



BOARD'S REPORT

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

FINANCIAL SUMMARY AND OPERATIONAL HIGHLIGHTS

(Amount in Rs.)

PARTICULARS	STANDALONE		CONSOLIDATED	
	2019-20	2018-19	2019-20	2018-19
Turnover	3,225,528,520	2,480,819,720	3,995,722,949	2,561,941,082
Other Income	325,042	1,017,876	432,449	1,073,816
Profit Before Depreciation, Interest and Tax (PBDIT)	87,280,058	143,692,649	72,057,177	135,035,045
Finance Cost	20,872,532	16,821,552	21,368,123	16,821,552
Depreciation and amortization expense	12,089,757	12,144,680	12,144,163	12,216,510
Profit Before Tax	54,317,769	114,726,417	38,544,891	105,996,983
Share of (profit)/loss from investment in associate	-	-	(785,972)	(24,860)
Tax Expenses:				
Current Tax	16,605,029	35,346,850	17,502,612	35,472,342
Deferred Tax	(889,113)	(1,526,259)	(8,89,113)	(1,526,259)
Profit after Tax	38,601,853	80,905,826	21,145,420	72,026,040
Minority Interest	-	-	209,253	210,171
Profit/(Loss) for the period	38,601,853	80,905,826	20,936,167	71,815,869
Net other comprehensive income not be reclassified to profit or loss in subsequent periods	(4,497,175)	4,094,271	(4,497,175)	4,094,271
Net other comprehensive income to be reclassified to profit or loss in subsequent periods	133,371	27,873	113,294	34,212
Other Comprehensive Income for the year, net of tax	(4,363,804)	4,122,144	(4,383,881)	4,128,483
Total Comprehensive Income for the period	34,238,049	85,027,970	16,552,286	75,944,352

1. COMPANY'S PERFORMANCE REVIEW:

The Company continues to see marginal growth in its overall performance in the financial year 2019-20. 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, 2020, the Company's total Revenue from operations is Rs. 3,225,853,562/- as against Rs.2,481,837,596/- in the corresponding previous Financial Year ended March 31, 2019.
- The Profit after tax (PAT) for the Financial Year ended March 31, 2020 is Rs. 38,601,853 as against Profit of Rs. 80,905,826/- in the corresponding previous Financial Year ended March 31, 2019.

ii. **Consolidated Financial Highlights**

- During the Financial Year ended March 31, 2020, the Company's total Revenue from operations is Rs.3,996,155,398 as against Rs. 2,563,014,898/- in the corresponding previous Financial Year ended March 31, 2019.
- The Profit after tax (PAT) for the Financial Year ended March 31, 2020 is Rs.21,145,420 as against Profit of Rs. 72,026,040/-in the corresponding previous Financial Year ended March 31, 2019.

2. 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 2019-20.

Annual Report -2019-2020

3. RESERVES

The Company has closing balance of Rs.354,520,130 (Rupees thirty five crores forty five lakhs twenty thousand and one hundred thirty only) as Reserve and Surplus as on March 31, 2020. 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	221,550,426
3.	Fair value through OCI Reserve	145,791
	TOTAL	354,520,130

4. 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.

5. IMPACT OF COVID-19 PANDEMIC ON BUSINESS:

The COVID-19 pandemic has posed unprecedented challenges all over the world. All societies, industries and businesses are impacted, and Total is no exemption. While almost all of the operating sites were under lockdown mode during the national lockdown phase, the units catering to essential commodities across Fast Moving Consumer Goods ("FMCG"), Pharmaceutical and E-Commerce sectors continued operations under the Essentials Commodities Act, 1955. Accordingly, the Company continued to service. We have ensured all the safety and sanitization measures across our service locations and are following increased protocols to ensure all involved are safe and secure. We are gradually ramping up capacities across business verticals, on a daily basis. Our head office in Mumbai and all other offices spread across the country remained closed following directives from the respective Governments. We had initiated Work from Home since mid-March and have ensured normalcy in daily operations with remote working. With reference to Advisory on disclosure of material impact of COVID-19 pandemic on listed entities under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/84 dated May 20, 2020. Your company has provided disclosure to the Exchange dated 11th June, 2020.

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

As a path ahead, Board of Directors of the Company in their meeting held on 27th September, 2019 has passed the resolution for migration of the Company from NSE Emerge Platform to NSE Main Board and shareholders accorded their approval for the same through postal ballot.

