>TOTAL</b>	<b>14,30,6000</b>	<b>100.00</b>

**SHARE TRANSFER SYSTEMS**

The Company's equity shares which are in dematerialized (demat) form are transferable through the depository system. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form w.e.f. April 01, 2019, except in case of request received for transmission or transposition of securities. However, Members are not barred from holding shares in physical form. The Company obtains from a Company Secretary in practice half yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of the SEBI Listing Regulations, and files a copy of the same with the Stock Exchanges.

**REGISTRAR AND SHARE TRANSFER AGENT:**

The Company has appointed Bigshare Services Private Limited (SEBI Registration number INR000001385) as its Registrar. As required under Regulation 7(3) of the SEBI Listing Regulations, the Company has filed a Certificate issued by Registrar and the Compliance Officer of the Company certifying that all activities in relation to both physical and electronic share transfer facility are maintained by its RTA.

**DEMAT OF SHARES**

As on March 31, 2021 entire shareholding of the Company are in dematerialized form with CDSL and NSDL. The Company's equity shares are regularly traded on National stock exchange of India Limited (NSE).

Particulars of Shares	Equity Shares of Rs. 10 each	
	Number	% of Total
CDSL	1,22,91,413	85.92
NSDL	20,14,587	14.08
<b>Total</b>	<b>1,43,06,000</b>	<b>100</b>

**OUTSTANDING GDRS / ADRS / WARRANTS OR ANY CONVERTIBLE INSTRUMENTS:**

As of date, Company has not issued GDRs / ADRs/ Warrants or any convertible instruments.

**PLANT LOCATIONS:**

The Company is not in the business of manufacturing, it operates from various offices in India and abroad for the purpose of business expansion with its registered and corporate office at Mumbai.

**ADDRESS FOR CORRESPONDENCE:**

All shareholders' correspondence relating to share transfer / dematerialization of shares, payment of dividend and any other queries of shares should be forwarded to M/s. Bigshare services Private Limited, the Registrar and Transfer Agent of the Company or to the Corporate Secretarial Department at the Registered Office of the Company at the addresses mentioned below.

<b>Bigshare Services Private Limited</b> 1st Floor, Bharat Tin Works Building, opp vasant Oasis Makwana Road, Marol, Andheri East, Mumbai – 400 059, Maharashtra. <b>Tel:</b> +91 22 62638200 <b>Fax:</b> +91 22 62638299 <b>Email:</b> info@bigshareonline.com <b>Website:</b> www.bigshareonline.com	<b>Mr. Bhavik S. Trivedi</b> Company Secretary & Compliance Officer 7th Floor, T square Building, Opp Chandivali Petrol Pump Saki Vihar Road, Sakinaka , Andheri (East), Mumbai – 400072, Maharashtra. <b>Tel:</b> +91 22 66441500 <b>Fax:</b> +91 22 66441585 <b>Email:</b> bhavik.trivedi@mum.cpworldindia.com
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**SERVICE OF DOCUMENTS THROUGH EMAIL:**

Pursuant to the provisions of the Act service of documents to shareholders by a Company is allowed through electronic mode. Further, as per SEBI Listing Regulations, Listed Companies shall supply soft copies of entire annual reports to all those shareholders who have registered their e-mail addresses for the purpose. Accordingly, the Company proposes to send documents like shareholders meeting notice/other notices, Audited Financial Statements, Board's' Report, Auditor's Report or any other document, to its shareholders in electronic form at the email address provided by them and/or made available to the

Company by their depositories. This will definitely help in prompt receipt of communication, reduce paper consumption and save trees as well as avoid loss of documents in transit. Shareholders who have not yet registered their email id (including those who wish to change their already registered email id) may get the same registered/ updated either with their depositories or Company provided the facility to registered their email id at <https://www.bigshareonline.com/InvestorRegistration.aspx>

**OTHER DISCLOSURES:**

**1. Related Party Transactions:**

The Company has formulated a policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions, in accordance with relevant provisions of the Act and SEBI Listing Regulations. The said policy is also available on the website of the Company at <http://www.ttspl.in/Document/PartyTransaction.pdf>

During the financial year under review, no transactions of material nature had been entered into by the Company that may have a potential conflict of interest of the Company at large. All Related Party Transactions are approved by the Audit Committee prior to the transaction. The Audit Committee has, after obtaining approval of the Board of Directors, laid down the criteria for granting omnibus approval for such transactions which are of repetitive nature and are approved by the Audit Committee on omnibus basis for one financial year at a time. Transactions with related parties are disclosed separately to the Standalone Financial Statements.

**2. Whistle Blower Policy/Vigil Mechanism:**

The Company has established a Vigil mechanism / Whistle blower policy under which the employees are free to report about the unethical behavior, fraud, violations of applicable laws and regulations and the Code of Conduct and also provides for adequate safeguards against victimization of persons who use such mechanism. This mechanism has been

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appropriately communicated within the Company across all levels and has been displayed on the Company's website at <http://www.ttspl.in/Document/vigilmechanism1.pdf>

The Audit Committee periodically reviews the existence and functioning of the mechanism. On a quarterly basis, the reportable matters may be disclosed to Vigilance and Ethics Officer which operates under the supervision of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee.

### 3. Reconciliation of Share Capital Audit:

M/s. Mishra & Associates, Practicing Company Secretaries, carry out the Reconciliation of Share Capital Audit as mandated by SEBI, and report on the reconciliation of total issued and listed Capital with that of total share capital admitted / held in dematerialized form with NSDL and CDSL and those held in physical form. This audit is carried out on quarterly basis and the report thereof is submitted to the National Stock Exchange, where the Company's shares are listed and is also placed before the Board for its noting.

### 4. Compliance with mandatory requirements:

The Company has complied with all the applicable mandatory requirements of the SEBI Listing Regulations as on March 31, 2021.

### 5. Details of non-compliance by the Company:

The Company has complied with all the requirements of regulatory authorities. No penalties and strictures were imposed on the Company by the Stock Exchange or SEBI or any other statutory authority on any matter related to the capital market during the last three years.

### 6. Code of Conduct for Prevention of Insider Trading :

The Code of Conduct prohibits the Designated Persons of the Company dealing in the securities of the Company on the basis of any unpublished price sensitive information, available to them by virtue of their position in the Company.

The Code of Conduct has been formulated to regulate, monitor and ensure reporting of trading by the Designated Persons towards achieving compliance with the Regulations and to prevent misuse of any unpublished price sensitive information and prohibit any insider trading activity, in order to protect the interest of the shareholders at large. The Code of Conduct is available on the website of the Company at <http://www.ttspl.in/Document/COIPCFP.pdf>

### 7. Details of Utilization of funds raised through Preferential Allotment or Qualified Institutions Placement as Specified under Regulation 32(7A) :

The Company has not raised any fund through Preferential Allotment or Qualified Institutions Placement as specified under regulation 32 (7A) of the SEBI (LODR) Regulations, 2015, during the financial year ended March 31, 2021.

### 8. Disclosure of commodity price risks and commodity hedging activities:

The Company does not have any un-hedged exposure to commodity price risk and foreign exchange risk.

### 9. Certificate for Non-Disqualification of Directors :

A certificate from M/s. Mishra & Associates, Company Secretaries in Practice, have been obtained certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority.

### 10. Review of Prevention of Sexual Harassment :

The Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 [14 of 2013]. The details of complaints received and redressed during the financial year 2020-21 are as under:

- a. number of complaints filed during the financial year : NIL
- b. number of complaints disposed of during the financial year: NIL
- c. number of complaints pending as on end of the financial year.: NIL

### 11. Recommendation by the Committee of the Board :

During the financial year 2020-21, the Board has accepted all the recommendations of its Committees.

**12. Statutory Audit Fees :**

Total fees paid by the Company and its subsidiaries to the statutory auditors of the Company and all other entities forming part of the same network, aggregate of Rs.5.56 Lakhs.

**13. CEO/CFO Certification :**

The 'Managing Director (MD)' and 'Chief Executive Officer & Chief Financial Officer (CEO & CFO)' have certified to the Board with regard to the compliance made by them in terms of Regulation 17(8) read with Part B of Schedule II of SEBI Listing Regulations and the said certificate forms part of this Report.

**14. Certificate on Corporate Governance**

Certificate from the Auditors, M/s Mishra & Associates, Company Secretaries, confirming compliance with conditions of Corporate Governance as stipulated under Regulation 34 read with Schedule V of the SEBI Listing Regulations, and the said certificate forms part of this Report.

**15. Declaration signed by the chief executive officer stating that the members of board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management.**

The Company has adopted the Code of Conduct for directors and senior management personnel. The Code has been circulated to all the members of Board and senior management personnel and the same has been posted on the Company's website. The Board and senior management personnel have affirmed their compliance with the Code and a declaration signed by the Managing Director of the Company is given below:

"It is hereby declared that the Company has obtained from all the Board and senior management personnel affirmation that they have complied with the Code of Conduct for the Directors and senior management of the Company for the year 2020-21".

**For and on behalf of the Board  
For Total Transport Systems Limited**

**Place: Mumbai  
Date: 7th September, 2021**

**Makarand Pradhan  
Managing Director  
DIN: 00102413**

**Shrikant Nibandhe  
Director & CFO  
DIN: 01029115**

## CEO/MD & CFO CERTIFICATION

Under Regulation 17(8) and Part B of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

To,  
The Board of Directors  
**Total Transport Systems Limited**

We, the undersigned, in our respective capacities as Managing Director, & Chief Financial Officer of Total Transport Systems Limited ("the Company"), to the best of our knowledge and belief, we state that:

1. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2021 and that to the best of our knowledge and belief:
  - i. these statements do not contain any materiality untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate any rules of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit committee:
  - i. significant changes, if any, in the internal control over financial reporting during the year;
  - ii. significant changes, if any, in the accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-

**Makarand Prabhakar Pradhan**  
Managing Director  
DIN: 00102413

Date: 7th September, 2021  
Place: Mumbai

Sd/-

**Shrikant Damodar Nibandhe**  
Director & CFO  
DIN: 01029115

Date: 7th September, 2021  
Place: Mumbai

**Annexure - X**

**CERTIFICATE ON CORPORATE GOVERNANCE**

To,

The Members

**Total Transport Systems Limited**

7th Floor T-Square Opp Chandivali Petrol Pump,  
Sakinaka, Andheri (East), Mumbai – 400072.

I have examined the compliance of Corporate Governance by Total Transport Systems Limited ('the Company') for the year ended March 31, 2021, as per the Regulation 15(2) [Regulation 17 to 27 and Clauses (b) to (i) of Regulation 46(2) and Para C and D of Schedule V] of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 ('SEBI Listing Regulations') as referred to in Regulation 15(2) of the SEBI Listing Regulations for the period from April 01, 2020 to March 31, 2021.

**Managements' Responsibility**

The compliance of conditions of the Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

**Auditor's Responsibility**

Our responsibility is limited to examining the procedures and implementation thereof, adopted or followed by the Company, for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements, by the Company.

**Opinion**

Based on our examination of the relevant records and according to the information and explanations provided to us together with the representations provided by the Company Management and considering the relaxation/s granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID - 19 Pandemic and also, the limitation for verification of physical record/s of the Company, which were obtained through electronic mode, we certify that, the Company has complied with the conditions of Corporate Governance, as stipulated in Regulation 15(2) [Regulation 17 to 27 and Clauses (b) to (i) of Regulation 46(2) and Para C and D of Schedule V] of the Listing Regulations, for the financial year 2020-2021 ended 31 March 2021.

We further state that this Certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

This certificate is issued solely for the purposes of complying with the aforesaid Regulations and may not be suitable for any other purpose.

**For Mishra & Associates**

**(Practicing Company Secretaries)**

**(ICSI Unique Code: S2017MH516400)**

**Manishkumar Premnath Mishra**

**(Proprietor)**

**Mem. No. 41066; COP: 18303**

**UDIN: A041066C000911122**

**Date: 7th September, 2021**

**Place: Mumbai**

## Independent Auditors Report

To Members of Total Transport Systems Limited

### Report on the Audit of the Standalone Financials Statements

#### Opinion

We have audited the standalone Ind AS financial statements of Total Transport Systems Limited ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March 2021, and the statement of Profit and Loss, the Statement of Changes in Equity and statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, and its profit including other comprehensive income, the changes in equity and its cash flows for the year ended on that date.

#### Basis of Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

#### Contingent Liability

Refer Note 28, For the year ended 31st March 2021 the company has contingent liabilities of Rs.11.81 crores.

A provision is recognised when there is a present obligation as a result of a past event from which it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a realisable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow or resources is remote, no provision or disclosure is made.

This area is considered as a key audit matter, as evaluation of these matters requires Management judgement and estimation, interpretation of laws and regulations and application of relevant judicial precedents to determine the probability of outcome of ongoing proceedings and outflow of economic resources, if any, and the recognition of provisions, disclosure of contingent liabilities and related disclosures to be made in the standalone financial statements.

#### Audit Procedures to address the Key Audit Matter

We have assessed the company's accounting policy as per Ind AS-37 "Provisions, Contingent Liabilities and Contingent Assets". Obtained details of completed tax assessments and demands for the year ended March 31, 2021 from Management. We reviewed the same to challenge the managements underlying assumptions in estimating the tax provision and the possible outcome of the disputes. We have also evaluated the appropriateness and adequacy of disclosures prepared and presented by the management in the financial statements.

#### Other Information

The Company's Board of Directors is responsible for the other information. The other information comprise the information included in the annual report, but does not include the financial statements and our auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations.



## **Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors are also responsible for overseeing the Company's financial reporting process.

## **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Annual Report -2020-2021

### Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B"
- g) In our opinion, the Company has paid/ provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V of the Companies Act 2013.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 28 to the financial statements;
  - ii. The Company has made provision, as required under the applicable law or Indian Accounting Standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

For **S C M K & Co LLP**  
**Chartered Accountants**  
 FRN: W100662

S M Chitnis  
 (Partner)

Place: Mumbai Membership No.: 043152  
 Date: 28<sup>th</sup> June 2021  
 UDIN: 21043152AAAAAL8425

## **Annexure – A to the Auditor’s Report**

**The Annexure referred to in paragraph 1 of the Auditor’s Report on Other Legal and Regulatory Requirements of even date to the members of the Company on the financial statements for the year ended 31<sup>st</sup> March, 2021.**

- i. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- b) As explained to us, fixed assets have been physically verified by the management at regular intervals and no material discrepancies were noticed on such verification.
- c) Based on the information and explanations given to us and based on the examination of records by us the title deeds to immovable properties are held in the name of the company.
- ii. The Company is a service company, primarily rendering services. Accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable to the Company.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under section 189 of the Act.
- iv. The Company has not granted any loans or provided any guarantees or security to the parties covered under Section 185 of the Act. The Company has complied with provisions of Section 186 of the Act in respect of investments made or loans or guarantee or security provided to the parties covered under Section 186.
- v. The Company has not accepted any deposits from the public.
- vi. The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act, for any of the services rendered by the Company.
- vii. a) According to the information and explanation given to us and based on the records of the Company examined by us, the Company is regular in depositing the undisputed statutory dues, including Provident Fund, Employees State Insurance, Income Tax, Custom Duty, Goods and Service Tax and other material statutory dues, as applicable, with the appropriate authorities in India;
- b) According to the information and explanation given to us and based on the records of the Company examined by us, there are no dues of Provident Fund, Employees State Insurance, Income Tax, Custom Duty, Goods and Service Tax which have not been deposited on account of any dispute except to the extent disclosed below:

<b>Nature of the Statute</b>	<b>Nature of the Dues</b>	<b>Amount</b>	<b>Period</b>	<b>Forum where the dispute is pending</b>	<b>Remarks</b>
Finance Act 1994	Duty & Penalty	11,27,53,445	F.Y. 2009-10 to 2014-15	Commissioner (Appeals)	

- viii. According to the information and explanations given to us, the Company has not defaulted in repayment of dues to the bank, financial institutions and/or government.
- ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/ provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V of the Companies Act 2013.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company,

**Annual Report -2020-2021**

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the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable.

