



TOTAL TRANSPORT SYSTEMS LIMITED

CIN: L63090MH1995PLC091063

Regd. Off.: 7th Floor, T-Square, Opp. Chandivali Petrol Pump, Sakinaka, Andheri (East)
Mumbai-400072, Maharashtra, India

Tel: +91 22 66441500 • **Email address:** info@mum.ttspl.in • **Website:** www.ttspl.in

POSTAL BALLOT NOTICE

[Pursuant to section 110 of the Companies Act, 2013 read with
Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provision(s), if any, of the Companies Act, 2013, ("the Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") including any statutory modification or re-enactment thereof for the time being in force and pursuant to provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), and subject to other applicable laws, rules and regulations, for seeking approval of the Members through Postal Ballot including voting through electronic means ("Remote E-voting").

The Board of Directors of the Company ("Board"), at its meeting held on 27th September, 2019, has appointed Mr. Manishkumar Premnath Mishra, Proprietor of M/s. Mishra & Associates, Practicing Company Secretary, (Membership No. A41066) and C.P. No. [18303], having office at G/17, Washington Plaza, Topiwala Lane, Goregaon (West), Mumbai – 400062, Maharashtra, India, as the Scrutinizer for conducting the Postal Ballot voting and Remote E-voting process in a fair and transparent manner.

Members have the option to vote either by Postal Ballot or through Remote E-voting. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form annexed hereto and submit the Postal Ballot Form duly completed in the attached self-addressed postage prepaid envelope so as to reach the Scrutinizer, at: G/17, Washington Plaza, Topiwala Lane, Goregaon (West), Mumbai – 400062, Maharashtra, India, before 06th day of November, 2019 till 5.00 p.m. Kindly note that the Postal Ballot Form(s) received beyond the said time and date, shall be strictly treated as if reply from the Member(s) has not been received.

In compliance with Regulation 44 of the SEBI (LODR) Regulations, 2015 and Section 108 of the Act, read with the Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended from time to time, the Company is also providing Remote E-voting facility to its Members to exercise their votes by electronic voting system. Furthermore, the Company has engaged the services of Central Depository Services (India) Limited ("CDSL"), to provide the E-voting facility. Members desiring to exercise their vote by Remote E-voting are requested to carefully read the instructions for e-voting under the section "Voting through Remote E-voting" in the "Notes".

The Scrutinizer shall keep the duly completed Postal Ballot Form returned by the Shareholders of the Company in his safe custody and after the receipt of assent or dissent of the Shareholders in writing or by electronic means on or before 06th day of November, 2019, the Scrutinizer shall, after the completion of his scrutiny, submit his report to the Chairman of the Company on 07th day of November, 2019. The results of voting by means of Postal Ballot (including Remote E-voting) will be declared by the Chairman of the Company on **Thursday, 07th day of November, 2019**, at Company's Registered Office situated at 7th Floor, T-Square, Opp. Chandivali Petrol Pump, Sakinaka Andheri (East) Mumbai – 400072.

The Resolution, if approved, will be taken as passed effectively on the date of the declaration of result i.e. **07th day of November, 2019** and it will be placed on the website of the Company: www.ttspl.in and on the website of the Emerge Platform of National Stock Exchange www.nseemerge.com along with the Scrutinizer's Report.

The Notice along with Postal ballot Form has also been placed on the website of the Company i.e. www.ttspl.in, on the website of the Emerge Platform of National Stock Exchange i.e. www.nseemerge.com and on e-voting system link of Central Depository Services (India) Limited ("CDSL") i.e. www.evotingindia.com.

ITEM OF BUSINESS REQUIRING CONSENT OF SHAREHOLDERS THROUGH POSTAL BALLOT:

RESOLUTION NO.1:

MIGRATION FROM EMERGE PLATFORM OF NSE LIMITED TO MAIN BOARD OF NSE LIMITED:

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

“RESOLVED THAT pursuant to provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) and other applicable provisions, if any, of the Companies Act, 2013, ICDR Regulations and other SEBI Regulations and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, consent of the members of the Company be and is hereby accorded for the purpose of migration of the Company’s present listing from Emerge Platform of NSE Limited to Main Board of NSE Limited.

RESOLVED FURTHER THAT all the Directors and/or the Company Secretary of the Company be and are hereby authorised jointly and severally to deal with any Government or Semi- government authorities or any other concerned intermediaries including but not limited to NSE Limited, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company from Emerge Platform of NSE Limited to Main Board of NSE Limited.

RESOLVED FURTHER THAT all the Directors and/or the Company Secretary of the Company be and are hereby authorized jointly and severally to all such acts, deeds and things as may be necessary to give effect to the above resolution.”