Further, Company has filed application for obtaining In – Principle approval for Migration and Company has received in principle approval for migration of trading for equity shares of the Company from NSE Emerge (SME Platform of NSE) to the Main Board of NSE dated December 20, 2019

On 13th August, 2020 Company has filed an application for obtaining final Approval for migration and vide letter dated August 26, 2020, Company has received Listing and Trading Approval for Trading of Securities of Company on Main Board of NSE with effect from August 28, 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, 2020, 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, 2020 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.

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 VII**.

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 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:

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 Main object of the Company is:

- (a) To carry on the business of shipping forwarding and cleaning logistics warehousing, transportation and to trade in and/or with marine and/or freight containers other equipment of all description in connection with movement of goods and materials in India and/or in any part of the world and all other allied activities.
- (b) To act as agents/consultants, appoint agent/sub-agents, load, unload, stuff, de-stuff, handle, inspect certify, water-house, transport Marine containers and other equipment of all descriptions, in connection with movement of goods and materials.

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.

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 Main object of the Company is:

- (a) To carry on the business of Freight forwarders, Air, Road and Shipping Agents, Multi- modal Transport Operator, Logistics Provider, Clearing and Forwarding Agent, Ship Management, and Shipping Intermediates in any part of India or abroad, and to render all types of services require for loading and unloading of goods, customs clearance, transport and other personal services required by Shipping Lines, Container Leasing Companies, Road Transport Operators and Air Lines.
- (b) To carry on the business of movement of goods from a transportation hub to the final delivery destination known as Last mile delivery business.

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

Annual Report -2019-2020

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.

iv. 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 Main object of the Company is:

- (a) To deals in the activities of world - wide E-Commerce services, trading and technology, warehouse management, physical distribution of goods, IT dedicated instruments, to provide global supply chain solution and trading related to all the aspect linked to the E-Commerce.
- (b) To carry on the business of developing, handling, selling and managing global brand name Seedeer locally in India.

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

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 - V**, 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 31st March, 2020 are as below:

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

ii. During the current financial year 2020-2021:

- Mr. Makarand Prabhakar Pradhan and Mr. Shrikant Damodar Nibandhe who were appointed as Additional Directors (Category: Executive Director) in the meeting of Board of Directors held on May 23, 2019 have been regularized with effect from 29th August, 2019.
- Ms. Vrinda Makarand Pradhan and Sneha Shrikant Nibandhe have resigned from their position as Non-Executive Directors of the Company w.e.f. May 23, 2019.
- Mr. Makarand Prabhakar Pradhan has resigned from the post of CEO with effect from May 23, 2019.
- During the year under review Mr. Makarand Prabhakar Pradhan (DIN: 00102413) has been appointed as Managing Director of the Company.

iii. 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. Sanjiv Arvind Potnis (DIN: 00102090) , retires by rotation and being eligible, offers himself for re-appointment.



The Board of Directors of the Company recommends the appointment of Mr. Sanjiv Arvind Potnis to the Shareholders for their consideration at the 25th Annual General Meeting in the interest of the Company. The brief resume and other details relating to Mr. Sanjiv Arvind Potnis 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 25th Annual General Meeting of the Company.

iv. 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.

v. Disqualification of Directors:

During the financial year 2019-2020 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, 2020, the Board has constituted Four (4) Committees viz; Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee and Corporate Social Responsibility Committee.

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 May 23, 2019, July 26, 2019, September 27 and November 14, 2019

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. 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.

During the Financial Year ended March 31, 2020, meeting of Nomination & Remuneration Committee were held on May 23, 2019.

Annual Report -2019-2020

The Composition of the Nomination and Remuneration Committee and the attendance of the Members at the meeting held during the Financial Year 2019-20 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, 2020, the meeting of Stakeholder Relationship Committee was held on May 23, 2019, July 26, 2019, September 27 and November 14, 2019

The composition of the Stakeholders' Relationship Committee and the attendance of the members at the meetings held during the Financial Year 2019-20 are as under:

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

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 2019-20.

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 27th August 2018.

The composition of the CSR Committee and the attendance of the members at the meetings held during the Financial Year 2019-20 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, 2020, the Corporate Social Responsibility Committee met once on 14th November 2019.



14. BOARD AND COMMITTEE MEETINGS

• **Number Of Board Meetings**

During the year under review the Board of Directors met 5 (Five) times on May 23, 2019, July 26, 2019, September 27, November 14, 2019 and March 10, 2020 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

• **Number of Committee Meetings**

The Audit Committee met Four (4) times during the Financial Year ended March 31, 2020. The Stakeholder Relationship Committee met Five (4) times during the Financial Year ended March 31, 2020. The Nomination & Remuneration Committee met One (1) time during the Financial Year ended March 31, 2020. 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, 2020, the Independent Directors held a separate meeting on 23rd May, 2019 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. 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.