For **S C M K & Co LLP**  
**Chartered Accountants**  
FRN: W100662

S M Chitnis  
(Partner)  
Membership No.: 043152

Place: Mumbai  
Date: 28<sup>th</sup> June 2021

## **Annexure – B to the Auditor’s Report**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of **TOTAL TRANSPORT SYSTEMS LIMITED** (“the Company”) as of 31<sup>st</sup> March, 2021 in conjunction with our audit of standalone financial statements of the Company for the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditor’s Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (“the Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risk of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A Company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company’s assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

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**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **S C M K & Co LLP**  
**Chartered Accountants**  
FRN: W100662

S M Chitnis  
(Partner)  
Membership No.: 043152

Place: Mumbai  
Date: 28<sup>th</sup> June 2021

**BALANCE SHEET AS AT 31ST MARCH, 2021**

<b>PARTICULARS</b>	<b>NOTE NO.</b>	<b>AS AT 31<sup>st</sup> March 2021</b>	<b>AS AT 31<sup>st</sup> March 2020</b>
<b>I. ASSETS</b>			
<b>1) Non-Current Assets</b>			
(a) Property, Plant and Equipment	2(a)	73,367,835	82,306,245
(b) Capital work-in-progress		-	-
(c) Investment Property		-	-
(d) Goodwill		-	-
(e) Other Intangible Assets		-	-
(f) Intangible Assets under development	2(b)	1,314,500	1,314,500
(g) Investments in Subsidiaries and Associates	3(a)	3,726,000	3,726,000
(h) Financial Assets			
(i) Investments	3(b)	679,500	589,450
(ii) Trade Receivables		-	-
(iii) Loans	4	94,425,981	50,847,177
(iv) Others (to be specified)		-	-
(i) Deferred Tax Asset (Net)	6(d)	10,812,786	8,769,335
(j) Other Non-Current Assets	5	4,065,186	7,711,050
		<b>188,391,788</b>	<b>155,263,757</b>
<b>2) Current Assets</b>			
(a) Inventories		-	-
(b) Financial Assets			
(i) Investments		-	-
(ii) Trade Receivables	7	738,903,679	963,874,339
(iii) Cash and Cash Equivalents	8	16,598,940	1,881,789
(iv) Bank balance other than (iii) above	9	2,759,140	2,138,745
(v) Loans	4	2,938,430	3,221,618
(vi) Others (to be specified)		-	-
(c) Current Tax Assets (Net)	6(c)	59,657,955	59,402,734
(d) Other Current Assets		-	-
		<b>820,858,144</b>	<b>1,030,519,225</b>
<b>Total Assets</b>		<b>1,009,249,932</b>	<b>1,185,782,982</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity Share Capital	10(a)	143,060,000	143,060,000
(b) Other Equity	10(b)	371,932,899	354,520,130
<b>Total Equity</b>		<b>514,992,899</b>	<b>497,580,130</b>
<b>LIABILITIES</b>			
<b>1) Non-Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	11	43,099,486	3,358,506
(ii) Trade Payables		-	-
a. total outstanding dues of micro enterprises and small enterprises		-	-
b. total outstanding dues of creditors other than micro enterprises and small enterprises		-	-
(iii) Other Financial Liabilities (Other than those specified in item (b), to be specified)		-	-
(b) Provisions	13	40,036,666	33,544,312
(c) Deferred Tax Liabilities (Net)		-	-
(d) Other Non-Current Liabilities		-	-
		<b>83,136,152</b>	<b>36,902,818</b>
<b>2) Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	11	189,800,328	215,326,895
(ii) Trade Payables	12		
a. total outstanding dues of micro enterprises and small enterprises		552,119	721,891
b. total outstanding dues of creditors other than micro enterprises and small enterprises		142,830,048	346,411,846
(iii) Other Financial Liabilities (Other than those specified in item (c))		-	-
(b) Other Current Liabilities	14	18,015,212	39,444,709
(c) Provisions	13	59,923,174	49,394,693
(d) Current Tax Liabilities (Net)		-	-
		<b>411,120,881</b>	<b>651,300,034</b>
<b>Total Equity and Liabilities</b>		<b>1,009,249,932</b>	<b>1,185,782,982</b>
Summary of Significant Accounting Policies	1		
The accompanying notes are an integral part of the Financial Statements			

**As per our report of even date**  
**For S C M K & CO LLP**  
Chartered Accountants  
Firm No. W100662

**S M CHITNIS**  
Partner  
Membership No. 43152  
Date: 28th June, 2021  
Place: Mumbai

**For Total Transport Systems Limited**  
**Makarand Pradhan**  
Managing Director  
DIN : 00102413

**Shrikant Nibandhe**  
Director & CFO  
DIN : 01029115  
Date: 28th June, 2021  
Place: Mumbai

**Sanjiv Potnis**  
Director  
DIN : 00102090

**Bhavik Trivedi**  
Company Secretary  
Mem No. A49807



## Annual Report -2020-2021

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2021

PARTICULARS	NOTE NO.	AS AT 31st March 2021	AS AT 31st March 2020
I) Revenue from Operations	15	2,647,962,206	3,225,528,520
II) Other Income	16	1,794,107	325,042
<b>III) Total Income (I+II)</b>		<b>2,649,756,313</b>	<b>3,225,853,562</b>
IV) Expenses			
(a) Employee Benefits Expenses	17	184,015,184	203,620,288
(b) Finance Cost	18	22,284,512	20,872,532
(c) Depreciation and amortization expense	19	8,486,486	12,089,757
(d) Other Expenses	20	2,407,123,773	2,934,953,216
<b>V) Total Expenses</b>		<b>2,621,909,955</b>	<b>3,171,535,793</b>
VI) Profit/(Loss) before share of (profit)/loss from investment in associate and tax from continuing operations (III-V)		27,846,358	54,317,769
VII) Share of (profit)/loss from investment in associate			-
<b>VIII) Profit/(loss) before tax from continuing operations (VI-VII)</b>		<b>27,846,358</b>	<b>54,317,769</b>
IX) Tax expenses from continuing operations			
(1) Current Tax	6	8,995,298	16,605,029
(2) Deferred Tax	6	-1,304,901	-889,113
<b>X) Profit/(Loss) for the period from continuing operations (VIII-IX)</b>		<b>20,155,961</b>	<b>38,601,853</b>
XI) Profit/(Loss) from discontinued operations		-	-
XII) Tax expense of discontinued operations		-	-
XIII) Profit/(Loss) from discontinued operations (after tax) (XI-XII)		-	-
<b>XIV) Profit/(Loss) for the period (X+XIII)</b>		<b>20,155,961</b>	<b>38,601,853</b>
XV) Other Comprehensive Income			
A. Items that will not be reclassified to Profit or loss			
Re-measurement gains/(losses) on defined benefit plans		-3,571,793	-4,606,227
Income Tax Effect		758,593	109,052
		-2,813,200	-4,497,175
<b>Net other comprehensive income to not be reclassified to profit or loss in subsequent periods</b>		<b>-2,813,200</b>	<b>-4,497,175</b>
B. Items that will be reclassified to profit or loss in subsequent years			
Net gain/(loss) on FVTOCI debt Securities		90,050	146,480
Income Tax Effect		-20,042	-13,109
<b>Net other comprehensive income to be reclassified to profit or loss in subsequent periods</b>		<b>70,008</b>	<b>133,371</b>
<b>Other Comprehensive Income for the year, net of tax</b>		<b>-2,743,192</b>	<b>-4,363,804</b>
<b>XVI) Total Comprehensive Income for the period (XIV+XV) (Comprehensive profit (loss) and Other Comprehensive Income for the period)</b>		<b>17,412,769</b>	<b>34,238,049</b>
<b>Profit/(loss) for the year</b>		<b>20,155,961</b>	<b>38,601,853</b>
<b>XVII) Earning per Equity Share (for continuing operation)</b>			
(1) Basic	21	1.41	2.70
(2) Diluted	21	1.41	2.70

As per our report of even date

For S C M K &amp; CO LLP

Chartered Accountants

Firm No. W100662

S M CHITNIS

Partner

Membership No. 43152

Date: 28th June, 2021

Place: Mumbai

For Total Transport Systems Limited

Makarand Pradhan

Managing Director

DIN : 00102413

Shrikant Nibandhe

Director &amp; CFO

DIN : 01029115

Date: 28th June, 2021

Place: Mumbai

Sanjiv Potnis

Director

DIN : 00102090

Bhavik Trivedi

Company Secretary

Mem No. A49807

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2021**

<b>PARTICULARS</b>	<b>FOR THE YEAR ENDED 31st MARCH, 2021</b>	<b>FOR THE YEAR ENDED 31st MARCH, 2020</b>
<b>A. Cash flow from operating activities:</b>		
Profit before tax	27,846,358	54,317,769
<b>Adjustments:</b>		
Depreciation & amortization	8,486,486	12,089,757
Interest Expense	22,284,512	20,872,532
Interest Income	(1,794,107)	(110,096)
Loss on Sale of Assets	1,892,277	-
Profit on Sale of Assets	-	(214,940)
Provision for Gratuity	2,920,557	2,357,923
Working capital changes :		
Trade Payable	(203,751,570)	218,425,626
Other Current Liabilities	(21,429,497)	21,190,558
Short-Term Provisions	10,528,481	48,185,652
Trade Receivables	224,970,660	(329,901,716)
Bank Balance other than Cash and Cash Equivalents	(620,395)	(1,203,745)
Short-Term Loans and Advances	283,188	808,864
<b>Net cash generated from operations</b>	<b>71,616,950</b>	<b>46,818,184</b>
Direct taxes Paid	(26,011,427)	(40,501,132)
<b>Net cash generated by operating activities</b>	<b>45,605,523</b>	<b>6,317,052</b>
<b>B. Cash flow from investing activities:</b>		
Purchase of fixed assets	(1,440,353)	(1,500,600)
Sale of Asset	-	297,001
Loan given to Related Parties	(23,211,824)	(32,744,822)
Security Deposits Given	-	(1,074,978)
Balances Given to Government	(471,621)	(5,822,125)
Security Deposits Refunded	511,418	-
Interest Income	1,794,107	110,096
Investment in Seedeer (India) E-Commerce Private Limited	-	(1,500,000)
<b>Net cash used in investing activities</b>	<b>(22,818,273)</b>	<b>(42,235,428)</b>
<b>C. Cash flow from financing activities:</b>		
Interest Expense	(22,284,512)	(20,872,532)
Working Capital Loan	42,797,933	-
Repayment of Loans	(3,479,185)	(18,512,849)
<b>Net cash (used in) / generated from financing activities</b>	<b>17,034,236</b>	<b>(39,385,381)</b>
Net increase in cash and cash equivalents during the year	39,821,486	(75,303,757)
Cash and cash equivalents at the beginning of the year	(211,719,857)	(136,416,100)
Cash and cash equivalents at the end of the year	<b>(171,898,371)</b>	<b>(211,719,857)</b>
Cash and cash equivalents at the beginning of the year Comprise of the following		
Cash and Cash Equivalents	1,881,789	27,011,885
Bank Overdraft	-213,601,646	-163,427,985
<b>Total</b>	<b>-211,719,857</b>	<b>-136,416,100</b>
<b>Cash and cash equivalents at the end of the year Comprise of the following</b>		
Cash and Cash Equivalents	16,598,940	1,881,789
Bank Overdraft	-188,497,311	-213,601,646
<b>Total</b>	<b>-171,898,371</b>	<b>-211,719,857</b>

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Date: 28th June, 2021  
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For Total Transport Systems Limited  
**Makarand Pradhan**  
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DIN : 00102413

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DIN : 01029115  
Date: 28th June, 2021  
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Director  
DIN : 00102090

**Bhavik Trivedi**  
Company Secretary  
Mem No. A49807

## Annual Report -2020-2021

## A. Equity Share Capital

Particulars	31.03.2021	31.03.2020
<b>No. of Shares</b>		
Issued, subscribed and fully paid up	14,306,000	14,306,000
<b>Share Capital</b>		
Equity Share of ₹10 each	143,060,000	143,060,000

## B. Other Equity

Particulars	Reserve and Surplus				Total
	Securities Premium Reserve	Retained Earnings	Fair Value Through OCI Reserve	Total	
<b>Opening balance as at 1st April 2020</b>	<b>132,823,913</b>	<b>221,550,426</b>	<b>145,791</b>	<b>354,520,130</b>	<b>354,520,130</b>
Profit for the year	-	20,155,961	-	20,155,961	20,155,961
Other comprehensive Income	-	-2,813,200	70,008	-2,743,192	-2,743,192
<b>Total Comprehensive Income as at 31st March 2021</b>	<b>132,823,913</b>	<b>238,893,187</b>	<b>215,799</b>	<b>371,932,899</b>	<b>371,932,899</b>

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**Bhavik Trivedi**  
Company Secretary  
Mem No. A49807

## **NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2021**

### **NOTE 1.1: CORPORATE INFORMATION**

**TOTAL TRANSPORT SYSTEMS LIMITED** was incorporated under the provisions of the Companies Act, 1956 vide certificate of incorporation dated July 27, 1995 having its Registered office at 7th Floor, T-Square, Opposite Chandivali Petrol Pump, Saki Vihar Road, Andheri (E), Mumbai- 400072. The Company is in the business of consolidation/deconsolidation of cargo, freight forwarding, logistics, warehousing and transportation.

### **NOTE 1.2: SIGNIFICANT ACCOUNTING POLICIES**

#### **Basis of accounting and preparation of financial statements:**

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (the 'Ind AS') notified under the Companies (Indian Accounting Standards) Rules, 2015 under the provisions of the Companies Act, 2013 (the 'Act') and subsequent amendments thereof. These financial statements are prepared under the historical cost convention on the accrual basis except for derivative financial instruments and certain other financial assets and liabilities which have been measured at fair value (refer accounting policy regarding financial instruments). The financial statements have been prepared on a going concern basis.

#### **Current versus Non-current classification**

The Company presents assets and liabilities in the balance sheet based on current / non-current classification.

An asset is treated as current when it is:

- ☐ expected to be realized or intended to sold or consumed in normal operating cycle or twelve months after reporting period,
- ☐ held primarily for the purpose of trading or
- ☐ cash or cash equivalent unless restricted from being exchanged or used to settle liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is treated as current when it is:

- ☐ expected to be settled in normal operating cycle or within twelve months after reporting period,
- ☐ it is held primarily for the purpose of trading or
- ☐ there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

#### **a) Foreign Currency:**

Transactions in foreign currencies are initially recorded at their respective functional currency (i.e. Indian rupee) spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognized in the statement of profit and loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

Exchange differences arising on translation / settlement of foreign currency monetary items are recognized as income or expenses in the period in which they arise.

#### **b) Fair Value Measurement:**

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to

## Annual Report -2020-2021

### NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2021

sell the asset or transfer the liability takes place either:

- ☐ In the principal market for the asset or liability, or
- ☐ In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- ☐ Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- ☐ Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- ☐ Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

External valuers are involved for valuation of significant assets, such as properties and unquoted financial assets, and significant liabilities, such as contingent consideration.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

#### c) **Revenue Recognition:**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to credit risks.

Revenue is recognized for Sea Export, based on Shipped on Board (SOB) date for Sea export, based on date when vessel has taken berth in the port for Sea Import, and based on Actual flight date for Air export and Air Import.

#### d) **Taxes:**

##### Current Income Tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with the Income tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside the Statement of Profit and Loss is recognized outside the Statement of Profit and Loss (either in other comprehensive income or in equity). Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

##### Deferred Tax

Deferred tax is provided using liability approach on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2021

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside statement of profit and loss is recognized outside statement of profit and loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI (Other Comprehensive Income) or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

### e) **Property, plant and equipment:**

Freehold land is carried at historical cost. Property, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Cost comprises the purchase price and any cost attributable to bringing the asset to its working condition for its intended use. Borrowing cost relating to acquisition of tangible assets which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use. Capital work in progress is stated at cost.

When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in statement of profit and loss as incurred.

#### Depreciation

Depreciation is calculated on a reducing balance basis over the estimated useful lives of the assets as follows:

Category	Useful lives (in years)
Building	30 to 60
Furniture and Fixtures	10
Office Equipment	5
Vehicle	8 to 10
Computer	3 to 6

The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

### f) **Borrowing Costs:**

Borrowing costs includes interest and amortization of ancillary cost over the period of loans which are incurred in connection with arrangements of borrowings.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

## Annual Report -2020-2021

### NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2021

#### g) **Leases:**

Leases are recognised as a right-of-use asset and a corresponding liability at that date at which the lease asset is available for use by the Company. Contracts may contain both lease and non-lease components. The Company allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices.

The Company's lease asset classes primarily consist of leases for land and buildings. The Company assesses whether a contract contains a lease, at inception of the contract. Ind AS 116 defines a lease as a contract, or a part of a contract, that convey as the right of use an asset (the underlying asset) for a period of time in exchange of consideration. To assess whether as contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expenses on a straight line basis over the term of the lease.

#### h) **Provisions:**

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pretax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

#### i) **Contingent Liabilities:**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extreme rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

#### j) **Retirement and other employee benefits:**

##### ☐ **Short-term employee benefits**

Employee benefits payable wholly within twelve months of availing employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus and ex-gratia. The undiscounted amount of short-term employee benefits such as salaries and wages, bonus and ex-gratia to be paid in exchange of employee services are recognized in the period in which the employee renders the related service.

##### ☐ **Post-employment benefits**

###### Defined Contribution Plans:

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Company makes specified monthly contributions towards Provident Fund and Employees State Insurance Corporation ('ESIC'). The contribution is recognized as an expense in the Statement of Profit and Loss during the period in which employee renders the related service. There are no other obligations other than the contribution payable to the Provident Fund and Employee State Insurance Scheme.

###### Defined Benefit Plan:

Gratuity liability, wherever applicable, is provided for on the basis of an actuarial valuation done as per projected unit credit method, carried out by an independent actuary at the end of the year. The Company's gratuity benefit scheme is a defined benefit plan.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.



**NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2021**

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss as past service cost.

**k) Cash and cash equivalents:**

Cash comprise of cash on hand and demand deposits at the bank. Cash equivalents comprise of short term highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and demand deposit, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

**l) Cash flow statement:**

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of noncash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated in the Cash flow statement.

**m) Earning per share:**

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit of the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

**n) Non-current assets held for sale:**

The Company classifies non-current assets as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale expected within one year from the date of classification.

Property, plant and equipment and intangible assets once classified as held for sale to owners are not depreciated or amortized.

**o) Intangible Assets:**

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses.

Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired.

The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period.

Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

**p) Investment Property:**

An investment in land or building, which is not intended to be occupied substantially for use by, or in the operations of the Company, is classified as investment property. Investment properties are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

The cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of the investment property are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognized in statement of profit

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### NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2021

and loss as incurred.

Depreciation on building component of investment property is calculated on a straight-line basis using the rate arrived at based on the useful life estimated by the management which is 60 years.

Though the Company measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer applying a valuation model recommended by the International Valuation Standards Committee or on the basis of appropriate ready reckoner value based on recent market transactions.

Investment properties are derecognized either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognized in statement of profit and loss in the period of derecognition.

#### q) Impairment of non-financial assets:

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Company of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognized impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset exceeds neither its recoverable amount nor the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit and loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

#### 1.3 Significant accounting judgements, estimates and assumptions:

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. Some of the significant accounting judgement and estimates are given below:

##### **Defined benefit plans (gratuity benefits)**

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries. The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes.

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2021****Fair value measurement of financial instruments**

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the discounted cash flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.

**Property, plant and equipment**

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets.

