



**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024**

[Pursuant to Section 204 (1) of the Companies Act, 2013 and the Rule 9 of the
Companies

(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To

The members of
WOWTRUCK TECHNOLOGIES PRIVATE LIMITED
601, 6th Floor, Phase I, Spencer Plaza,
769, Anna Salai, Mount Road,
Chennai, Tamil Nadu, India, 600002

We have conducted Secretarial Audit pursuant to Section 204 of the Companies Act 2013, on the compliance of applicable Statutory Provisions and the adherence to good corporate practices by WOWTRUCK TECHNOLOGIES PRIVATE LIMITED (Formerly Known as EQUITAS TECHNOLOGIES PRIVATE LIMITED) (hereinafter called as "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.

1. Based on our verification of the books, papers, minutes books, forms, returns filed and other records maintained by the Company and also the information and according to the examinations carried out by us and explanations furnished and representations made to us by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has during the audit period covering the Financial Year ended on 31st March, 2024 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.
2. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2024 ("Audit Period") according to the provisions of:
 - i) The Companies Act, 2013 (the Act) and the rules made there-under;
 - 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, Overseas Direct Investment and External Commercial Borrowings;
- The provisions of FEMA and Rules there under are not applicable since there are no Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings by the Company during the period under review.
- v) Other laws as applicable to the Company. As reported to us, the company has complied with all the applicable laws during the period under review including Sexual Harassment of Women at Workplace (Prevention and Prohibition and Redressal) Act, 2013;
- vi) The Company being a material subsidiary of AION-TECH Solutions Limited (ATS), we have verified the compliance of the applicable clauses 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 (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2103 and dealing with client;
 - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not applicable to the Company during the audit period);
 - e. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not applicable to the Company During the audit period);
 - f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period);
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the audit period);
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2009 (Not applicable to the Company during the audit period);
- vii) The management has identified and confirmed the following laws as being specifically applicable to the Company:
- (a) Information Technology Act, 2005 and the Rules made there under,
 - (b) Software Technology Parks of India Rules made there under,
 - (c) The Trade Marks Act, 1999,

We report that during the period under review the company has complied with provisions of the Act, Rules, Regulation, Guidelines etc., mentioned above.



3. We, further report that:

- i. The company has complied with Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. The Company being a material subsidiary of AION-TECH Solutions Limited (ATS) has complied with the applicable clauses of Listing Agreements entered into by ATS with BSE Limited and National Stock Exchange of India Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

4. We, further report that:

- (a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes 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. During the year under review, Mr. Viswanathan C Sankaran Unni Menon was appointed as an additional Director of the Company on 16th October, 2023, Mr. Srinivas Pagadala was resigned as an additional director of the company on 31st December, 2023, Ms. Deepa Chandra was appointed as an additional director of the company on 19th January, 2024, Mr. Tarkeshwar Rao was appointed as an additional director of the company on 19th January, 2024 and Mr. Chanakya Bellam Radha Krishna was appointed as an additional director of the Company on 22nd February, 2024.
- (b) Adequate notice was given to all Directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance.
- (c) All the decisions at the Board Meetings and Committee Meetings have been carried out unanimously as recorded in the Minutes of the Meetings of the Board of Directors or Committee of the Board, as the case may be.
- (d) It is also noted that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- (e) During the year under review, the company had passed special resolution through Extraordinary General Meeting held on 16th November, 2023 for shifting of the Registered Office of the Company from 601, 6th Floor, Phase I, Spencer Plaza, 769, Anna Salai, Mount Road, Chennai, Tamil Nadu-600002, India to My Home Hub, Block-I, 9th Floor, Hitech City, Madhapur, Hyderabad, Telangana-500081, India. The said transfer is under process pending approval of the Regional Director, Tamilnadu.



5. We further report that the Company has complied with other laws applicable to the Company as per the representations made by the Management.

**For PRATHAP SATLA & ASSOCIATES
COMPANY SECRETARIES**

Prathap Satla
PRATHAP SATLA

Proprietor

M.No.F11086

C.P.NO.11879

Place: Hyderabad

Date: 30.08.2024

UDIN: F011086F001085632



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

Annexure A

To
The members of
WOWTRUCK TECHNOLOGIES PRIVATE LIMITED
Chennai

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process 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 that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. 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 procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For PRATHAP SATLA & ASSOCIATES
COMPANY SECRETARIES


PRATHAP SATLA

Proprietor

M. No.F11086

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