

NOTICE

NOTICE is hereby given that the 26th Annual General Meeting of the Members of **Total Transport Systems Limited** will be held on **Thursday, 30th 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: 7th 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. 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 with a copy marked to 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 3rd September, 2021. The Notice convening the 26th AGM has been uploaded on the website of the Company at 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. The Notice is also available on the website of CDSL at 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 24th September, 2021 to 30th 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, 27th September, 2021 at 9.00 A.M. and ends on Wednesday, 29th 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, 23rd 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	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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 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. c. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/ EasiRegistration d. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders holding securities in Demat mode with NSDL	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: https://eservices.nsdl.com 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 & voting during the meeting. b. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp c. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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 & voting during the meeting.

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 helpdesk.evoting@cdslindia.com 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 evoting@nsdl.co.in 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

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 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
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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.
Dividend Bank Details OR Date of Birth (DOB)	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. • 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).

- 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 and 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 and 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 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.
- 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 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, 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, under help section or write an email to 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 or call on 022- 23058542/43.

23. Other Instructions:

- The e-voting period commences on Monday, 27th September, 2021 at 9.00 A.M. (IST) and ends on Wednesday, 29th September, 2021 at 5.00 P.M. (IST). During this period, Members holding shares in dematerialized form, as on Thursday, 23rd 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 and on the website of CDSL 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: 7th 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 23rd May, 2019, for a period of 5 Years and the same was subsequently approved by the members at the EOGM/AGM held on 29th 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 7th September, 2021 approved the revision in the remuneration of the Mr. Makarand Prabhakar Pradhan for a period of 3 Years effective from 1st 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 7th September, 2021 approved the revision in the remuneration of the Mr. Shrikant Damodar Nibandhe for a period of 3 Years effective from 1st 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 7th September, 2021 approved the revision in the remuneration of the Mr. Sanjiv Arvind Potnis for a period of 3 Years effective from 1st 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 7th 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 7th 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)

Name of Director	Makrand Prabhakar Pradhan	Shrikant Damodar Nibandhe	Sanjiv Arvind Potnis
Date of Birth	26.04.1964	29.10.1964	06.09.1967
Date of First Appointment	27.07.1995	23.06.1998	27.07.1995
Qualification/Awards/Recognitions	B.Com	B.Com	B.Com
No. of Equity Share held in the Company as on 31st March, 2021	24,92,000	12,44,000	24,92,000
Disclosure of relationships between directors inter-se	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
Year of Experience	Over 35 Years of Experience in the Industry	Over 30 Years of Experience in the Industry	Over 25 Years of Experience in the Industry
Remuneration Last Drawn by such person, if any	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/-
Terms and conditions of appointment/ re-appointment & Remuneration sought for	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
Area of expertise in specific functional areas/ Brief resume of Director	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.
No. of Meeting of the Board attended during the year	5	5	5

List of outside Directorship held in other companies	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
Chairman/Member of the Committee of the Board of Directors of other Companies	Nil	Nil	Nil