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## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

## Note 2(a) : Property, plant and equipment

Particulars	Owned Building	Office Equipment	Vehicle	Furniture and Fixture	Computer	Total
Cost as at 1st April, 2020	69,567,101	6,014,914	7,511,427	16,919,181	5,775,703	105,788,326
Additions	-	305,883	-	47,023	1,087,447	1,440,353
Disposals	-	-230,469	-	-3,259,507	-	-3,489,976
<b>Closing gross carrying amount</b>	<b>69,567,101</b>	<b>6,090,328</b>	<b>7,511,427</b>	<b>13,706,697</b>	<b>6,863,150</b>	<b>103,738,703</b>
<b>Accumulated depreciation</b>						
Accumulated depreciation as at 01st April, 2020	6,583,096	3,190,953	3,665,644	6,539,066	3,503,322	23,482,081
Depreciation charge during the year	3,054,244	894,114	1,160,238	2,328,984	1,048,906	8,486,486
Disposals	-	-152,023	-	-1,445,676	-	-1,597,699
<b>Closing Accumulated depreciation</b>	<b>9,637,340</b>	<b>3,933,045</b>	<b>4,825,882</b>	<b>7,422,374</b>	<b>4,552,228</b>	<b>30,370,868</b>
<b>Net carrying amount as at 31st March, 2021</b>	<b>59,929,761</b>	<b>2,157,283</b>	<b>2,685,545</b>	<b>6,284,323</b>	<b>2,310,922</b>	<b>73,367,835</b>

## Note 2(b) : Intangible under development

Particulars	Software
<b>Gross carrying amount</b>	
Cost as at 1st April, 2020	1,314,500
Additions	-
Transfers	-
<b>Closing gross carrying amount</b>	<b>1,314,500</b>
<b>Net carrying amount as at 31st March, 2021</b>	<b>1,314,500</b>

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021**

**Note 3(a) : Investments in subsidiaries and associates**

Particulars	31.03.2021		31.03.2020	
	Non-Current	Current	Non-Current	Current
<b>Investments in equity instruments</b>				
<b><u>Unquoted equity instruments</u></b>				
<b><u>In subsidiaries at Cost</u></b>				
a. 1,00,000 Equity shares of ₹10 each in One World Logistics Pvt. Ltd.	680,000	-	680,000	-
b. 9,999 Equity shares of ₹10 each in CP World Logistics India Pvt. Ltd.	96,000	-	96,000	-
c. 16,000 Equity shares of ₹62.50 each in Total Transport Systems Pvt. Ltd., Nepal.	1,000,000	-	1,000,000	-
<b><u>In associate company at Cost</u></b>				
1,95,000 Equity shares of ₹10 each in Seedeer (India) E-Commerce Pvt. Ltd.	1,950,000	-	1,950,000	-
<b>Total</b>	<b>3,726,000</b>	<b>-</b>	<b>3,726,000</b>	<b>-</b>

**Note 3(b) : Other Investments**

Particulars	31.03.2021		31.03.2020	
	Non-Current	Current	Non-Current	Current
<b>Investments in debt instruments</b>				
<b><u>Fair Value of Investments in Bonds</u></b>				
a. Sovereign Gold Bond (Series 1) 50 units of Face Value ₹ 2951 each bearing 2.5% interest p.a. SGBMAY25	227,500	-	196,750	-
b. Sovereign Gold Bond (Series 2) 100 units of Face Value ₹ 2830 each bearing 2.5% interest p.a. SGBJUL25	452,000	-	392,700	-
<b>Total</b>	<b>679,500</b>	<b>-</b>	<b>589,450</b>	<b>-</b>

**Note 4 : Loans**

Particulars	31.03.2021		31.03.2020	
	Non-Current	Current	Non-Current	Current
<b>Balances with Government</b>				
Unsecured, considered good	28,131,920	-	7,253,522	-
<b>Security Deposit</b>				
Unsecured, considered good	6,486,895	-	6,998,313	-
<b>Loans to related parties</b>				
<b><u>Unsecured, considered good</u></b>				
Loans to subsidiaries, associate and joint venturers	59,807,166	-	36,595,342	-
<b>Loans to Others</b>				
Unsecured, considered good	-	2,938,430	-	3,221,618
<b>Total</b>	<b>94,425,981</b>	<b>2,938,430</b>	<b>50,847,177</b>	<b>3,221,618</b>

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## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

## Note 5 : Other Assets

Particulars	31.03.2021		31.03.2020	
	Non-Current	Current	Non-Current	Current
MAT Credit	4,065,186	-	7,711,050	-
<b>Total</b>	<b>4,065,186</b>	<b>-</b>	<b>7,711,050</b>	<b>-</b>

## Note 6 : Income Taxes

## a. Income Tax expense

Particulars	31.03.2021	31.03.2020
<b>Current Tax</b>		
Current tax expense	8,830,352	16,605,029
Short provision of Previous Years	164,947	-
<b>Current tax expense</b>	<b>8,995,299</b>	<b>16,605,029</b>
<b>Deferred Tax</b>		
Increase in deferred tax assets	-1,806,173	-
Decrease in deferred tax assets	-	534,079
Decrease in deferred tax liabilities	-257,320	464,087
Increase in deferred tax liabilities	20,041	-13,109
<b>Total deferred tax expense (benefit)</b>	<b>-2,043,452</b>	<b>985,057</b>
<b>Total Income tax expenses</b>	<b>6,951,848</b>	<b>17,590,085</b>

## b. Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:

Particulars	31.03.2021	31.03.2020
Profit before income tax expense	27,846,358	54,317,769
Tax rate (%)	27.82%	27.82%
Tax at the Indian Tax Rate	7,746,857	15,111,203
Tax effect of amounts which are not deductible (taxable) in calculating taxable income	5,286,744	5,146,339
Tax effect of amounts which are deductible in calculating taxable income	-4,203,251	-3,652,515
Short provision of Previous Years	164,947	-
Deferred Tax Expense	-2,043,452	985,057
<b>Income Tax Expense</b>	<b>6,951,847</b>	<b>17,590,084</b>

## c. Current tax assets / (liability)

Particulars	31.03.2021	31.03.2020
Opening income tax asset / (liability) at the beginning of the year / period	59,402,734	28,114,338
Income tax paid	25,697,668	40,501,126
MAT Credit Utilised	3,794,670	7,392,300
Reclassified to balances with Government	-20,406,765	-
Current income tax payable for the period / year	-8,830,352	-16,605,029
Net current income tax asset / (liability) at the end of the year / period	<b>59,657,955</b>	<b>59,402,734</b>
<b>Income tax asset</b>	<b>59,657,955</b>	<b>59,402,734</b>

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021**

**d. Deferred tax (liabilities) / assets (net)**

Particulars	31.03.2021	31.03.2020
<b>Deferred income tax assets</b>		
Property, plant and equipment	-	-
Provisions	11,138,200	9,332,028
Financial Assets at Fair Value through OCI	-	-
Others	324,363	324,363
<b>Total deferred tax assets</b>	<b>11,462,563</b>	<b>9,656,391</b>
<b>Deferred income tax liabilities</b>		
Property, plant and equipment	616,627	873,947
Financial Assets at Fair Value through OCI	33,150	13,109
Financial Assets at Fair Value through Profit and Loss	-	-
Others	-	-
<b>Total deferred tax liabilities</b>	<b>649,777</b>	<b>887,056</b>
<b>Net Deferred tax (liabilities) / assets</b>	<b>10,812,786</b>	<b>8,769,335</b>

**e. Deferred tax assets**

**Movements in deferred tax assets**

Particulars	Property, plant and equipment	Provisions	Fianancial Assets at Fair Value through OCI	Others	Total
<b>At 1st April, 2020</b>	-	9,332,027	-	324,363	9,656,390
Charged / (Credited)					
- to profit and loss	-	1,047,580	-	-	1,047,580
- Others	-	-	-	-	-
- to other comprehensive income	-	758,593	-	-	758,593
<b>At 31st March, 2021</b>	-	11,138,200	-	324,363	11,462,562

**f. Deferred tax liabilities**

**Movements in deferred tax liabilities**

Particulars	Property, plant and equipment	Fianancial Assets at Fair Value through OCI	Fianancial Assets at Fair Value through profit and loss	Others	Others
<b>At 01st April, 2020</b>	873,947	13,109	-	-	887,056
Charged / (Credited)					
- to profit and loss	-257,320	-	-	-	-257,320
- Others	-	-	-	-	-
- to other comprehensive income	-	20,041	-	-	20,041
<b>At 31st March, 2021</b>	<b>616,627</b>	<b>33,150</b>	-	-	<b>649,777</b>



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## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

## Note 7 : Trade Receivables

Particulars	31.03.2021	31.03.2020
<b>Outstanding for a period of over six months from the date they are due for payment</b>		
<b>Trade Receivable :-</b>		
a.Trade Receivables considered good - Secured	-	-
b.Trade Receivables which have significant increase in Credit Risk	1,165,933	1,165,933
c. Trade Receivables considered good - Unsecured	232,272,433	262,621,302
(-) Impairment allowance (allowance for bad and doubtful debts)	-1,165,933	-1,165,933
	<b>232,272,433</b>	<b>262,621,302</b>
<b>Other receivables</b>		
d. Trade Receivables considered good - Unsecured	506,631,246	701,253,037
Unsecured, which have significant increase in Credit Risk	-	-
(-) Impairment allowance (allowance for bad and doubtful debts)	-	-
	<b>506,631,246</b>	<b>701,253,037</b>
<b>Total</b>	<b>738,903,679</b>	<b>963,874,339</b>

## Note 8 : Cash and Cash Equivalent

Particulars	31.03.2021	31.03.2020
Balances with banks in current accounts	16,409,830	1,379,008
Cash on hand	189,110	502,781
<b>Total</b>	<b>16,598,940</b>	<b>1,881,789</b>

## Note 9 : Bank balances other than cash and cash equivalents

Particulars	31.03.2021	31.03.2020
Fixed deposits		
- with original maturity for more than 3 months but less than 12 months	-	-
- with original maturity of less than 12 months at the balance sheet date	2,759,140	2,138,745
<b>Total</b>	<b>2,759,140</b>	<b>2,138,745</b>

## Note 10(a) : Equity Share Capital

Particulars	31.03.2021	31.03.2020
<b>Authorised capital</b>		
1,50,00,000 Equity Shares of ₹ 10 each	150,000,000	150,000,000
<b>Issued, subscribed and paid up</b>		
1,43,06,000 Equity Share of ₹ 10 each	143,060,000	143,060,000

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021**

**i. Reconciliation of number of the equity shares outstanding at the beginning and at the end of the year**

Particulars	As at 31st March, 2021		As at 31st March, 2020	
	No. of Shares	Amount in ₹	No. of Shares	Amount in ₹
<b>Equity Shares</b>				
At the beginning of the year	14,306,000	143,060,000	14,306,000	143,060,000
(+) Issued during the year	-	-	-	-
(-) Forfeited during the year	-	-	-	-
<b>Outstanding at the end of the year</b>	<b>14,306,000</b>	<b>143,060,000</b>	<b>14,306,000</b>	<b>143,060,000</b>

**ii. Details of shareholder holding more than 5% equity shares of the company**

Name of Shareholder	As at 31st March, 2021		As at 31st March, 2020	
	No. of shares	% holding	No. of shares	% holding
Shrikant Nibandhe	1,244,000	8.70%	1,244,000	8.70%
Makarand Pradhan	2,492,000	17.42%	2,492,000	17.42%
Sanjiv Potnis	2,492,000	17.42%	2,492,000	17.42%
Leena Salvi	2,494,000	17.43%	2,494,000	17.43%
Sneha Nibandhe	997,000	6.97%	1,000,000	6.99%

**iii. Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash, bonus shares and shares bought back for the period of 5 years immediately preceding the balance sheet date:**

Particulars	No. of Shares				
	31 <sup>st</sup> March 2021	31 <sup>st</sup> March 2020	31 <sup>st</sup> March 2019	31 <sup>st</sup> March 2018	31 <sup>st</sup> March 2017
<b>Equity shares with voting rights</b>					
Fully paid up by way of bonus shares	-	-	-	50,00,000	-

**Note 10(b) : Other Equity**

Particulars	Reserve and Surplus			
	Securities Premium Reserve	Retained Earnings	Fair Value Through OCI Reserve	Total
<b>Opening balance as at 1st April 2020</b>	132,823,913	221,550,426	145,791	354,520,130
Profit for the year	-	20,155,961	-	20,155,961
Other comprehensive Income	-	-2,813,200	70,008	-2,743,192
<b>Total Comprehensive Income as at 31st March 2021</b>	<b>132,823,913</b>	<b>238,893,187</b>	<b>215,799</b>	<b>371,932,899</b>

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## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

## Note 11 : Borrowings

Particulars	31.03.2021		31.03.2020	
	Non-Current	Current	Non-Current	Current
<b>A. Secured Borrowings</b>				
- from Banks #	41,617,933	189,800,328	123,017	214,080,159
- from Related Parties	-	-	-	-
- from Others ##	-	-	-	1,246,736
<b>A. Unsecured Borrowings</b>				
- from Banks	-	-	-	-
- from Related Parties	1,481,553	-	3,235,489	-
- from Others	-	-	-	-
<b>Total</b>	<b>43,099,486</b>	<b>189,800,328</b>	<b>3,358,506</b>	<b>215,326,895</b>

**Term Loans** from banks are secured against second charge on Book Debts and office premises. They carry an interest rate of Repo Rate +4% currently 8.25 %

**Cash Credit** are secured against Office Premises and Book Debts. They carry an interest rate of 3 Months MCLR + 1.5% currently 8.50%. The interest is calculated on a monthly basis on the amount utilized and are repayable on demand

**Vehicle loans** are secured against vehicles financed and carry an interest rate of 7.74 - 9.10%

## Note 12 : Trade Payables

Particulars	31.03.2021		31.03.2020	
	Non-Current	Current	Non-Current	Current
Total outstanding dues of creditors other than micro enterprises and small enterprises	-	142,830,048	-	346,411,846
Total outstanding dues of micro enterprises and small enterprises	-	552,119	-	721,891
<b>Total</b>	<b>-</b>	<b>143,382,167</b>	<b>-</b>	<b>347,133,737</b>

## Note 13 : Provisions

Particulars	31.03.2021		31.03.2020	
	Non-Current	Current	Non-Current	Current
Provision for Expenses	-	59,923,174	-	49,394,693
Provision for Gratuity	40,036,666	-	33,544,312	-
<b>Total</b>	<b>40,036,666</b>	<b>59,923,174</b>	<b>33,544,312</b>	<b>49,394,693</b>

## Note 14 : Other Liabilities

Particulars	31.03.2021		31.03.2020	
	Non-Current	Current	Non-Current	Current
Audit Fees Payable	-	462,500	-	405,000
Statutory Payables	-	14,265,007	-	32,934,841
Other Liabilities	-	3,287,705	-	6,104,868
<b>Total</b>	<b>-</b>	<b>18,015,212</b>	<b>-</b>	<b>39,444,709</b>

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021**

**Note 15 : Revenue from Operations**

<b>Particulars</b>	<b>31.03.2021</b>	<b>31.03.2020</b>
<b>Sale of Service</b>		
Multimodal transport operations	2,647,962,206	3,225,528,520
<b>Total</b>	<b>2,647,962,206</b>	<b>3,225,528,520</b>

**Note 16 : Other Income**

<b>Particulars</b>	<b>31.03.2021</b>	<b>31.03.2020</b>
Interest Income	1,794,107	110,096
Other Income	-	214,946
<b>Total</b>	<b>1,794,107</b>	<b>325,042</b>

**Note 17 : Employee benefit expenses**

<b>Particulars</b>	<b>31.03.2021</b>	<b>31.03.2020</b>
Salaries, wages and bonus	169,831,749	186,351,684
Contribution to statutory funds	12,997,482	15,292,438
Staff welfare expenses	1,185,953	1,976,166
<b>Total</b>	<b>184,015,184</b>	<b>203,620,288</b>

**Note 18 : Finance cost**

<b>Particulars</b>	<b>31.03.2021</b>	<b>31.03.2020</b>
Interest expense	22,284,512	20,872,532
<b>Total</b>	<b>22,284,512</b>	<b>20,872,532</b>

**Note 19 : Depreciation and amortization expense**

<b>Particulars</b>	<b>31.03.2021</b>	<b>31.03.2020</b>
Depreciation	8,486,486	12,089,757
<b>Total</b>	<b>8,486,486</b>	<b>12,089,757</b>

**Note 20 : Other expenses**

<b>Particulars</b>	<b>31.03.2021</b>	<b>31.03.2020</b>
Multimodal expense	2,321,205,631	2,812,899,719
Advertising and Publicity	601,081	1,817,537
Business Promotion	1,484,969	6,049,745
Communication Expense	3,989,025	4,674,099
Conveyance and Travelling Expense	13,665,073	19,909,392
Corporate Social Responsibility	3,131,000	-
Electricity expense	1,751,923	4,284,231
Postage expense	937,726	1,694,398
Printing and stationery	1,579,991	2,656,778
Rent, rates and taxes	5,404,855	11,346,677
Repairs and Maintenance charges	9,654,586	10,550,239
Other expenses	43,215,413	58,202,401
	<b>2,406,621,273</b>	<b>2,934,085,216</b>

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## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

<b>Payment to Auditor</b>		
<b>As auditors:</b>		
Audit fees	450,000	450,000
Tax audit fees	50,000	50,000
Audit of Conversion from Indian GAAP to Indian Accounting Standards	-	350,000
<b>In other capacities:</b>		
Taxation matters	-	-
Certification matters	2,500	18,000
Other services	-	-
	502,500	868,000
<b>Total</b>	<b>2,407,123,773</b>	<b>2,934,953,216</b>

## Note 21 : Earnings per share

Particulars	31.03.2021	31.03.2020
<b>Profit attributable to the equity holders of the company used in calculating basic earnings per share and diluted earnings per share</b>		
Profit for the period	20,155,961	38,601,853
Weighted average number of equity shares used as the denominator in calculating basic and diluted earnings per share	14,306,000	14,306,000
Nominal value of shares	10.00	10.00
Earnings per equity share (basic and diluted)	1.41	2.70

The Company does not have any outstanding dilutive potential equity shares. Consequently, the basic and diluted earning per share of the Company remain the same.