16. 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.

Annual Report -2019-2020

17. 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.

a. The Steps taken by Company for utilizing alternate source of energy: Nil

b. 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	2019-20	2018-19
Foreign exchange earnings in terms of actual inflows	214,294,243	185,147,802
Foreign exchange expenditure in terms of actual outflows	291,441,304	327,086,918

18. EXTRACT OF THE ANNUAL RETURN

As per the requirements of section 92 (3) of the Companies Act, 2013 and Rules framed thereunder, the extract of the Annual Return for the Financial Year ended March 31, 2020 is given in **Annexure II** in the prescribed **Form MGT-9**, which forms part of this Report.

19. 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 2019-20 is presented as **Annexure I** to this Report.

20. 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.tspl.in. During the year, the Company was required to spent an amount of Rs.19,42,509/- (Rupees Nineteen Lakhs Forty Two Thousand Five Hundred and Nine Only) on CSR activities. However, the Company could not spend as it was facing the situation of liquidity constraints in its Business Operations. The Annual Report on CSR activities, in terms of Section 135 of the Companies Act, 2013 ('Act'), is annexed to this report as **Annexure IX** to this Report.



21. COMPLIANCES OF SECRETARIAL STANDARDS

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

22. 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.

23. 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 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 VI** 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.

24. 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 III**.

25. AUDITORS

(a) Statutory Auditor

As per the provisions of Section 139 of the Act, M/s. D.B. Ketkar & Co, Chartered Accountants (ICAI Firm Registration No. 105007W), were appointed as Statutory Auditors of your Company at the 22nd AGM held on July 24, 2017, to hold office until the conclusion of the 27th AGM. However, vide their letter dated November 12, 2020 have expressed their inability to continue as Statutory Auditors of your Company. The Board thus recommends appointment of M/s. S C M K & Co LLP, Chartered Accountants (Registration No. W100662) as Statutory Auditors of your Company in place of M/s. D.B. Ketkar & Co.

The Board of Directors of the Company at its meeting held on November 12, 2020 have appointed M/s. S C M K & Co LLP, Chartered Accountants (Registration No. W100662), subject to approval of shareholders at ensuing Annual General Meeting, to hold office from the conclusion of 25th Annual General Meeting till the conclusion of 30th Annual General Meeting.

The Board recommends to the members of the Company approval of appointment of M/s. S C M K & Co LLP, Chartered Accountants (Registration No. W100662) as the Statutory Auditors of the Company.

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 2019-20.

Secretarial Audit Report in **Form MR-3** issued by the Secretarial Auditor of the Company for the Financial Year ended on March 31, 2020 is attached to the Director's Report as **Annexure- IV**. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

Annual Report -2019-2020

(c) 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 2019-20.

26. 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.

27. 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.

28. 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 under the head investor section.

29. FRAUD REPORTING

There were no frauds disclosed during the Financial Year.

30. 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.

31. 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 under the tab investors.

32. 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.

33. 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, 2020, there were total 315 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.

34. WEBSITE

The Company has a website addressed as 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.

35. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS

The Company's policy on Directors' appointment including criteria for determining qualifications, positive attributes and independence of a Director as well as policy relating to Remuneration of Key Managerial Personnel and other employees and other matters as provided in Section 178(3) of the Act, is appended as an **Annexure VIII** to this Report.

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.

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 2019-2020.

- 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. CIRCULATION OF ANNUAL REPORTS IN ELECTRONIC FORM

In view of the prevailing COVID-19 situation and consequent lockdown across the country, the Ministry of Corporate Affairs (MCA) has exempted companies from circulation of physical copies of Annual Report for FY2020.

Accordingly, the Annual Report of the Company for FY2020 is being sent only by email to the members, and all other persons/entities entitled to receive the same. This Annual Report, along with other documents, is also available on the Company's website <http://www.ttspl.in/Website/Investors>

39. ACKNOWLEDGEMENT

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

Your Directors acknowledge the support and co-operation received from employees and all those who have helped in day to day management of the Company.

**For and on behalf of the Board
FOR TOTAL TRANSPORT SYSTEMS LIMITED**

**MAKARAND PRADHAN
MANAGING DIRECTOR**

**SHRIKANT NIBANDHE
DIRECTOR & CFO**

DIN: 00102413

DIN: 01029115

**PLACE: Mumbai
DATE: 12th November, 2020**