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**Sanco
Trans
Limited**



CIN : L60220TN1979PLC007970
S.T. TOWER, New Number : 24 & 25,
Jehangir Street (2nd Line Beach Road),
Chennai 600001, INDIA.

Date: 27.05.2025

To

The Department of Corporate Relations
BSE Limited
PJ Towers
Dalal Street
Mumbai -400001

BSE SCRIP CODE: 523116

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report

Pursuant to SEBI circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, Please find attached the Annual Secretarial Compliance report from Practicing Secretary for the year ended March 31, 2025.

This is for your kind information and records.

Thanking you,

Sincerely,

For SANCO TRANS LIMITED

PRASANNA N
Company Secretary
& Compliance Officer

“Service And Trust - Part Of Our Tradition”

■ Container Freight Station (CFS) ■ Terminal Operations ■ Stevedoring & Break Bulk ■ Empty Container Yard / Repair ■ Public Bonded Warehouse
■ Customs Broker ■ Warehousing & Distribution ■ Transport ■ Freight Forwarding (Air/Sea) ■ Multimodal Transport Operator (MTO)



SECRETARIAL COMPLIANCE REPORT

of

M/s. SANCO TRANS LIMITED

For the Financial Year ended March 31, 2025

[Pursuant to Regulation 24A (2) of SEBI (LODR) Regulations, 2015
as amended from time to time]

We, **M/s. A K Jain & Associates, Practicing Company Secretaries**, have examined:

- (a) all the documents and records made available to us and explanation provided by **M/s. SANCO TRANS 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 Report;

for the year ended March 31, 2025 ("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) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



A.K.

- (e) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (f) Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 and circulars/ guidelines issued thereunder;
- and circulars/ guidelines issued thereunder.

and based on the above examination, We hereby report that, during the review period:

- (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:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification/ Fine/ Show Cause Notice/ Warning etc.,	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary (PCS)	Management Response	Remarks
1	Non-compliance with the requirements pertaining to the composition of the Board including failure to appoint woman director Reg 17(1)	Reg 17(1) of SEBI (LODR)	The Board of Directors of the Company did not comprise with the required number of Independent Directors from 15.09.2024 to 17.01.2025 as prescribed under the LODR Regulations, 2015.	BSE	BSE imposed a Fine.	The Board of Directors of the Company did not comprise with the required number of Independent Directors from 15.09.2024 to 17.01.2025 as prescribed under the LODR Regulations, 2015.	Rs. 6,37,200/- inclusive of GST levied by BSE vide their e-mail dated 17.03.2025 for the quarter ending 31.12.2024	The company has complied with the SEBI (LODR) Regulations, 2015	The Board has appointed two Independent Directors on 21.11.2024 within three months of vacancy. The third Independent Director was appointed on 18.01.2025 and the Company since complied with LODR Regulations, 2015. The Company has paid the fine amount for non-compliance period	NA



2	Non-compliance with the constitution of stakeholder relationship committee	Reg 21(2) of SEBI (LODR)	The Composition of the Stakeholder relationship committee was not as per Reg 21 (2) of SEBI (LODR), 2015	BSE	BSE imposed a Fine.	The BSE limited has issued notice that the Composition of the Stakeholder relationship committee was not as per Reg 21 (2) of SEBI (LODR), 2015	Rs. 37,760/- inclusive of GST levied by BSE vide their e-mail dated 21.11.2024 for the quarter ending 30.09.2024	The company has a duly constituted Stake Holders Relationship Committee	The Company has constituted Stakeholders Committee on October 26, 2024 within three months of vacancy of the Directors. The Company has paid the fine. Further the Company has clarified BSE and requested for waiver of the fine amount.	NA
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the Secretarial Compliance Report for the year ended 31.03.2024	Compliance Requirement (Regulations/ circulars/ guide-lines including specific clause)	Details of violations/deviations and action taken / penalty imposed, if any, on the listed entity	Remedial Actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1	Prior intimation to stock exchange w.r.t notice of board meeting was intimated with 1 day delay	Prior intimation to stock exchange (Regulation 29(2) of SEBI (LODR), 2015)	Prior intimation to stock exchange (Regulation 29(2) of SEBI (LODR), 2015)	Prior intimation to stock exchange (Regulation 29(2) of SEBI (LODR), 2015)	The one day delay was due to technical glitch. The same was subsequently complied.	Since this being a technical glitch we have no comments to offer.



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- I. We hereby report that, during the Review Period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
1	Secretarial Standards:		
	The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	-
2	Adoption and timely updation of the Policies:		
	<ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entities. All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/ guidelines issued by SEBI. 	Yes	-
3	Maintenance and disclosures on Website:		
	<ul style="list-style-type: none"> The listed entity is maintaining a functional website. Timely dissemination of the documents/ information under a separate section on the website. Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website. 	Yes	-



4	Disqualification of Director:		
	None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	-
5	Details related to Subsidiaries of listed entities have been examined w.r.t.:		
	(a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA	The listed entity does not have any material subsidiary.
6	Preservation of Documents:		
	The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-
7	Performance Evaluation:		
	The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year /during the financial year as prescribed in SEBI Regulations.	Yes	-
8	Related Party Transactions:		
	(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions;	Yes	-



	(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee.	NA	-
9	Disclosure of events or information:		
	The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10	Prohibition of Insider Trading:		
	The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
11	Actions taken by SEBI or Stock Exchange(s), if any:		
	<p>No action(s) has been taken against the listed entity/ its promoters/ directors / subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or)</p> <p>The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</p>	No	<p>(i) The Board of Directors of the Company did not comprise with the required number of Independent Directors from 15.09.2024 to 17.01.2025 as prescribed under the LODR Regulations, 2015. BSE imposed a fine of Rs. 6,37,200/- inclusive of GST vide their e-mail dated 17.03.2025 for the said non compliance for the quarter ending 31.12.2024.</p> <p>(ii) The BSE Limited has issued notice that the Composition of the Stakeholder relationship committee was not as per Reg 21 (2) of SEBI (LODR), 2015. BSE imposed a fine of</p>



			Rs. 37,760/- inclusive of GST vide their e-mail dated 21.11.2024 for the said non-compliance for the quarter ending 30.09.2024.
12	Resignation of statutory auditors from the listed entity or its material subsidiaries:		
	In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	No such resignation during the year.
13	Additional Non-compliances, if any:		
	No additional non-compliance observed for any SEBI regulation/ circular/ guidance note etc. except as reported above.	Yes	-

Observations/Remarks by PCS are mandatory if the compliance status is provided as 'No' or 'NA'

We further, report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations - NA

ASSUMPTIONS & LIMITATION OF SCOPE AND REVIEW:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.



4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For A.K.JAIN & ASSOCIATES
Company Secretaries



A handwritten signature in blue ink, appearing to be "B. Sridhar".

BALU SRIDHAR

Partner

M.No. F5869

C.P. No.3550

UDIN: F005869G000431976

PR: 1201/2021

Place Chennai
Date May 24, 2025