## Note 22 : Earnings in Foreign Exchange

Particulars	31.03.2021	31.03.2020
Freight	237,235,085	214,294,243
<b>Total</b>	<b>237,235,085</b>	<b>214,294,243</b>

## Note 23 : Expenditure in Foreign Currency

Particulars	31.03.2021	31.03.2020
a. Freight	270,861,375	286,579,641
b. Insurance	3,534,430	4,290,558
c. Travelling	-	571,104
<b>Total</b>	<b>274,395,805</b>	<b>291,441,304</b>

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

### Note 24 : Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

Particulars	31.03.2021	31.03.2020
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	552,119	721,891
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv) The amount of interest due and payable for the year	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

### Note 25 : Related Party disclosures

#### a. Name of related parties

##### i. Related parties where control exists:

##### Subsidiaries

CP World Logistics India Private Limited

OneWorld Logistics Private Limited

Total Transport Systems Private Limited, Nepal

##### ii. Other related parties:

##### Associates

Seedeer (India) E-Commerce Private Limited

##### iii. Entities over which key managerial personnel or their relatives exercise significant influence:

##### Common Director

Total Cargoport India Private Limited

Jag Software Solution Private Limited

WSA SHPG Bombay Private Limited

CLA Express Private Limited

##### iv. Key managerial personnel:

<u>Name</u>	<u>Designation</u>
Mr Makrand Pradhan	Managing Director / Promoter
Mr Sanjiv Potnis	Director / Promoter
Mr Shrikant Nibandhe	CFO / Promoter
Mrs. Leena Salvi	Director / Promoter
Mr Jay Nibandhe	Relative of Director
Ms. Gauri Nibandhe	Relative of Director
Mr Yash Salvi	Relative of Director
Mr Siddharth Potnis	Relative of Director
Ms Sanjana Potnis	Relative of Director
Mrs Simran Potnis	Relative of Director

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## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

## b. i. Summary of transactions with related parties:

Particulars	Amount (₹)	
	31.03.2021	31.03.2020
<b><u>Salary</u></b>		
Mr Sanjiv Potnis	4,600,000	6,183,522
Mr Makarand Pradhan	4,600,000	5,751,789
Mr Shrikant Nibandhe	4,600,000	6,000,000
Mr Jay Nibandhe	620,776	300,000
Ms. Gauri Nibandhe	310,696	150,000
Mr Yash Salvi	1,408,459	1,102,095
Mr Siddharth Potnis	674,199	498,738
Ms Sanjana Potnis	496,621	240,000
	<b>17,310,751</b>	<b>20,226,144</b>
<b><u>Professional Fees</u></b>		
Mrs Simran Potnis	920,000	360,000
	<b>920,000</b>	<b>360,000</b>
<b><u>Sitting Fees</u></b>		
Sunil Kshirsagar	100,000	110,000
Abhishek Talwar	100,000	110,000
Leena Salvi	40,000	50,000
Sneha Nibandhe	-	20,000
Vrinda Pradhan	-	20,000
	<b>240,000</b>	<b>310,000</b>
<b><u>Interest Income</u></b>		
OneWorld Logistics Private Limited	219,398	-
	<b>219,398</b>	<b>-</b>
<b><u>Freight Income</u></b>		
Total Transport Private Limited (Nepal)	6,072,897	9,719,402
	<b>6,072,897</b>	<b>9,719,402</b>
<b><u>Freight Expenses</u></b>		
Total Transport Private Limited (Nepal)	3,378,360	9,042,943
	<b>3,378,360</b>	<b>9,042,943</b>
<b><u>Support Charges</u></b>		
OneWorld Logistics Private Limited	-	3,221,804
Seedeer (India) E-Commerce Private Limited	834,276	495,659
	<b>834,276</b>	<b>3,717,463</b>
<b><u>Rent Paid</u></b>		
WSA SHPG Bombay Private Limited	-	382,320
	<b>-</b>	<b>382,320</b>



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021**

<b>Balance Outstanding at the End of the Year</b>		
<b><u>Loan From</u></b>		
Mr Shrikant Nibandhe	27,084	46,108
Mr Sanjiv Potnis	77,818	77,818
Mrs. Leena Salvi	1,376,651	3,111,563
	<b>1,481,553</b>	<b>3,235,489</b>
<b><u>Debtors</u></b>		
OneWorld Logistics Private Limited	33,644,833	24,078,497
WSA SHPG Bombay Private Limited	-	38,232
CP World Logistics India Pvt. Ltd.	19,173,376	5,955,032
Total Transport Systems Pvt Ltd (Nepal)	2,244,042	179,963
Seedeer (India) E-Commerce Private Limited	1,075,973	2,877,618
	<b>56,138,223</b>	<b>33,129,342</b>
<b><u>Creditors</u></b>		
WSA SHPG Bombay Private Limited	1,982,768	2,021,000
	<b>1,982,768</b>	<b>2,021,000</b>
<b><u>Loan To</u></b>		
One World Logistics Private Limited	3,668,943	3,466,000
	<b>3,668,943</b>	<b>3,466,000</b>

**b. ii. Summary of balances with related parties:**

Particulars	Amount (₹)	
	31.03.2021	31.03.2020
Loans	1,481,553	3,235,489
Advances	3,668,943	3,466,000
Trade receivables	56,138,223	33,129,342
Trade payables	1,982,768	2,021,000

As the future liability for gratuity and leave encashment is provided on an actutrial basis for the Comp any as a whole, the amount pertaining to the KMP and their relatives is not ascertainable and therefore not included above.

The transaction with related parties are made on terms equivalent to those that prevail in arms length transactions. This assessment is undertaken each financial year through examining the financial possition of the related party and the market in which related party operates. Outstanding balances at the year end are un-secured, interest free and settlement occurs in cash.

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## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

## Note 26 : Net employment defined benefit liabilities

## a. Defined Contributions Plans

For the company an amount of ₹ 65,43,435 (31st March, 2020: ₹ 1,09,89,732) contributed to provident funds, ESIC and other funds is recognised by as an expense and included in "Contribution to Provident & Other Funds" under "Employee benefits expense" in the Consolidated Statement of Profit and Loss.

## b. Defined Benefits Plans

As per the Payment of Gratuity Act, 1972, the Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on resignation or retirement at 15 days salary (last drawn salary) for each completed year of service.

The following table's summaries the components of net benefit expense recognised in the Statement of Profit and Loss and the funded status and amounts recognised in the balance sheet

Particulars	31.03.2021	31.03.2020
<b>I. Consolidated Statement of profit and loss - Net employee benefit expense recognised in employee cost</b>		
Current service cost	2,597,538	2,240,085
Past service cost (vested benefits) recognised during the year	-	-
Interest cost on defined benefit obligation	2,304,494	2,062,621
Net actuarial loss to be recognised	-	-
<b>Net benefits expenses recognised in the Statement of Profit and Loss</b>	<b>4,902,032</b>	<b>4,302,706</b>
<b>II. Balance Sheet - Details of provision and fair value of plan assets</b>		
Benefit obligation	-40,036,666	-33,544,312
Fair value of plan assets	-	-
Net Liability recognised in the Balance Sheet	<b>-40,036,666</b>	<b>-33,544,312</b>
<b>III. Change in the present value of the defined benefit obligation are as follows:</b>		
Opening defined benefits obligations	33,544,312	26,580,162
Interest cost	2,304,494	2,062,621
Current service cost	2,597,538	2,240,085
Past service cost	-	-
Benefits paid	-1,981,471	-1,944,783
Acquisitions / Divestiture	-	-
OCI		
Actuarial changes arising from changes in demographic assumptions	1,653,480	-
Actuarial changes arising from changes in financial assumptions	1,506,065	1,274,275
Actuarial changes arising from changes in experience assumptions	412,248	3,331,952
Liability at the end of the year	<b>40,036,666</b>	<b>33,544,312</b>
<b>IV. Change in Fair Value of Plan Assets</b>		
Opening fair value of plan assets	-	-
Interest income on plan assets	-	-
Contributions by employer	-	-
Benefits paid	-	-
Acquisitions / Divestiture	-	-
Actuarial gain / (loss) on plan assets	-	-
Fair Value of Plan Assets at the end of the year	-	-

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021**

<b>V. Total Cost recognised in Comprehensive Income</b>		
Cost recognised in P&L	4,902,032	4,302,706
Remeasurement effects recognised in OCI	3,571,793	4,606,227
	8,473,825	8,908,933
<b>VI. Investment details of Plan Assets</b>		
<b>Total Plan Assets</b>	-	-

**Maturity profile of defined benefit obligation:**

<b>Particulars</b>	<b>31.03.2021</b>	<b>31.03.2020</b>
Year 1	3,611,930	2,363,942
Year 2	3,754,431	2,098,302
Year 3	3,475,677	2,297,869
Year 4	3,519,948	2,157,096
Year 5	3,232,700	2,388,713
Year 6 to 10	16,054,579	12,629,462
Sum of years 11 and above	36,059,036	48,964,377

**The principal assumptions used in determining gratuity obligations for the plans of the Company are as follows:**

<b>Particulars</b>	<b>31.03.2021</b>	<b>31.03.2020</b>
Discount rate	6.87%	7.76%
Salary escalation	0 - 5%	5%
Rate of Employee Turnover	5%	5%
Mortality Rate during Employment	Indian Assured Lives Mortality (2006-08)	

**A quantitative sensitivity analysis for the significant assumptions as at 31st March, 2021**

<b>Defined benefit obligation</b>	<b>31.03.2021</b>	<b>31.03.2020</b>
Delta effect of +1% change in the rate of discounting	-2,709,172	-2,865,875
Delta effect of -1% change in the rate of discounting	3,087,993	3,333,405
Delta effect of +1% change in the rate of salary increase	2,828,846	3,081,662
Delta effect of -1% change in the rate of salary increase	-2,528,167	-2,444,006
Delta effect of +1% change in employee turnover rate	343,881	603,815
Delta effect of -1% change in employee turnover rate	-383,548	-676,736

The Indian Parliament has approved the Code on Social Security, 2020 impacting employee remuneration and welfare benefits. The effective date from which the changes are applicable is yet to be notified. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020, and has invited suggestions from stakeholders which are under consideration by the Ministry. However, the date on which the Code will come into effect has not been notified. The Company will assess the financial impact, if any, of the Code when it becomes effective and will record necessary adjustments in the financial statements.

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## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

**Note 27 : Leases**

Rental charges stated below either pertain to short term lease or low value assets and hence not consider for Right of Use Assets.

Lease Obligations	31.03.2021	31.03.2020
	Lease Payments	Lease Payments
Rent Paid	4,950,810	5,466,840
<b>Total</b>	<b>4,950,810</b>	<b>5,466,840</b>

**Note 28 : Contingent liabilities and commitments**

Particulars	31.03.2021	31.03.2020
<b>Contingent liabilities</b>		
a. Disputed liabilities		
- Income Tax #	5,322,974	5,322,974
- Service Tax	112,753,445	68,052,652
<b>Total</b>	<b>118,076,419</b>	<b>73,375,626</b>
b. Bank Guarantees	1,330,000	1,830,000
c. Commitments		-

# The Company's income was assessed by the income tax department for the AY 2017-18 and a liability of Rs. 53,22,974/- was demanded. The Company has filed an appeal against the assessment order with the Income Tax Commissioner (Appeals) within the stipulated time. The Company's refund for AY 2019-20 from the Income Tax Department was adjusted against the demand order. This adjustment forms part of balances receivable from the government (Refer Note 4). The Company has reviewed the demand and does not expect an unfavourable outcome.

**Note 29 : Fair Value hierarchy**

The following table provides the fair value measurement hierarchy of the Group's financial assets and liabilities.

**a. Quantitative disclosures fair value measurement hierarchy as at 31st March, 2021:**

Particulars	Quoted Price in active market (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
<b>FVTPL financial investments</b>				
- Quoted Bonds (SGB)	679,500	-	-	679,500
<b>Total financial assets valued at fair value</b>	<b>679,500</b>	-	-	<b>679,500</b>
<b>Liabilities measured at fair value</b>	-	-	-	-
<b>Total financial liabilities valued at fair value</b>	-	-	-	-

**b. Quantitative disclosures fair value measurement hierarchy as at 31st March, 2020:**

Particulars	Quoted Price in active market (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
<b>FVTPL financial investments</b>				
- Quoted Bonds (SGB)	589,450	-	-	589,450
<b>Total financial assets valued at fair value</b>	<b>589,450</b>	-	-	<b>589,450</b>
<b>Liabilities measured at fair value</b>	-	-	-	-
<b>Total financial liabilities valued at fair value</b>	-	-	-	-

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

The management assessed that cash and cash equivalents, trade receivables, trade payable, short term borrowings, bank overdrafts and other current liabilities approximate their carrying amounts largely due to the short term maturities of these instruments and are thus measured at amortized cost.

### Note 30 : Financial Risk Management

The holding Company's principal financial liabilities, comprises of loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations.

The holding Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations. The Company also holds investments.

The holding Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

#### A. Management of Market Risk

"The holding Company's size and operations result in it being exposed to the following market risks that arise from its use of financial instruments:

- a. interest rate risk
- b. currency risk

The above risks may affect the Company's income or the value of its financial instruments. The objective of the Company's management of market risk is to maintain this risk within acceptable parameters, while optimising returns. The Company's exposure to, and management of, these risks is explained below.

##### a. Interest Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates. The following table provides a break-up of the Company's fixed and floating rate borrowings

Particulars	31-Mar-21	31-Mar-20
Floating	2,312.95	2,136.02
Fixed	16.05	50.84

##### Interest Rate Sensitivity

For the year ended 31 March 2021 and 31 March 2020, every 1% depreciation / appreciation in the interest rate for floating borrowings, would have affected the Company's incremental operating margins approximately as stated below

(Rs in lakhs)		
Particulars	31-Mar-21	31-Mar-20
Current Finance Cost	222.85	208.73
Delta effect of (-/+) 1% change in the rate of interest	-21.95	-18.40

##### b. Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency).

##### Unhedged foreign currency exposures

As at balance sheet date, the Company's net foreign currency exposure (receivable) that is not hedged is Rs. 677.61 lakhs (31 March 2020: Rs. 1,777.81 lakhs).

##### Foreign currency sensitivity

For the year ended 31 March 2021 and 31 March 2020, every 5% depreciation / appreciation in the exchange rate between the Indian rupee and U.S. dollar, would have affected the Company's incremental operating margins by approximately amounts as shown below. The Company's exposure to foreign currency changes for all other currencies is not material.

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## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

(Rs in lakhs)

Particulars	31-Mar-21	31-Mar-20
Delta effect of (+) 5% change in the rate of USD on realised gains/losses (Net)	-23.74	51.57
Delta effect of (-) 5% change in the rate of USD on realised gains/losses (Net)	22.75	-
Delta effect of (+) 5% change in the rate of USD on unrealised gains/losses (Net)	-102.75	171.09
Delta effect of (-) 5% change in the rate of USD on unrealised gains/losses (Net)	-157.49	-14.53

**B. Management of Credit Risk**

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its investing activities, including deposits with banks and financial institutions and other financial instruments.

**Trade receivable**

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored. The Company has diversified customer base considering the nature and type of business.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 7. The Company does not hold collateral as security. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

**Other Financial Assets**

The Company maintains exposure in Cash and Cash equivalents, term deposits with banks / financial institutions and investments in marketable debt investments including the government securities. The company has diversified portfolio of investment with various number of counter parties which have secure credit ratings hence the risk is low. The Company's maximum exposure to Credit risk as at March 31, 2021 and 2020 is the carrying value of each class of financial assets as disclosed.

**C. Management of Liquidity Risk**

The holding Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, and bank loans. 89% of the Company's borrowing will mature in less than one year at 31 March 2021 (31 March 2020: 98%) based on the carrying value of borrowings reflected in the financial statements. The Company assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Company has the ability to rollover debt maturing within 12 months with existing lenders.

The table below provides details regarding the contractual maturities of significant financial liabilities as at 31 March 2021.

(Rs in lakhs)

Year Ended	On Demand	Less than 1 Year	More than 1 year
Borrowings	-	1,898.00	430.99
Trade Payables	-	1,433.82	-
<b>Total</b>	-	<b>3,331.82</b>	<b>430.99</b>

The table below provides details regarding the contractual maturities of significant financial liabilities as at 31 March 2020

(Rs in lakhs)

Year Ended	On Demand	Less than 1 Year	More than 1 year
Borrowings	-	2,153.27	33.59
Trade Payables	-	3,471.34	-
<b>Total</b>	-	<b>5,624.61</b>	<b>33.59</b>

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

### D. Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The holding Company aims to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to ourshareholders. The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The holding Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

### Note 31: Corporate social responsibility

As per section 135 of the Act, a CSR committee has been formed by the Company.

a. Gross amount required to be spent by the Company during the year: Rs. 19,11,562/-

b. The areas of CSR activities and contributions made thereto are as follows:

Particulars	31.03.2021	31.03.2020
(i) Construction / acqisiting of any asset		
(ii) Contribution to PM Care Fund	21,000	-
(iii) Contribution for Donation to Angel Express	110,000	-
(iv) Contribution for Donation to Vasant Smruti \$	3,000,000	-
	<b>3,131,000</b>	<b>-</b>

In view of the global Pandemic i.e. COVID-19, the Company faced the delay in the recovery of the receivables in the last quarter of the FY 2019-2020 coupled with the low business volumes. Due to this, the Company faced a situation of liquidity constraints in its Business Operations and could not spend the required amount on CSR.

### Note 32 : Segment Reporting

Disclosure of segment reporting as per the requirements of Ind AS 108 "Operating Segment" is reported in the consolidated financial statements of the Company. Therefore, the same has not been separately disclosed in the standalone financial statements in line with the requirement of Ind AS 108.



## Annual Report -2020-2021

### Independent Auditors Report

To Members of Total Transport Systems Limited

#### Report on the Audit of the Consolidated Financial Statements

##### Opinion

We have audited the Ind AS consolidated financial statements of Total Transport Systems Limited (“the Holding Company”) and its subsidiaries (Holding Company and its subsidiaries together referred to as “the Group”) and its associate, which comprise the consolidated balance sheet as at 31<sup>st</sup> March 2021, and the consolidated statement of Profit and Loss (including Other Comprehensive Income), the consolidated statement of Changes in Equity and consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the consolidated financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Company as at March 31, 2021, and consolidated loss (including Other Comprehensive Income), the consolidated statement of changes in equity and its consolidated cash flows for the year ended on that date.

##### Basis of Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

##### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

##### Contingent Liability

Refer Note 31, For the year ended 31st March 2021 the company has contingent liabilities of Rs.11.81 crores.

A provision is recognised when there is a present obligation as a result of a past event from which it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a realisable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow or resources is remote, no provision or disclosure is made.

This area is considered as a key audit matter, as evaluation of these matters requires Management judgement and estimation, interpretation of laws and regulations and application of relevant judicial precedents to determine the probability of outcome of ongoing proceedings and outflow of economic resources, if any, and the recognition of provisions, disclosure of contingent liabilities and related disclosures to be made in the financial statements.

##### Audit Procedures to address the Key Audit Matter

We have assessed the company’s accounting policy as per Ind AS-37 “Provisions, Contingent Liabilities and Contingent Assets”. Obtained details of completed tax assessments and demands for the year ended March 31, 2021 from Management. We reviewed the same to challenge the managements underlying assumptions in estimating the tax provision and the possible outcome of the disputes. We have also evaluated the appropriateness and adequacy of disclosures prepared and presented by the management in the financial statements.

##### Other Information

The Holding Company’s Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor’s report thereon. The annual report is expected to be made available to us after the date of this auditor’s report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the

consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations.

### **Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Associates in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for assessing the ability of the Group and of its associates and jointly controlled entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for overseeing the financial reporting process of the Group and of its associates and jointly controlled entities.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the holding company has adequate internal financial controls system in place and the operating effectiveness of such controls.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates and jointly controlled entities to express an opinion on the consolidated financial statements.

## Annual Report -2020-2021

We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Other Matters

We did not audit the financial statements / financial information of one subsidiary (Total Transport Systems Private Limited incorporated in Nepal), whose financial statements / financial information reflect total assets of Rs. 66,97,559/- as at 31st March, 2021, total revenues of Rs. 1,31,39,148/- Net Profit of 6,11,531/- and net cash flows amounting to Rs. 28,58,434/- for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net loss of Rs. 6,77,511/- for the year ended 31st March, 2021, as considered in the consolidated financial statements, in respect of one associates, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associates, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and associates, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

### Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries and associate company, as noted in the 'other matters' paragraph, we report, to the extent applicable, that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law maintained by the Holding Company, its subsidiaries included in the Group and its associate company including relevant records relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and records of the Holding Company and the reports of the other auditors
- c) The consolidated Balance Sheet, the consolidated Statement of Profit and Loss, the consolidated statement of changes in equity and the consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of accounts.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2021 taken on record by the Board of Directors, none of the directors of the Group Companies and associates incorporated in India is disqualified as on 31<sup>st</sup> March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate Report in "Annexure A"
- g) The Group and its associates have paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors as noted in the Other Matters paragraph:
- i. The consolidated financial statements disclose the impact, if any, of pending litigations on the consolidated financial position of the Group and its associates— Refer Note 31 to the consolidated financial statements
  - ii. The Group and its associate entities did not have any material foreseeable losses on long-term contracts including derivative contracts
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies and associate company incorporated in India.

For **S C M K & Co LLP**  
**Chartered Accountants**  
FRN: W100662

Place: Mumbai  
Date: 28<sup>th</sup> June 2021  
UDIN: 21043152AAAAAK3538

S M Chitnis  
(Partner)  
Membership No.: 043152

## Annual Report -2020-2021

### Annexure – A to the Auditor’s Report

#### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **TOTAL TRANSPORT SYSTEMS LIMITED** (“the Company”) and its subsidiary companies, and its associate company which are companies incorporated in India, as of that date as of 31<sup>st</sup> March, 2021 in conjunction with our audit of consolidated financial statements of the Company for the year ended on that date.

#### Management’s Responsibility for Internal Financial Controls

The respective Company’s management are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (“the Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risk of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

#### Meaning of Internal Financial Controls over Financial Reporting

A Company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

A Company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company’s assets that could have a material effect on the financial statements.

#### Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### Opinion

In our opinion, the Holding Company, its subsidiary companies and an associate company which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March, 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the

Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**Other matters**

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to financial statements of one associate company, which is a company incorporated in India, is based on the corresponding report of the auditor of such company incorporated in India. Our opinion is not modified in respect of this matter.

**For S C M K & Co LLP**  
**Chartered Accountants**  
**FRN: W100662**

**S M Chitnis**  
**(Partner)**  
**Membership No.: 043152**

**Place: Mumbai**  
**Date: 28<sup>th</sup> June 2021**

## Annual Report -2020-2021

CONSOLIDATED BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2021

PARTICULARS	NOTE NO.	AS AT 31 <sup>st</sup> March 2021	AS AT 31 <sup>st</sup> March 2020
<b>I. ASSETS</b>			
<b>1) Non-Current Assets</b>			
(a) Property, Plant and Equipment			
(b) Investment Property			
(c) Goodwill			
(d) Other Intangible Assets	2(a)	80,502,604	82,484,768
(e) Intangible Assets under development	2(c)	1,314,500	1,314,500
(f) Investments in Subsidiaries and Associates	3(a)	463,871	1,139,168
(g) Financial Assets			
(i) Investments	3(b)	679,500	589,450
(ii) Trade Receivables			-
(iii) Loans	4	38,777,144	18,295,808
(iv) Others (to be specified)	5	-	-
(i) Deferred Tax Asset (Net)	7	10,787,767	8,769,335
(j) Other Non-Current Assets	6	4,065,186	7,711,050
		<b>136,790,572</b>	<b>120,304,079</b>
<b>2) Current Assets</b>			
(a) Inventories			
(b) Financial Assets			
(i) Investments			
(ii) Trade Receivables	8	781,791,179	1,129,497,518
(iii) Cash and Cash Equivalents	9	35,067,273	3,809,870
(iv) Bank balance other than (iii) above	10	4,329,605	2,657,723
(v) Loans	4	13,519,447	5,026,504
(vi) Others (to be specified)	5	-	-
(c) Current Tax Assets (Net)	7	66,605,755	70,081,377
(d) Other Current Assets	6	-	-
		<b>901,313,259</b>	<b>1,211,072,992</b>
<b>Total Assets</b>		<b>1,038,103,831</b>	<b>1,331,377,071</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity Share Capital	11(a)	143,060,000	143,060,000
(b) Other Equity	11(b)	317,013,104	327,953,483
<b>Equity attributable to equity holders of the parent</b>		<b>460,073,104</b>	<b>471,013,483</b>
(c) Non- controlling interests		1,318,995	1,098,844
<b>Total Equity</b>		<b>461,392,099</b>	<b>472,112,327</b>
<b>LIABILITIES</b>			
<b>1) Non-Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	12	43,099,486	3,358,506
(ii) Trade Payables	13	-	-
a. total outstanding dues of micro enterprises and small enterprises			
b. total outstanding dues of creditors other than micro enterprises and small enterprises			
(iii) Other Financial Liabilities (Other than those specified in item (b), to be specified)		-	-
(b) Provisions	14	40,617,389	33,717,204
(c) Deferred Tax Liabilities (Net)	7	-	-
(d) Other Non-Current Liabilities	15	-	-
		<b>83,716,875</b>	<b>37,075,710</b>
<b>2) Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	12	189,800,328	215,326,895
(ii) Trade Payables	13		
a. total outstanding dues of micro enterprises and small enterprises		552,119	721,891
b. total outstanding dues of creditors other than micro enterprises and small enterprises		212,793,454	498,171,036
(iii) Other Financial Liabilities (Other than those specified in item (c))		-	-
(b) Provisions	14	60,923,174	61,875,174
(c) Current Tax Liabilities (Net)	7	-	-
(d) Other Current Liabilities	15	28,925,782	46,094,038
		<b>492,994,857</b>	<b>822,189,034</b>
<b>Total Equity and Liabilities</b>		<b>1,038,103,831</b>	<b>1,331,377,071</b>
The accompanying notes are an integral part of the Financial Statements			

## As per our report of even date

## For S C M K &amp; CO LLP

Chartered Accountants

Firm No. 105007W

## S M CHITNIS

Partner

Membership No. 43152

Date: 28th June, 2021

Place: Mumbai

## For Total Transport Systems Limited

## Makarand Pradhan

Managing Director

DIN : 00102413

## Shrikant Nibandhe

Director &amp; CFO

DIN : 01029115

Date: 28th June, 2021

Place: Mumbai

## Sanjiv Potnis

Director

DIN : 00102090

## Bhavik Trivedi

Company Secretary

Mem No. A49807



**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31<sup>st</sup> MARCH, 2021**

<b>PARTICULARS</b>	<b>NOTE NO.</b>	<b>AS AT 31st March 2021</b>	<b>AS AT 31st March 2020</b>
<b>I) Revenue from Operations</b>	16	3,148,881,498	3,995,722,949
<b>II) Other Income</b>	17	2,511,038	432,449
<b>III) Total Income (I+II)</b>		<b>3,151,392,536</b>	<b>3,996,155,398</b>
<b>IV) Expenses</b>			
(a) Employee Benefits Expenses	18	206,615,600	221,597,623
(b) Finance Cost	19	23,043,347	21,368,123
(c) Depreciation and amortization expense	20	9,226,063	12,144,163
(d) Other Expenses	21	2,912,321,293	3,702,500,598
<b>V) Total Expenses</b>		<b>3,151,206,303</b>	<b>3,957,610,507</b>
<b>VI) Profit/(Loss) before share of (profit)/loss from investment in associate and tax from continuing operations (III-V)</b>		<b>186,233</b>	<b>38,544,891</b>
<b>VII) Share of (profit)/loss from investment in associate</b>		<b>-677,511</b>	<b>-785,972</b>
<b>VIII) Profit/(Loss) before Tax (VI-VII)</b>		<b>-491,278</b>	<b>37,758,919</b>
<b>IX) Tax Expenses</b>			
(1) Current Tax	7	9,199,142	17,502,612
(2) Deferred Tax	7	-1,279,882	-889,113
<b>X) Profit/(Loss) after Tax (VIII-IX)</b>		<b>-8,410,538</b>	<b>21,145,420</b>
<b>XI. Minority Interest</b>		<b>220,151</b>	<b>209,253</b>
<b>XII. Profit for the period from continuing operations (X-XI)</b>		<b>-8,630,689</b>	<b>20,936,167</b>
<b>XIII) Profit/(Loss) from discontinued operations</b>			
<b>XIV) Tax expense of discontinued operations</b>			
<b>XV) Profit/(Loss) from discontinued operations (after tax) (XIII-XIV)</b>			
<b>XVI) Profit/(Loss) for the period (XII+XV)</b>		<b>-8,630,689</b>	<b>20,936,167</b>
<b>XVII) Other Comprehensive Income</b>			
<b>A. Items that will not be reclassified to Profit or loss</b>			
Re-measurement gains/(losses) on defined benefit plans		-3,611,461	-4,606,227
Income Tax Effect		758,593	109,052
		<b>-2,852,868</b>	<b>-4,497,175</b>
<b>B. Items that will be reclassified to profit or loss in subsequent years</b>			
Exchange difference on translation of foreign operations		81,827	-20,077
Net (loss)/gain on FVTOCI debt Securities		90,050	146,480
Income Tax Effect		-20,042	-13,109
<b>Net other comprehensive income to be reclassified to profit or loss in subsequent periods</b>		<b>151,835</b>	<b>113,294</b>
<b>Other Comprehensive Income for the year, net of tax</b>		<b>-2,701,033</b>	<b>-4,383,881</b>
<b>XVIII) Total Comprehensive Income for the period (XVI+XVII) (Comprehensive profit (loss) and Other Comprehensive Income for the period)</b>		<b>-11,331,722</b>	<b>16,552,286</b>
<b>Profit/(loss) for the year</b>		<b>-8,410,538</b>	<b>21,145,420</b>
<b>Attributed to:</b>			
Equity holders of the parent		-8,630,689	20,936,167
Non-controlling interest		220,151	209,253
		<b>-8,410,538</b>	<b>21,145,420</b>
<b>Total Comprehensive Income for the period</b>			
<b>Attributed to:</b>			
Equity holders of the parent		-2,701,033	-4,383,881
Non-controlling interest		-	-
		<b>-2,701,033</b>	<b>-4,383,881</b>
<b>XIX) Earning per Equity Share (for continuing operation)</b>			
(1) Basic	22	-0.60	1.46
(2) Diluted	22	-0.60	1.46

**As per our report of even date**  
**For S C M K & CO LLP**  
Chartered Accountants  
Firm No. 105007W

**S M CHITNIS**  
Partner  
Membership No. 43152  
Date: 28th June, 2021  
Place: Mumbai

**For Total Transport Systems Limited**  
**Makarand Pradhan**  
Managing Director  
DIN : 00102413

**Shrikant Nibandhe**  
Director & CFO  
DIN : 01029115  
Date: 28th June, 2021  
Place: Mumbai

**Sanjiv Potnis**  
Director  
DIN : 00102090

**Bhavik Trivedi**  
Company Secretary  
Mem No. A49807

## Annual Report -2020-2021

CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2021

(Amount in Rupees)

PARTICULARS	FOR THE YEAR ENDED 31 <sup>st</sup> MARCH, 2021	FOR THE YEAR ENDED 31 <sup>st</sup> MARCH, 2020
<b>A. Cash flow from operating activities:</b>		
<b>Profit before tax</b>	186,233	38,544,891
<b>Adjustments:</b>		
Depreciation & amortization	9,226,063	12,144,163
Elimination of Profits with Associates	(2,214)	
Interest Expense	23,043,347	21,368,123
Interest Income	(2,438,230)	(217,503)
Loss on Sale of Assets	1,892,277	
FCTR Movement	81,827	
Profit on Sale of Assets	-	(214,940)
Provision for ESOP's	391,343	
Provision for Gratuity	3,288,724	2,512,576
<b>Working capital changes :</b>		
Trade Receivables	347,706,339	(499,670,698)
Bank balance other than cash and cash equivalents	(1,671,882)	(1,722,723)
Short Term Loans and Advances	(8,492,943)	3,482,578
Trade Payable	(285,547,354)	355,882,473
Other Current Liabilities	(17,168,256)	31,803,675
Short-Term Provisions	(952,000)	60,647,633
<b>Net cash generated from operations</b>	<b>69,543,274</b>	<b>24,560,248</b>
Direct taxes Paid	(22,484,421)	(50,631,738)
<b>Net cash generated by operating activities</b>	<b>47,058,853</b>	<b>(26,071,490)</b>
<b>B. Cash flow from investing activities:</b>		
Purchase of fixed assets	(9,086,151)	(1,500,600)
Purchase of Software	(250,000)	
Sale of Asset	-	297,001
Loan repaid by Related Parties	1,801,645	
Loan given to Related Parties	-	(2,839,152)
Balances Given to Government	(471,657)	
Security Deposits	(1,404,583)	(8,059,069)
Interest Income	2,438,230	217,503
Investment in Seedeer (India) E-Commerce Private Limited		(1,500,000)
<b>Net cash used in investing activities</b>	<b>(6,972,516)</b>	<b>(13,384,317)</b>
<b>C. Cash flow from financing activities:</b>		
Interest Expense	(23,043,347)	(21,368,123)
Loans taken during the year	42,797,933	
Repayment of Loans	(3,479,185)	(13,988,547)
<b>Net cash (used in) / generated from financing activities</b>	<b>16,275,401</b>	<b>(35,356,670)</b>
<b>Net increase in cash and cash equivalents during the year</b>	<b>56,361,738</b>	<b>(74,812,477)</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>(209,791,776)</b>	<b>(134,979,299)</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>(153,430,038)</b>	<b>(209,791,776)</b>
<b>Cash and cash equivalents at the beginning of the year Comprise of the following</b>		
Cash and Cash Equivalents	3,809,870	28,448,691
Bank Overdraft	(213,601,646)	(163,427,990)
<b>Total</b>	<b>(209,791,776)</b>	<b>(134,979,299)</b>
<b>Cash and cash equivalents at the end of the year Comprise of the following</b>		
Cash and Cash Equivalents	35,067,273	3,809,870
Bank Overdraft	(188,497,311)	(213,601,646)
<b>Total</b>	<b>(153,430,038)</b>	<b>(209,791,776)</b>

As per our report of even date

For S C M K &amp; CO LLP

Chartered Accountants

Firm No. 105007W

S M CHITNIS

Partner

Membership No. 043152

Date: 28th June, 2021

Place: Mumbai

For Total Transport Systems Limited

Makarand Pradhan

Managing Director

DIN : 00102413

Shrikant Nibandhe

Director &amp; CFO

DIN : 01029115

Date: 28th June, 2021

Place: Mumbai

Sanjiv Potnis

Director

DIN : 00102090

Bhavik Trivedi

Company Secretary

Mem No. A49807

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2021**

**A. Equity Share Capital**

Particulars	31.03.2021	31.03.2020
<b>No. of Shares</b>		
Issued, subscribed and fully paid up	14,306,000	14,306,000
<b>Share Capital</b>		
Equity Share of ₹ 10 each	143,060,000	143,060,000

**B. Other Equity**

Particulars	Reserve and Surplus							Non-controlling Interest	Total
	Securities Premium Reserve	Capital Reserve	Retained Earnings	Fair Value Through OCI Reserve	Foreign Currency Translation Reserve	Sharebased Payment Reserve	Total		
<b>Total Comprehensive Income as at 1st April 2020</b>	132,823,913	324,000	194,675,215	145,791	-15,436	-	327,953,483	1,098,844	329,052,327
Profit for the year	-	-	-8,630,689	-	-	391,343	-8,239,346	220,151	-8,019,195
Other comprehensive Income	-	-	-2,852,868	70,008	81,827	-	-2,701,033	-	-2,701,033
<b>Total Comprehensive Income as at 31st March 2021</b>	132,823,913	324,000	183,191,658	215,799	66,391	391,343	317,013,104	1,318,995	318,332,099

**As per our report of even date**  
**For S C M K & CO LLP**  
Chartered Accountants  
Firm No. 105007W

**S M CHITNIS**  
Partner  
Membership No. 43152  
Date: 28th June, 2021  
Place: Mumbai

**For Total Transport Systems Limited**  
**Makarand Pradhan**  
Managing Director  
DIN : 00102413

**Shrikant Nibandhe**  
Director & CFO  
DIN : 01029115  
Date: 28th June, 2021  
Place: Mumbai

**Sanjiv Potnis**  
Director  
DIN : 00102090

**Bhavik Trivedi**  
Company Secretary  
Mem No. A49807

**CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS AS AT 31<sup>ST</sup> MARCH, 2021****NOTE 1.1: CORPORATE INFORMATION**

**TOTAL TRANSPORT SYSTEMS LIMITED** was incorporated under the provisions of the Companies Act, 1956 vide certificate of incorporation dated July 27, 1995 having its Registered office at 7th Floor, T-Square, Opposite Chandivali Petrol Pump, Saki Vihar Road, Andheri (E), Mumbai- 400072. The Company is in the business of consolidation/deconsolidation of cargo, freight forwarding, logistics, warehousing and transportation.

**NOTE 1.2: SIGNIFICANT ACCOUNTING POLICIES****1.1.1 Basis of accounting and preparation of financial statements:**

The Consolidated financial statements of the Group have been prepared in accordance with the Indian Accounting Standards (the 'Ind AS') notified under the Companies (Indian Accounting Standards) Rules, 2015 under the provisions of the Companies Act, 2013 (the 'Act') and subsequent amendments thereof. These financial statements are prepared under the historical cost convention on the accrual basis except for derivative financial instruments and certain other financial assets and liabilities which have been measured at fair value (refer accounting policy regarding financial instruments). The financial statements have been prepared on a going concern basis.

Current versus Non-current classification

The Group presents assets and liabilities in the balance sheet based on current / non-current classification.

An asset is treated as current when it is:

- expected to be realized or intended to sold or consumed in normal operating cycle or twelve months after reporting period,
- held primarily for the purpose of trading or
- cash or cash equivalent unless restricted from being exchanged or used to settle liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is treated as current when it is:

- expected to be settled in normal operating cycle or within twelve months after reporting period,
- it is held primarily for the purpose of trading or
- there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

**1.1.2 Basis of consolidation:**

The CFS comprise the financial statements of the holding Company and its subsidiaries as at 31<sup>st</sup> March, 2021. The CFS also includes the Group's share of net assets of the subsidiary and the Group's share of profits.

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has all of the below:

- a) Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- b) Exposure, or rights, to variable returns from its involvement with the investee, and
- c) The ability to use its power over the investee to affect its returns

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

CFS are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in preparing the consolidated financial statements to ensure conformity with the group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the holding Company, i.e., year ended on 31 March.

Consolidation procedure:

- Combine like items of assets, liabilities, equity, income, expenses and cash flows of the Parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognized in the consolidated financial statements at the acquisition date.
- Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.
- Eliminate in full intra group assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognized in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 'Income Taxes' applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the holding Company of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognizes the assets (including goodwill) and liabilities of the subsidiary
- Derecognizes the carrying amount of any noncontrolling interests
- Derecognizes the cumulative translation differences recorded in equity
- Recognizes the fair value of the consideration received
- Recognizes the fair value of any investment retained
- Recognizes any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognized in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities

## 1.2 **Summary of significant accounting policies**

### **a) Business Combination and goodwill**

The Company accounts for its business combinations under acquisition method of accounting. Acquisition related costs are recognized in profit and loss as incurred. The acquirer's identifiable assets, liabilities and contingent liabilities that meet the condition for recognition are recognized at their fair values at the acquisition date.

Purchase consideration paid in excess of the fair value of net assets acquired is recognized as goodwill. Where the fair value of identifiable assets and liabilities exceed the cost of acquisition, after reassessing the fair values of the net assets and contingent liabilities, the excess is recognized as capital reserve.

The interest of non-controlling shareholders is initially measured either at fair value or at the noncontrolling interests' proportionate share of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition-by-acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity of subsidiaries.

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Business combinations arising from transfers of interests in entities that are under the common control are accounted at historical cost. The difference between any consideration given and the aggregate historical carrying amount of assets and liabilities of the required entity are recorded in shareholders' equity.

### b) **Investment in associates and joint venture**

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The considerations made in determining whether significant influence or joint control are similar to those necessary to determine control over the subsidiaries.

The Group's investments in its associate and joint venture are accounted for using the equity method. Under the equity method, the investment in an associate or a joint venture is initially recognized at cost. The carrying amount of the investment is adjusted to recognize changes in the Group's share of net assets of the associate or joint venture since the acquisition date. Goodwill relating to the associate or joint venture is included in the carrying amount of the investment and is not tested for impairment individually.

The Group's investments in its associate and joint venture are accounted for using the equity method. Under the equity method, the investment in an associate or a joint venture is initially recognized at cost. The carrying amount of the investment is adjusted to recognize changes in the Group's share of net assets of the associate or joint venture since the acquisition date. Goodwill relating to the associate or joint venture is included in the carrying amount of the investment and is not tested for impairment individually.

If an entity's share of losses of an associate or a joint venture equals or exceeds its interest in the associate or joint venture (which includes any long term interest that, in substance, form part of the Group's net investment in the associate or joint venture), the entity discontinues recognizing its share of further losses. Additional losses are recognized only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture. If the associate or joint venture subsequently reports profits, the entity resumes recognizing its share of those profits only after its share of the profits equals the share of losses not recognized.

The aggregate of the Group's share of profit or loss of an associate and a joint venture is shown on the face of the statement of profit and loss.

The financial statements of the associate or joint venture are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognize an impairment loss on its investment in its associate or joint venture. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate or joint venture is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate or joint venture and its carrying value, and then recognizes the loss as 'Share of profit of an associate and a joint venture' in the statement of profit or loss.

Upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognizes any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognized in profit or loss.

### c) **Foreign Currency:**

The Group's consolidated financial statements are presented in INR, which is also the parent company's functional currency. For each entity the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency. The Group uses the direct method of consolidation and on disposal of a foreign operation the gain or loss that is reclassified to profit or loss reflects the amount that arises from using this method.

Transactions in foreign currencies are initially recorded by the Group's entities at their respective functional currency

spot rates at the date the transaction first qualifies for recognition. However, for practical reasons, the group uses an average rate if the average approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognized in the Statement of Profit and Loss.

Exchange differences arising on settlement or translation of monetary items are recognized in profit or loss with the exception of the following:

- a) Exchange differences arising on monetary items that forms part of a reporting entity's net investment in a foreign operation are recognized in profit or loss in the separate financial statements of the reporting entity or the individual financial statements of the foreign operation, as appropriate. In the financial statements that include the foreign operation and the reporting entity (e.g., consolidated financial statements when the foreign operation is a subsidiary), such exchange differences are recognized initially in OCI. These exchange differences are reclassified from equity to profit or loss on disposal of the net investment.
- b) Tax charges and credits attributable to exchange differences on those monetary items are also recorded in OCI.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively).

Exchange differences arising on translation / settlement of foreign currency monetary items are recognized as income or expenses in the period in which they arise.

#### Group Companies

On consolidation, the assets and liabilities of foreign operations are translated into INR at the rate of exchange prevailing at the reporting date and their statements of profit or loss are translated at exchange rates prevailing at the dates of the transactions. For practical reasons, the group uses an average rate to translate income and expense items, if the average rate approximates the exchange rates at the dates of the transactions. The exchange differences arising on translation for consolidation are recognized in OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is recognized in profit or loss.

Any goodwill arising in the acquisition/ business combination of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the spot rate of exchange at the reporting date.

Gain or loss on a subsequent disposal of any foreign operation excludes translation differences that arose before the date of transition but includes only translation differences arising after the transition date.

#### **d) Fair Value Measurement:**

The Group measures financial instruments, such as, derivatives at fair value at each balance sheet.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.



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The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

External valuers are involved for valuation of significant assets, such as properties and unquoted financial assets, and significant liabilities, such as contingent consideration.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

### e) **Investments and Other Financial Assets**

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost.

The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income. The Group reclassifies debt investments when and only when its business model for managing those assets changes.

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

#### **Debt instruments**

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the group classifies its debt instruments:

**Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

**Fair value through other comprehensive income (FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal

and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised under other income. Interest income from these financial assets is included in other income using the effective interest rate method.

**Fair value through profit or loss (FVPL):** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented in the statement of profit and loss under other income in the period in which it arises. Interest or dividend income, if any from these financial assets is separately included in other income.

**Impairment of Financial Assets:** The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

**f) Revenue Recognition:**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made. The Group has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to credit risks.

**Multimodal Transport Income**

Revenue is recognized for Sea Export, based on Shipped on Board (SOB) date for Sea export, based on date when vessel has taken berth in the port for Sea Import, and based on Actual flight date for Air export and Air Import.

**Last Mile Delivery**

Revenue for Last Mile Delivery is recognized when the consignment is delivered as per terms of service agreed with the principal.

**g) Taxes:**

**Current Income Tax**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with the Income tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside the Statement of Profit and Loss is recognized outside the Statement of Profit and Loss (either in other comprehensive income or in equity). Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

**Deferred Tax**

Deferred tax is provided using liability approach on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognized for all taxable temporary differences, except:

When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

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The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside statement of profit and loss is recognized outside statement of profit and loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI (Other Comprehensive Income) or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognized subsequently if new information about facts and circumstances change. Acquired deferred tax benefits recognized within the measurement period reduce goodwill related to that acquisition if they result from new information obtained about facts and circumstances existing at the acquisition date. If the carrying amount of goodwill is zero, any remaining deferred tax benefits are recognized in OCI/ capital reserve depending on the principle explained for bargain purchase gains. All other acquired tax benefits realized are recognized in profit or loss.

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

### h) **Property, plant and equipment:**

Freehold land is carried at historical cost. Property, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Cost comprises the purchase price and any cost attributable to bringing the asset to its working condition for its intended use. Borrowing cost relating to acquisition of tangible assets which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use. Capital work in progress is stated at cost.

When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in statement of profit and loss as incurred.

#### Depreciation

Depreciation is calculated on a reducing balance method over the estimated useful lives of the assets as follows:

Category	Useful lives (in years)
Building	30 to 60
Furniture and Fixtures	10
Office Equipment	5
Vehicle	8 to 10
Computer	3 to 6

The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

In case of foreign subsidiaries, the tangible assets are depreciated on a reducing balance method basis, based on expected economic life of the assets estimated on the basis of internal assessment by the management which are lower in some cases than the lives prescribed under Part C of Schedule II of the Act.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

**i) Borrowing Costs:**

Borrowing costs includes interest and amortization of ancillary cost over the period of loans which are incurred in connection with arrangements of borrowings.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

**j) Leases:**

Leases are recognised as a right-of-use asset and a corresponding liability at that date at which the lease asset is available for use by the Group. Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices.

The Group's lease asset classes primarily consist of leases for land and buildings. The Group assesses whether a contract contains a lease, at inception of the contract. Ind AS 116 defines a lease as a contract, or a part of a contract, that convey as the right of use an asset (the underlying asset) for a period of time in exchange of consideration. To assess whether as contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an operating expenses on a straight line basis over the term of the lease.

**k) Provisions:**

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pretax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

**l) Contingent Liabilities:**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extreme rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the financial statements.

**m) Retirement and other employee benefits:**

- Short-term employee benefits

Employee benefits payable wholly within twelve months of availing employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus and ex-gratia. The undiscounted amount of short-term employee benefits such as salaries and wages, bonus and ex-gratia to be paid in exchange of employee services are recognized in the period in which the employee renders the related service.

- Post-employment benefits

**Defined Contribution Plans:**

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Group makes specified monthly contributions towards Provident Fund and Employees State Insurance Corporation ('ESIC'). The contribution is recognized as an

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expense in the Statement of Profit and Loss during the period in which employee renders the related service. There are no other obligations other than the contribution payable to the Provident Fund and Employee State Insurance Scheme.

### **Defined Benefit Plan:**

Gratuity liability, wherever applicable, is provided for on the basis of an actuarial valuation done as per projected unit credit method, carried out by an independent actuary at the end of the year. The Company's gratuity benefit scheme is a defined benefit plan.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss as past service cost.

### **n) Cash and cash equivalents:**

Cash comprise of cash on hand and demand deposits at the bank. Cash equivalents comprise of short term highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and demand deposit, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

### **o) Cash flow statement:**

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of noncash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Group are segregated in the Cash flow statement.

### **p) Earning per share:**

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit of the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

### **q) Non-current assets held for sale:**

The Group classifies non-current assets as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale expected within one year from the date of classification.

Property, plant and equipment and intangible assets once classified as held for sale to owners are not depreciated or amortized.

### **r) Intangible Assets:**

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses.

Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired.

The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period.

Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the statement

of profit and loss unless such expenditure forms part of carrying value of another asset.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

**s) Investment Property:**

An investment in land or building, which is not intended to be occupied substantially for use by, or in the operations of the Group, is classified as investment property. Investment properties are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

The cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of the investment property are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognized in statement of profit and loss as incurred.

Depreciation on building component of investment property is calculated on a straight-line basis using the rate arrived at based on the useful life estimated by the management which is 60 years.

Though the Group measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer applying a valuation model recommended by the International Valuation Standards Committee or on the basis of appropriate ready reckoner value based on recent market transactions.

Investment properties are derecognized either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognized in statement of profit and loss in the period of derecognition.

**t) Impairment of non-financial assets:**

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognized impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset exceeds neither its recoverable amount nor the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit and loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

Goodwill is tested for impairment annually as at 31 March and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognized. Impairment losses relating to goodwill cannot be reversed in future periods.



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### u) **Financial liabilities**

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss.

Financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the statement of profit and loss.

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

### v) **Share Based Payments**

Equity-settled share based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. Details regarding the same are set out in **Note 30**. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each financial year, the Group revises its estimate of the number of equity instruments expected to vest. The impact of revision is recognised in the Consolidated Statement of Profit and Loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the Share Based Payment Reserve.

## 1.3 **Significant accounting judgements, estimates and assumptions:**

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. Some of the significant accounting judgements and estimates are given below:

### **Defined benefit plans (gratuity benefits)**

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries. The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes.

### **Fair value measurement of financial instruments**

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the discounted cash flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. See Note 32 for further disclosures.

### **Property, plant and equipment**

Property, plant and equipment represent a significant proportion of the asset base of the Group. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Group assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets.



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

**Note 2(a) : Property, plant and equipment**

Particulars	Owned Building	Office Equipment	Vehicle	Furniture and Fixture	Computer	Total
Gross carrying amount						
Cost as at 1st April, 2020	69,567,101	6,105,344	7,607,224	17,037,712	5,775,704	106,093,085
Additions	-	5,490,925	9,112	1,979,208	1,606,906	9,086,151
Disposals	-	-230,469	-	-3,259,507	-	-3,489,976
Forex Conversion Adjustment	-	-	-	-	-	-
<b>Closing gross carrying amount</b>	<b>69,567,101</b>	<b>11,365,800</b>	<b>7,616,336</b>	<b>15,757,413</b>	<b>7,382,610</b>	<b>111,689,264</b>
<b>Accumulated depreciation</b>						
Accumulated depreciation as at 1st April, 2020	6,583,096	3,230,618	3,700,227	6,591,055	3,503,321	23,608,317
Depreciation charge during the year	3,054,244	1,259,154	1,174,308	2,488,650	1,199,686	9,176,042
Disposals	-	-152,023	-	-1,445,676	-	-1,597,699
<b>Closing Accumulated depreciation</b>	<b>9,637,340</b>	<b>4,337,750</b>	<b>4,874,535</b>	<b>7,634,029</b>	<b>4,703,007</b>	<b>31,186,660</b>
<b>Net carrying amount as at 31st March, 2021</b>	<b>59,929,761</b>	<b>7,028,050</b>	<b>2,741,801</b>	<b>8,123,384</b>	<b>2,679,603</b>	<b>80,502,604</b>

**Note 2(b) : Intangible Assets**

Particulars	Software	Total
Gross carrying amount		
Cost as at 1st April, 2020	-	-
Additions	250,000	250,000
Disposals	-	-
Forex Conversion Adjustment	-	-
<b>Closing gross carrying amount</b>	<b>250,000</b>	<b>250,000</b>
<b>Accumulated depreciation</b>		
Accumulated depreciation as at 1st April, 2020	-	-
Depreciation charge during the year	50,000	50,000
Disposals	-	-
<b>Closing Accumulated depreciation</b>	<b>50,000</b>	<b>50,000</b>
<b>Net carrying amount as at 31st March, 2021</b>	<b>200,000</b>	<b>200,000</b>

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

## Note 2(c) : Intangible under development

Particulars	Amount in ₹
Gross carrying amount	
Cost as at 1st April, 2020	1,314,500
Additions	-
Transfers	-
<b>Closing gross carrying amount</b>	<b>1,314,500</b>
<b>Net carrying amount as at 31st March, 2021</b>	<b>1,314,500</b>

## Note 3(a) : Investments in subsidiaries and associates

Particulars	31.03.2021		31.03.2020	
	Non-Current	Current	Non-Current	Current
<b>Investments in equity instruments</b>				
<b>Unquoted equity instruments</b>				
<u>In associate company as per Equity Method</u>				
45,000 Equity shares of ₹ 10 each in Seedeer (India) E-Commerce Pvt. Ltd.	463,871	-	1,139,168	-
	<b>463,871</b>	<b>-</b>	<b>1,139,168</b>	<b>-</b>

## Note 3(b) : Other Investments

Particulars	31.03.2021		31.03.2020	
	Non-Current	Current	Non-Current	Current
<b>Investments in debt instruments</b>				
<u>Investments in Bonds</u>				
a. Sovereign Gold Bond (Series 1) 50 units of Face Value ₹ 2951 each bearing 2.5% interest p.a. SGBMAY25	227,500	-	196,750	-
b. Sovereign Gold Bond (Series 2) 100 units of Face Value ₹ 2830 each bearing 2.5% interest p.a. SGBJUL25	452,000	-	392,700	-
<b>Total</b>	<b>679,500</b>	<b>-</b>	<b>589,450</b>	<b>-</b>

## Note 4 : Loans

Particulars	31.03.2021		31.03.2020	
	Non-Current	Current	Non-Current	Current
<b>Balances with Government</b>				
Unsecured, considered good	28,131,920	7,815,444	7,253,522	
<b>Security Deposit</b>				
Unsecured, considered good	9,569,251	-	8,164,668	-
<b>Loans to related parties</b>				
<u>Unsecured, considered good</u>				
Loans to subsidiaries, associate and joint venturers	1,075,973	-	2,877,618	-
<b>Loans to Others</b>				
Unsecured, considered good	-	5,704,003	-	5,026,504
<b>Total</b>	<b>38,777,144</b>	<b>13,519,447</b>	<b>18,295,808</b>	<b>5,026,504</b>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021**

**Note 5 : Other Financial Assets**

Particulars	31.03.2021		31.03.2020	
	Non-Current	Current	Non-Current	Current
<b>Total</b>	-	-	-	-

**Note 6 : Other Assets**

Particulars	31.03.2021		31.03.2020	
	Non-Current	Current	Non-Current	Current
MAT Credit	4,065,186	-	7,711,050	-
<b>Total</b>	<b>4,065,186</b>	<b>-</b>	<b>7,711,050</b>	<b>-</b>

**Note 7 : Income Taxes**

**a. Income Tax expense**

Particulars	31.03.2021	31.03.2020
<b>Current Tax</b>		
Current tax expense	9,034,195	17,502,612
Short provision of Previous Years	164,947	-
<b>Current tax expense</b>	<b>9,199,142</b>	<b>17,502,612</b>
<b>Deferred Tax</b>		
Increase in deferred tax assets	-1,806,173	-
Decrease in deferred tax assets	-	534,079
Decrease in deferred tax liabilities	-257,320	464,087
Increase in deferred tax liabilities	45,060	-13,109
<b>Total deferred tax expense (benefit)</b>	<b>-2,018,433</b>	<b>985,057</b>
<b>Total Income tax expenses</b>	<b>7,015,762</b>	<b>18,487,669</b>

**b. Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:**

Particulars	31.03.2021	31.03.2020
Profit before income tax expense	186,233	37,758,919
Tax rate (%)	27.82%	27.82%
Tax at the Indian Tax Rate	51,810	10,504,531
Tax effect of amounts which are not deductible (taxable) in calculating taxable income	13,020,688	6,998,081
Tax effect of amounts which are deductible in calculating taxable income	-4,203,251	-
Deferred Tax Expense	-2,018,433	985,057
Short provision of Previous Years	164,947	-
Others	-	-
<b>Income Tax Expense</b>	<b>7,015,762</b>	<b>18,487,669</b>

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

## c. Current tax assets / (liability)

Particulars	31.03.2021	31.03.2020
Opening income tax asset / (liability) at the beginning of the year / period	70,081,377	29,559,951
Income tax paid	35,717,803	50,631,738
Refund of Taxes	-13,547,135	
MAT Credit Utilised	3,794,670	7,392,300
Reclassified to balances with Government	-20,406,765	
Current income tax payable for the period / year	-9,034,195	-17,502,612
<b>Net current income tax asset / (liability) at the end of the year / period</b>	<b>66,605,755</b>	<b>70,081,377</b>
<b>Income tax asset</b>	<b>66,605,755</b>	<b>70,081,377</b>
<b>Income tax liability</b>		

## d. Deferred tax (liabilities) / assets (net)

Particulars	31.03.2021	31.03.2020
<b>Deferred income tax assets</b>		
Property, plant and equipment	-	-
Provisions	11,138,200	9,332,028
Financial Assets at Fair Value through OCI	-	-
Others	324,363	324,363
<b>Total deferred tax assets</b>	<b>11,462,563</b>	<b>9,656,391</b>
<b>Deferred income tax liabilities</b>		
Property, plant and equipment	641,646	873,947
Financial Assets at Fair Value through OCI	33,150	13,109
Financial Assets at Fair Value through Profit and Loss	-	-
Others	-	-
<b>Total deferred tax liabilities</b>	<b>674,796</b>	<b>887,056</b>
<b>Net Deferred tax (liabilities) / assets</b>	<b>10,787,767</b>	<b>8,769,335</b>
<b>Deferred tax assets</b>		
<b>Deferred tax liabilities</b>		

## e. Deferred tax assets

## Movements in deferred tax assets

Particulars	Property, plant and equipment	Provisions	Financial Assets at Fair Value through OCI	Others	Total
<b>At 1st April, 2020</b>	-	9,332,027	-	324,363	9,656,390
Charged / (Credited)					
- to profit and loss	-	1,047,581	-	-	1,047,581
- Others	-	-	-	-	-
- to other comprehensive income	-	758,592	-	-	758,592
<b>At 31st March, 2021</b>	-	11,138,200	-	324,363	11,462,563

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021**

**f. Deferred tax liabilities**

**Movements in deferred tax liabilities**

Particulars	Property, plant and equipment	Fianancial Assets at Fair Value through OCI	Fianancial Assets at Fair Value through profit and loss	Others	Others
<b>At 1st April, 2020</b>	<b>873,947</b>	<b>13,109</b>	-	-	<b>887,056</b>
Charged / (Credited)					
- to profit and loss	-232,301	-	-	-	<b>-232,301</b>
- Others	-	-	-	-	-
- to other comprehensive income	-	20,041	-	-	<b>20,041</b>
<b>At 31st March, 2021</b>	<b>641,646</b>	<b>33,150</b>	-	-	<b>674,796</b>

g. The Group has not recognised deferred tax assets in Oneworld Logistics Private Limited as there is no reasonable certainty of taxable profits

**Note 8 : Trade Receivables**

Particulars	31.03.2021	31.03.2020
<b>Outstanding for a period of over six months from the date they are due for payment</b>		
<b>Trade Receivable :-</b>		
a.Trade Receivables considered good - Secured	-	-
b.Trade Receivables which have significant increase in Credit Risk	1,165,933	1,165,933
c. Trade Receivables considered good - Unsecured	232,272,433	262,621,302
(-) Impairment allowance (allowance for bad and doubtful debts)	-1,165,933	-1,165,933
	<b>232,272,433</b>	<b>262,621,302</b>
<b>Other receivables</b>		
d. Trade Receivables considered good - Unsecured	549,518,746	866,876,216
Unsecured, which have significant increase in Credit Risk	-	-
(-) Impairment allowance (allowance for bad and doubtful debts)	-	-
	<b>549,518,746</b>	<b>866,876,216</b>
<b>Total</b>	<b>781,791,179</b>	<b>1,129,497,518</b>

**Note 9 : Cash and Cash Equivalent**

Particulars	31.03.2021	31.03.2020
Balances with banks : in current accounts	34,839,345	3,260,350
Cash on hand	227,928	549,520
<b>Total</b>	<b>35,067,273</b>	<b>3,809,870</b>

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

## Note 10 : Bank balances other than cash and cash equivalents

Particulars	31.03.2021	31.03.2020
Fixed deposits		
- with original maturity for more than 3 months but less than 12 months	-	-
- with original maturity of less than 12 months at the balance sheet date	4,329,605	2,657,723
<b>Total</b>	<b>4,329,605</b>	<b>2,657,723</b>

## Note 11(a) : Equity Share Capital

Particulars	31.03.2021	31.03.2020
<b>Authorised capital</b>		
1,50,00,000 Equity Shares of ₹ 10 each	150,000,000	150,000,000
<b>Issued, subscribed and paid up</b>		
1,43,06,000 Equity Share of ₹ 10 each	143,060,000	143,060,000

## i. Reconciliation of number of the equity shares outstanding at the beginning and at the end of the year

Particulars	As at 31st March, 2021		As at 31st March, 2020	
	No. of Shares	Amount in ₹	No. of Shares	Amount in ₹
<u>Equity Shares</u>				
At the beginning of the year	14,306,000	143,060,000	14,306,000	143,060,000
(+) Issued during the year	-	-	-	-
(-) Forfeited during the year	-	-	-	-
Outstanding at the end of the year	14,306,000	143,060,000	14,306,000	143,060,000

## ii. Details of shareholder holding more than 5% equity shares of the company

Name of Shareholder	As at 31st March, 2021		As at 31st March, 2020	
	No. of shares	% holding	No. of shares	% holding
Shrikant Nibandhe	1,244,000	8.70%	1,244,000	8.70%
Makarand Pradhan	2,492,000	17.42%	2,492,000	17.42%
Sanjiv Potnis	2,492,000	17.42%	2,492,000	17.42%
Leena Salvi	2,494,000	17.43%	2,494,000	17.43%
Sneha Nibandhe	997,000	6.97%	1,000,000	6.99%

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021**
**Note 11(b) : Other Equity**

Particulars	Reserve and Surplus							Non-controlling Interest	Total
	Securities Premium Reserve	Capital Reserve	Retained Earnings	Fair Value Through OCI Reserve	Foreign Currency Translation Reserve	Sharebased Payment Reserve	Total		
<b>Total Comprehensive Income as at 1st April 2020</b>	132,823,913	324,000	194,675,215	145,791	-15,436	-	327,953,483	1,098,844	329,052,327
Profit for the year	-	-	-8,630,689	-	-	391,343	-8,239,346	220,151	-8,019,195
Other comprehensive Income	-	-	-2,852,868	70,008	81,827	-	-2,701,033	-	-2,701,033
<b>Total Comprehensive Income as at 31st March 2021</b>	132,823,913	324,000	183,191,658	215,799	66,391	391,343	317,013,104	1,318,995	318,332,099

**Note 12 : Borrowings**

Particulars	31.03.2021		31.03.2020	
	Non-Current	Current	Non-Current	Current
<b>A. Secured Borrowings</b>				
- from Banks	41,617,933	189,800,328	123,017	214,080,159
- from Related Parties	-	-	-	-
- from Others	-	-	-	1,246,736
<b>A. Unsecured Borrowings</b>				
- from Banks	-	-	-	-
- from Related Parties	1,481,553	-	3,235,489	-
- from Others	-	-	-	-
<b>Total</b>	<b>43,099,486</b>	<b>189,800,328</b>	<b>3,358,506</b>	<b>215,326,895</b>

**Term Loans** from banks are secured against second charge on Book Debts and office premises. They carry an interest rate of Repo Rate +4% currently 8.25 %

**Cash Credit** are secured against Office Premises and Book Debts. They carry an interest rate of 3 Months MCLR + 1.5% currently 8.50%. The interest is calculated on a monthly basis on the amount utilized and are repayable on demand

**Vehicle loans** are secured against vehicles financed and carry an interest rate of 7.74 - 9.10%



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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

## Note 13 : Trade Payables

Particulars	31.03.2021		31.03.2020	
	Non-Current	Current	Non-Current	Current
Total outstanding dues of creditors other than micro enterprises and small enterprises	-	212,793,454	-	498,171,036
Total outstanding dues of micro enterprises and small enterprises	-	552,119	-	721,891
<b>Total</b>	-	<b>213,345,573</b>	-	<b>498,892,927</b>

## Note 14 : Provisions

Particulars	31.03.2021		31.03.2020	
	Non-Current	Current	Non-Current	Current
Provision for Employee Benefits	40,617,389	-	33,717,204	-
Provision for Expenses	-	60,923,174	-	61,875,174
<b>Total</b>	<b>40,617,389</b>	<b>60,923,174</b>	<b>33,717,204</b>	<b>61,875,174</b>

## Note 15 : Other Liabilities

Particulars	31.03.2021		31.03.2020	
	Non-Current	Current	Non-Current	Current
Audit Fees Payable	-	527,500	-	420,000
Statutory Payables	-	21,569,415	-	38,136,959
Other Liabilities	-	3,439,037	-	7,537,079
Advance From Customer		3,389,830		
<b>Total</b>	-	<b>28,925,782</b>	-	<b>46,094,038</b>

## Note 16 : Revenue from Operations

Particulars	31.03.2021	31.03.2020
<b>Sale of Service</b>		
Multimodal transport operations	2,777,416,289	3,869,282,123
Last mile delivery operations	371,465,209	126,440,826
<b>Total</b>	<b>3,148,881,498</b>	<b>3,995,722,949</b>

## Note 17 : Other Income

Particulars	31.03.2021	31.03.2020
Interest Income	2,438,230	217,503
Other Income	72,808	214,946
<b>Total</b>	<b>2,511,038</b>	<b>432,449</b>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021**

**Note 18 : Employee benefit expenses**

Particulars	31.03.2021	31.03.2020
Salaries, wages and bonus	191,261,217	203,964,387
Contribution to statutory funds	13,354,303	15,465,330
Staff welfare expenses	2,000,080	2,167,906
<b>Total</b>	<b>206,615,600</b>	<b>221,597,623</b>

**Note 19 : Finance cost**

Particulars	31.03.2021	31.03.2020
Interest expense	23,043,347	21,368,123
<b>Total</b>	<b>23,043,347</b>	<b>21,368,123</b>

**Note 20 : Depreciation and amortization expense**

Particulars	31.03.2021	31.03.2020
Depreciation	9,226,063	12,144,163
<b>Total</b>	<b>9,226,063</b>	<b>12,144,163</b>

**Note 21 : Other expenses**

Particulars	31.03.2021	31.03.2020
Multimodal expense	2,448,445,309	3,446,511,918
Handling Expenses	343,689,319	114,929,254
Advertising and Publicity	618,097	1,916,497
Business Promotion	2,689,868	6,667,042
Communication Expense	5,091,905	5,030,944
C S R EXPENSE	3,131,000	-
Conveyance and Travelling Expense	15,622,755	22,085,510
Electricity expense	2,365,621	4,423,654
Postage expense	985,512	1,767,497
Printing and stationery	2,141,038	2,874,256
Rent, rates and taxes	10,843,145	18,668,268
Repairs and maintenance charges	11,200,773	12,644,002
Other expenses	64,940,663	64,083,756
	<b>2,911,765,005</b>	<b>3,701,602,598</b>
<b>Payment to Auditor</b>		
<b>As auditors:</b>		
Audit fees	503,788	480,000
Tax audit fees	50,000	50,000
Audit of Conversion from Indian GAAP to Indian Accounting Standards	-	350,000
<b>In other capacities:</b>		
Taxation matters	-	-
Certification matters	2,500	18,000
Other services	-	-
	<b>556,288</b>	<b>898,000</b>
<b>Total</b>	<b>2,912,321,293</b>	<b>3,702,500,598</b>

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

## Note 22 : Earnings per share

Particulars	31.03.2021	31.03.2020
<b>Profit attributable to the equity holders of the company used in calculating basic earnings per share and diluted earnings per share</b>		
Profit for the period	-8,630,689	20,936,167
Weighted average number of equity shares used as the denominator in calculating basic and diluted earnings per share	14,306,000	14,306,000
Nominal value of shares	10	10
Earnings per equity share (basic and diluted)	-0.60	1.46
The Company does not have any outstanding dilutive potential equity shares. Consequently, the basic and diluted earning per share of the Company remain the same.		

## Note 23 : Earnings in Foreign Exchange

Particulars	31.03.2021	31.03.2020
Freight	237,235,085	214,663,097
Annual Meeting & Conference	-	-
<b>Total</b>	<b>237,235,085</b>	<b>214,663,097</b>

## Note 24 : Expenditure in Foreign Currency

Particulars	31.03.2021	31.03.2020
a. Freight	277,746,313	309,997,514
b. Insurance	3,534,430	4,290,558
c. Travelling	-	571,104
<b>Total</b>	<b>281,280,743</b>	<b>314,859,177</b>

## Note 25 : Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

Particulars	31.03.2021	31.03.2020
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	552,119	721,891
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv) The amount of interest due and payable for the year	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

### Note 26 : List of entities consolidated

a. The list of Subsidiary Companies, controlled by the group, which are included in the CFS is as under:

Sr. No.	Name	% equity interest	
		31.03.2021	31.03.2020
1	OneWorld Logistics Private Limited	100.00%	100.00%
2	CP World Logistics India Private Limited	99.99%	99.99%
3	Total Transport Systems Private Limited, Nepal	64.00%	64.00%

b. The list of Associate Companies, significantly influenced (directly or indirect) by the Group, considered in the CFS is as under:

Sr. No.	Name	Method of Accounting	% equity interest	
			31.03.2021	31.03.2020
1	Seedeer (India) E-Commerce Private Limited	Equity Method	30.00%	30.00%

### Note 27 : Related Party disclosures

#### a. Name of related parties

##### i. Related parties where control exists:

###### Subsidiaries

CP World Logistics India Private Limited  
OneWorld Logistics Private Limited  
Total Transport Systems Private Limited, Nepal

##### ii. Other related parties:

###### Associates

Seedeer (India) E-Commerce Private Limited

##### iii. Entities over which key managerial personnel or their relatives exercise significant influence:

###### Common Director

Total Cargoport India Private Limited  
Jag Software Solution Private Limited  
WSA SHPG Bombay Private Limited  
CLA Express Private Limited

##### iv. Key managerial personnel:

<u>Name</u>	<u>Designation</u>
Mr Makrand Pradhan	Managing Director / Promoter
Mr Sanjiv Potnis	Director / Promoter
Mr Shrikant Nibandhe	CFO / Director / Promoter
Mrs. Leena Salvi	Director
Mr Jay Nibandhe	Relative of Director
Ms. Gauri Nibandhe	Relative of Director
Mr Yash Salvi	Relative of Director
Mr Siddharth Potnis	Relative of Director
Ms Sanjana Potnis	Relative of Director
Mrs Simran Potnis	Relative of Director

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

## b. ii. Summary of balances with related parties:

Particulars	Subsidiaries		Associates		Entities over which key managerial personnel or their relatives exercise significant influence		Key Managerial Personnel (KMP) and their relatives		Total	
	31.03.2021	31.03.2020	31.03.2021	31.03.2020	31.03.2021	31.03.2020	31.03.2021	31.03.2020	31.03.2021	31.03.2020
Loans	-	-	-	-	-	-	1,481,553	3,235,489	1,481,553	3,235,489
TDS	-	-	-	-	-	38,232	-	-	-	38,232
Trade receivables	-	-	1,075,973	2,877,618	-	-	-	-	1,075,973	2,877,618
Trade payables	-	-	-	-	1,982,768	2,021,000	-	-	1,982,768	2,021,000

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021**

**c. details of related party transactions during the year ended 31st March, 2021:**

<b>Related party transaction summary</b>	<b>31.03.2021</b>	<b>31.03.2020</b>
<b><u>Salary</u></b>		
Mr Sanjiv Potnis	4,600,000	6,183,522
Mr Makarand Pradhan	4,600,000	5,751,789
Mr Shrikant Nibandhe	4,600,000	6,000,000
Mr Jay Nibandhe	620,776	300,000
Ms. Gauri Nibandhe	310,696	150,000
Mrs. Leena Salvi	1,649,136	2,100,000
Mr Yash Salvi	1,408,459	1,389,510
Mr Siddharth Potnis	674,199	568,986
Ms Sanjana Potnis	496,621	240,000
	<b>18,959,887</b>	<b>22,683,807</b>
<b><u>Professional Fees</u></b>		
Mrs Simran Potnis	920,000	360,000
<b><u>Sitting Fees</u></b>		
Sunil Kshirsagar	100,000	110,000
Abhishek Talwar	100,000	110,000
Leena Salvi	40,000	50,000
Sneha Nibandhe	-	20,000
Vrinda Pradhan	-	20,000
	<b>240,000</b>	<b>310,000</b>
<b><u>Support charges</u></b>		
Seedeer (India) E-Commerce Private Limited	834,276	495,659
<b><u>Rent</u></b>		
WSA SHPG Bombay Private Limited	-	382,320
<b><u>Debtors</u></b>		
WSA SHPG Bombay Private Limited	-	38,232
Seedeer (India) E-Commerce Private Limited	1,075,973	2,877,618
	<b>1,075,973</b>	<b>2,915,850</b>
<b><u>Creditors</u></b>		
WSA SHPG Bombay Private Limited	1,982,768	2,021,000
	<b>1,982,768</b>	<b>2,021,000</b>
<b><u>Loan From</u></b>		
Mr Shrikant Nibandhe	27,084	46,108
Mr Sanjiv Potnis	77,818	77,818
Mrs. Leena Salvi	1,376,651	3,111,563
	<b>1,481,553</b>	<b>3,235,489</b>

As the future liability for gratuity and leave encashment is provided on an actutrial basis for the group as a whole, the amount pertaining to the KMP and their relatives is not ascertainable and therefore not included above.

The transaction with related parties are made on terms equivalent to those that prevail in arms length transactions. This assessment is undertaken each financial year through examining the financial possition of the related party and the market in which related party operates. Outstanding balances at the year end are un-secured, interest free and settlement occurs in cash.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

## Note 28 : Net employment defined benefit liabilities

## a. Defined Contributions Plans

For the holding company and the subsidiaries an amount of ₹ 65,43,435 (31st March, 2020: ₹ 1,09,89,732) contributed to provident funds, ESIC and other funds is recognised by as an expense and included in "Contribution to Provident & Other Funds" under "Employee benefits expense" in the Consolidated Statement of Profit and Loss.

## b. Defined Benefits Plans

As per the Payment of Gratuity Act, 1972, the Holding Company and its Subsidiaries have a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on resignation or retirement at 15 days salary (last drawn salary) for each completed year of service.

The following table's summaries the components of net benefit expense recognised in the Consolidated Statement of Profit and Loss and the funded status and amounts recognised in the balance sheet for the respective Companies.

Particulars	31.03.2021	31.03.2020
<b>I. Consolidated Statement of profit and loss - Net employee benefit expense recognised in employee cost</b>		
Current service cost	2,954,359	2,412,977
Past service cost (vested benefits) recognised during the year	-	-
Interest cost on defined benefit obligation	2,315,836	2,062,621
Net actuarial loss to be recognised	-	-
<b>Net benefits expenses recognised in the Statement of Profit and Loss</b>	<b>5,270,195</b>	<b>4,475,598</b>
<b>II. Balance Sheet - Details of provision and fair value of plan assets</b>		
Benefit obligation	-40,617,389	-33,717,204
Fair value of plan assets	-	-
<b>Net Liability recognised in the Balance Sheet</b>	<b>-40,617,389</b>	<b>-33,717,204</b>
<b>III. Change in the present value of the defined benefit obligation are as follows:</b>		
Opening defined benefits obligations	33,717,204	26,580,162
Interest cost	2,315,836	2,062,621
Current service cost	2,954,359	2,412,977
Past service cost	-	-
Benefits paid	-1,981,471	-1,944,783
Acquisitions / Divestiture	-	-
<b>OCI</b>		
Actuarial changes arising from changes in demographic assumptions	1,653,480	-
Actuarial changes arising from changes in financial assumptions	1,505,370	1,274,275
Actuarial changes arising from changes in experience assumptions	452,611	3,331,952
<b>Liability at the end of the year</b>	<b>40,617,389</b>	<b>33,717,204</b>
<b>IV. Change in Fair Value of Plan Assets</b>		
Opening fair value of plan assets	-	-
Interest income on plan assets	-	-
Contributions by employer	-	-
Benefits paid	-	-
Acquisitions / Divestiture	-	-
Actuarial gain / (loss) on plan assets	-	-
<b>Fair Value of Plan Assets at the end of the year</b>	<b>-</b>	<b>-</b>
<b>V. Total Cost recognised in Comprehensive Income</b>		
Cost recognised in P&L	5,270,195	4,475,598
Remeasurement effects recognised in OCI	3,611,461	4,606,227
	<b>8,881,656</b>	<b>9,081,825</b>
<b>VI. Investment details of Plan Assets</b>		
<b>Total Plan Assets</b>	<b>-</b>	<b>-</b>



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

### Maturity profile of defined benefit obligation:

Particulars	31.03.2021	31.03.2020
Year 1	3,612,900	2,364,297
Year 2	3,755,446	2,098,677
Year 3	3,476,743	2,298,265
Year 4	3,549,547	2,157,516
Year 5	3,288,711	2,406,333
Year 6 to 10	16,341,005	12,723,960
Sum of years 11 and above	37,184,278	49,290,517

### The principal assumptions used in determining gratuity obligations for the plans of the Company are as follows:

Particulars	31.03.2021	31.03.2020
Discount rate	6.72%	7.16%
Salary escalation	0 - 10%	0 - 10%
Rate of Employee Turnover	5 - 10%	5 - 10%
Mortality Rate during Employment	Indian Assured Lives Mortality (2006-08)	

### A quantitative sensitivity analysis for the significant assumptions as at 31st March, 2021

Defined benefit obligation	31.03.2021	31.03.2020
Delta effect of +1% change in the rate of discounting	-2,772,915	-2,884,833
Delta effect of -1% change in the rate of discounting	3,163,911	3,355,885
Delta effect of +1% change in the rate of salary increase	2,901,466	3,103,166
Delta effect of -1% change in the rate of salary increase	-2,590,604	-2,462,573
Delta effect of +1% change in employee turnover rate	309,953	593,082
Delta effect of -1% change in employee turnover rate	-346,102	-664,948

The Indian Parliament has approved the Code on Social Security, 2020 impacting employee remuneration and welfare benefits. The effective date from which the changes are applicable is yet to be notified. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020, and has invited suggestions from stakeholders which are under consideration by the Ministry. However, the date on which the Code will come into effect has not been notified. The Company will assess the financial impact, if any, of the Code when it becomes effective and will record necessary adjustments in the financial statements.

### Note 29 : Leases

Rental charges stated below either pertain to short term lease or low value assets and hence not consider for Right of Use Assets.

Lease Obligations	31.03.2021	31.03.2020
	<b>Minimum Lease Payments</b>	<b>Minimum Lease Payments</b>
Rent Paid	21,065,406	8,979,030
<b>Total minimum lease commitment</b>	<b>21,065,406</b>	<b>8,979,030</b>

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

## Note 30:- Disclosure of Share Based Payments

## OneWorld Logistics Private Limited

## a) Scheme Details :

During the year, the Company has approved at its Extra-ordinary General Meeting, Stock Option Schemes i.e ONEWORLD LOGISTICS EMPLOYEES STOCK OPTION PLAN, 2020 under which options have been granted at exercise price to be vested from time to time on basis of eligibility criteria.

<u>Financial Year (Year of Grant)</u>	<u>Number of Options Outstanding</u>	<u>Financial Year's of Vesting</u>	<u>Exercise Price</u>	<u>Range of Fair Value's at Grant Date</u>
	<u>As at 31st March 2021</u>			
Oneworld Logistics ESOP 2020 - Details of Options granted but not vested as on 31st March 2021	5263	F.Y 2021-22 to F.Y 2023-24	Rs. 2082.15	490.99 - 815.13

## b) Compensation Expenses arising on account of the Share Based Payments :

<u>Description</u>	<u>Year ended 31st March 2021</u>
Expenses arising from Equity Settled Share-Based Payment Transactions	Rs. 3,91,343

## c) Fair Value on the grant date :

The fair value at grant date is determined using "Black Scholes Model" which takes into account the exercise price, term of the option, share price at grant date and expected price volatility of the underlying shares, expected dividend yield and the risk free interest rate for the term of the option.

<u>Description</u>	<u>Option-1</u>	<u>Option-2</u>	<u>Option-3</u>
Spot price	2,250.00	2,250.00	2,250.00
Exercise Price	2,082.15	2,082.15	2,082.15
Risk free rate	5.399%	5.399%	5.399%
Dividend Yield (Stocks)	0.00%	0.00%	0.00%
Annual Volatility (std devn) of the spot logarithmic return	40.0%	40.0%	40.0%
Time to maturity of the option (in years)	1.00	2.00	3.00
	0.53	0.61	0.69
	0.13	0.05	-0.00
<b>Fair Value of Option</b>	<b>490.99</b>	<b>672.86</b>	<b>815.13</b>

## d) Movement in Share Options during the year :

No movement in Share Options during the financial year.

<u>Particulars</u>	<u>As at 31st March 2021</u>	
	<u>Number of share options</u>	<u>Weighted Average Exercise Price</u>
Balance at the beginning of the year	-	-
Granted during the year	5,263.00	2,082.15
Exercised during the year	-	-
Expired / Lapsed during the year	-	-
Balance at the end of the year	5,263.00	-

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

### Share Based Payments :-

Equity-settled share based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. Details regarding instruments at the grant date. Details regarding the determination of the fair value of equitysettled share based payments transactions are set out in Note 25.c) The fair value determined at the grant date of the equity-settled share based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in Consolidated Statement of Profit and Loss such that the cumulative expenses reflects the revised estimate, with a corresponding adjustment to the Share Based Payments Reserve. The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

### Note 31 : Contingent liabilities and commitments

Particulars	31.03.2021	31.03.2020
<b>Contingent liabilities</b>		
a. Disputed liabilities		
- Income Tax	5,322,974	5,322,974
- Service Tax	112,753,445	68,052,652
<b>Total</b>	<b>118,076,419</b>	<b>73,375,626</b>
b. Bank Guarantees	2,830,000	1,830,000
c. Commitments	-	-

# The Holding Company's income was assessed by the income tax department for the AY 2017-18 and a liability of Rs. 53,22,974/- was demanded. The Holding Company has filed an appeal against the assessment order with the Income Tax Commissioner (Appeals) within the stipulated time. The Holding Company's refund for AY 2019-20 from the Income Tax Department was adjusted against the demand order. This adjustment forms part of balances receivable from the government (Refer Note 4). The Holding Company has reviewed the demand and does not expect an unfavourable outcome.

### Note 32 : Fair Value hierarchy

The following table provides the fair value measurement hierarchy of the Group's financial assets and liabilities.

#### a. Quantitative disclosures fair value measurement hierarchy as at 31st March, 2021:

Particulars	Quoted Price in active market (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
<b>FVTPL financial investments</b>				
- Quoted Bonds (SGB)	679,500	-	-	679,500
<b>Total financial assets valued at fair value</b>	<b>679,500</b>	<b>-</b>	<b>-</b>	<b>679,500</b>
<b>Liabilities measured at fair value</b>				
<b>Total financial liabilities valued at fair value</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

#### b. Quantitative disclosures fair value measurement hierarchy as at 31st March, 2020:

Particulars	Quoted Price in active market (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
<b>FVTPL financial investments</b>				
- Quoted Bonds (SGB)	589,450	-	-	589,450
<b>Total financial assets valued at fair value</b>	<b>589,450</b>	<b>-</b>	<b>-</b>	<b>589,450</b>
<b>Liabilities measured at fair value</b>				
<b>Total financial liabilities valued at fair value</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

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### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

The management assessed that cash and cash equivalents, trade receivables, trade payable, short term borrowings, bank overdrafts and other current liabilities approximate their carrying amounts largely due to the short term maturities of these instruments and are thus measured at amortized cost.

#### Note 33 : Financial Risk Management

The Group's principal financial liabilities, comprises of loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Group's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations. The Group also hold investments in bonds.

The Group is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

#### A. Management of Market Risk

"The Group's size and operations result in it being exposed to the following market risks that arise from its use of financial instruments:

- a. interest rate risk
- b. currency risk

The above risks may affect the Group's income or the value of its financial instruments. The objective of the Group's management of market risk is to maintain this risk within acceptable parameters, while optimising returns. The Group's exposure to, and management of, these risks is explained below.

#### a. Interest Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates. The following table provides a break-up of the Company's fixed and floating rate borrowings

Particulars	31-Mar-21	31-Mar-20
Floating	2,312.95	2,136.02
Fixed	16.05	50.84

#### Interest Rate Sensitivity

For the year ended 31 March 2021 and 31 March 2020, every 1% depreciation / appreciation in the interest rate for floating borrowings, would have affected the Company's incremental operating margins approximately as stated below

(Rs in lakhs)		
Particulars	31-Mar-21	31-Mar-20
Current Finance Cost	230.43	213.68
Delta effect of (-/+) 1% change in the rate of interest	21.95	18.40

#### b. Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when revenue or expense is denominated in a foreign currency)

#### Unhedged foreign currency exposures

As at balance sheet date, the Company's net foreign currency exposure (receivable) that is not hedged is Rs. 677.61 lakhs (31 March 2020: Rs. 1,703.73 lakhs).

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

### Foreign currency sensitivity

For the year ended 31 March 2021 and 31 March 2020, every 5% depreciation / appreciation in the exchange rate between the Indian rupee and U.S. dollar, would have affected the Company's incremental operating margins by approximately amounts as shown below. The Company's exposure to foreign currency changes for all other currencies is not material.

Particulars	(Rs in lakhs)	
	31-Mar-21	31-Mar-20
Delta effect of (+) 5% change in the rate of USD on realised gains/losses (Net)	-28.28	-66.90
Delta effect of (-) 5% change in the rate of USD on realised gains/losses (Net)	27.29	68.27
Delta effect of (+)5% change in the rate of USD on unrealised gains/losses (Net)	-102.75	167.39
Delta effect of (-)5% change in the rate of USD on unrealised gains/losses (Net)	-157.49	-10.83

### B. Management of Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its investing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

#### Trade receivable

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored. The Company has diversified customer base considering the nature and type of business.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 7. The Company does not hold collateral as security. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

### C. Management of Liquidity Risk

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, and bank loans. 81% of the Company's borrowing will mature in less than one year at 31 March 2021 (31 March 2020: 98%) based on the carrying value of borrowings reflected in the financial statements. The Company assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Company has the ability to rollover debt maturing within 12 months with existing lenders.

The table below provides details regarding the contractual maturities of significant financial liabilities as at 31 March 2021.

(Rs in lakhs)

Year Ended	On Demand	Less than 1 Year	More than 1 year
Borrowings	-	1,898.00	430.99
Trade Payables	-	2,133.46	-
<b>Total</b>	-	<b>4,031.46</b>	<b>430.99</b>

The table below provides details regarding the contractual maturities of significant financial liabilities as at 31 March 2020

(Rs in lakhs)

Year Ended	On Demand	Less than 1 Year	More than 1 year
Borrowings	-	2,153.27	33.59
Trade Payables	-	4,988.93	-
<b>Total</b>	-	<b>7,142.20</b>	<b>33.59</b>

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

**D. Capital Management**

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company aims to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to our shareholders. The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

**Note 34: Corporate social responsibility**

As per section 135 of the Act, a CSR committee has been formed by the Company.

**a. Gross amount required to be spent by the Company during the year: Rs. 19,11,562/-****b. The areas of CSR activities and contributions made thereto are as follows:**

Particulars	31.03.2021	31.03.2020
(i) Construction / acquiring of any asset		
(ii) Contribution to PM Care Fund	21,000	-
(iii) Contribution for Donation to Angel Express	110,000	-
(iv) Contribution for Donation to Vasant Smruti	3,000,000	-
	<b>3,131,000</b>	<b>-</b>

In view of the global Pandemic i.e. COVID-19, the Company faced the delay in the recovery of the receivables in the last quarter of the FY 2019-2020 coupled with the low business volumes. Due to this, the Company faced a situation of liquidity constraints in its Business Operations and could not spend the required amount on CSR.

**Note 35 : Segment Reporting**

For management purpose, the group is organised into business units based on the nature of services rendered, the different risks and returns and the internal business reporting system. The following are the two reportable segments:

a) Multimodal transport operations, which involves non-vessel owing common carrier operations related to less than container load consolidation and full container load forwarding activities in India and across the globe.

b) Last mile delivery operations, which includes delivery of parcels as per the requirements of the principal

The Board of Directors of the Group monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance is evaluated based on profit and loss and is measured consistently with profit and loss in CFS.

Segment revenue is measured in the same way as in the statement of profit or loss. Revenue and expenses which relate to the enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as Unallocable. Transactions between segments are eliminated on consolidation.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021**

Year ended 31st March, 2021	31st March 2021			31st March 2020		
Particulars	Multimodal transport operations	Last mile delivery operations	Total	Multimodal transport operations	Last mile delivery operations	Total
External Revenue from Operations	2,777,416,289	371,465,209	3,148,881,498	3,866,060,319	126,440,826.00	3,992,501,145
Inter Segment Revenue from Operations	-	-	-	3,221,804	-	3,221,804
Revenue from Operations	2,777,416,289	371,465,209	3,148,881,498	3,869,282,123	126,440,826	3,995,722,949
External Revenue	18,051,084	-25,784,116	-7,733,032	38,272,230	-16,340,838	21,931,392
Inter Segment Revenue	-	-	-	3,221,804	-3,221,804	-
Segment Revenue	18,051,084	-25,784,116	-7,733,032	41,494,034	-19,562,642	21,931,392
Profit before share of profit from associates, joint venture & tax	-	-	-7,733,032	-	-	21,931,392
(+) share of profit from associates, joint venture	-	-	-677,511	-	-	-785,972
Profit for the year	-	-	-8,410,543	-	-	21,145,420
Non cash items						
Depreciation and amortisation expenses	9,226,063	-	9,226,063	12,144,163	-	12,144,163
Non cash expenses other than depreciation and amortisation	2,931,903	356,821	3,288,724	2,339,684	172,892	2,512,576
Segment Assets	975,267,058	62,836,768	1,038,103,826	1,312,602,143	18,774,928	1,331,377,071
Segment Liabilities	458,561,671	118,150,061	576,711,732	810,608,964	48,655,780	859,264,744
Segment Net increase in cash and cash equivalents during the year	53,144,230	3,217,508	56,361,738	104,178	-74,916,655	-74,812,477
Additions to non-current assets ^	1,519,034	7,817,117	9,336,151	1,500,600	-	1,500,600

<sup>^</sup> Capital Expenditure consists of addition of property, plant and equipment, intangible assets and investment properties including assets from the acquisition of subsidiaries/subsidiaries.



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The Parent company is domiciled in India. The amount of Group revenue from external customers broken down by location of customers.

<b>Particulars</b>	<b>31st March 2021</b>	<b>31st March 2020</b>
<b>Segment Revenue</b>		
India	-629,142	37,963,630
Outside India	815,375	581,261
<b>Total</b>	<b>186,233</b>	<b>38,544,891</b>
<b>Segment Assets *</b>		
India	81,820,666	83,620,744
Outside India	196,438	178,524
<b>Total</b>	<b>82,017,104</b>	<b>83,799,268</b>

\* Non-current assets for this purpose consist of property, plant and equipment, investment properties and intangible assets.

**Note 36 : Additional Information to be disclosed as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as subsidiaries / associates / jointly controlled entities (before elimination of inter group transaction):**

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