**By order of the Board
For Total Transport Systems Limited**

**Place: Mumbai
Date: 27/09/2019**

**sd/-
Bhavik S Trivedi
Company Secretary and Compliance Officer
Membership No: A49807**

NOTES:

1. The explanatory statement and reasons for the proposed resolution pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“The Rules”) setting out material facts is annexed herewith and forms part of this notice.
2. Shareholders who have registered their e-mail IDs with Depository Participants (DPs) are being sent notice of Postal Ballot by e-mail and shareholders who have not registered their e-mail IDs will receive physical notice of Postal Ballot along with Postal Ballot Form.
3. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at the General Meeting of Members.
4. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
5. Members who haven’t received Postal Ballot notice by email and who wish to vote through physical Postal Ballot Form or in case a member is desirous of obtaining a duplicate Postal Ballot Form, he or she may send an e-mail to bhavik.trivedi@mum.ttspl.in The Company shall forward the same along with postage prepaid self-addressed Business reply Envelope to the Member.
6. A Member cannot exercise his / her vote through proxy on postal ballot.
7. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date of 27th of September, 2019 only shall be entitled to avail the facility of remote e-voting as well as voting through Postal Ballot. A person who is not a member as on cut-off date should accordingly treat the Postal Ballot Notice for information purpose only.
8. All the documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during working hours on all working days from the date of dispatch of the Notice till 06th November, 2019.
9. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Notice and Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than not later than 5:00 P.M. on 06th day of November, 2019. Postal Ballot forms received after this date will be treated as if the reply from the shareholder has not been received and the same will not be considered for the purpose of Postal Ballot.
10. E-Voting will commence on 09th day of October, 2019 at 9:00 A.M. and will end on 06th day of November, 2019 at 5:00 P.M. E-Voting shall not be allowed beyond the said time and date.
11. Mr. Manishkumar Premnath Mishra, Proprietor of M/s. Mishra & Associates, Practicing Company Secretaries (Membership No. A41066 C.P. No. 18303) has been appointed as Scrutinizer for conducting the Postal Ballot and E-Voting in accordance with the law in a fair and transparent manner.

12. In accordance with the Rule 22(3) of the Companies (Management and Administration) Rules, 2014 after the postal ballot is dispatched, an advertisement will be published in at least one English language and one vernacular language newspaper.
13. In case of any query or grievance, members may contact the following:

MR. BHAVIK S TRIVEDI,

Company Secretary and Compliance Officer,

TOTAL TRANSPORT SYSTEMS LIMITED,

7th Floor, T-Square, Opp. Chandivali Petrol Pump,

Sakinaka Andheri (East) Mumbai – 400072.

Telephone No.: +91 22 66441500 or at E-mail: bhavik.trivedi@mum.ttspl.in

VOTING THROUGH ELECTRONIC MEANS

The Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically. If a member has opted for e-voting, then he/she should not vote through Postal Ballot and vice-a-versa.

The instructions for members for voting electronically are as under:-

- 1) The voting period begins on 09th day of October, 2019 at 9:00 A.M. and will end on 06th day of November, 2019 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 of 27th September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 2) Log in at the e-voting website: www.evotingindia.com
- 3) Click on Shareholders/Members.
- 4) Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- 5) Next enter the Image Verification as displayed and Click on Login.
- 6) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- 7) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> • 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 (iv.).

- 8) After entering these details appropriately, click on "SUBMIT" tab.
- 9) Members holding shares in physical form will then reach directly the Company selection screen. However, members 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.

- 10) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 11) Click on the EVSN for the relevant Total Transport Systems Limited on which you choose to vote.
- 12) 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.
- 13) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 14) 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.
- 15) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 16) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- 17) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 18) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- 19) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - 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.
- 20) In case you have any queries or issues regarding e-voting, 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

**By order of the Board
For Total Transport Systems Limited**

**Place: Mumbai
Date: 27/09/2019**

**sd/-
Bhavik S Trivedi
Company Secretary and Compliance Officer
Membership No: A49807**

EXPLANATORY STATEMENT

(Pursuant to the Section 102 and 110 of the Companies Act, 2013)

ITEM NO.1

Our Company is currently listed on Emerge Platform of NSE Ltd with post issue paid-up capital of Rs. 14.31 Crores. Our Company was listed on Emerge Platform of NSE Ltd on August 07, 2017. As per the requirement of NSE Circular dated March 10, 2014, the Company complies the requirement of Equity Share capital of more than Rs. 10 Crores and continued listing of 2 years on Emerge Platform of NSE Ltd for migration purpose.

The Board of Directors are of the view that Migration to Main Board will act as a catalyst in the growth and expansion of the Company and will also help the Shareholders of the Company to enjoy sufficient returns from on their investments. Hence, the Board of Directors of the Company in their meeting held on 27th day of September, 2019 decided to migrate from Emerge Platform to Main Board of NSE Ltd.

Please note that the proposed special resolution shall be acted upon if the votes cast by public shareholders in favour of the proposal amounts to at least 2 times, the number of votes cast by the public shareholders against the proposal. It is in the interest of all the shareholders including public shareholders to migrate the Equity Share of the company on the Main Board of NSE and hence the management recommends the passing of said resolution and seeks your approval.

In view of above, you are requested to grant your consent to above said special resolution as set out herein in the postal ballot notice of the Company.

None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company.

**By order of the Board
For Total Transport Systems Limited**

**Sd/-
Bhavik S Trivedi
Company Secretary and Compliance Officer
Membership No: A49807**

**Place: Mumbai
Date: 27/09/2019**



TOTAL TRANSPORT SYSTEMS LIMITED

CIN: L63090MH1995PLC091063

Regd. Off.: 7th Floor, T-Square, Opp. Chandivali Petrol Pump, Sakinaka, Andheri (East)
Mumbai-400072, Maharashtra, India

Tel: +91 22 66441500 • **Email address:** info@mum.ttspl.in • **Website:** www.ttspl.in

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before filling this form)

Serial No. :

1. Name and Registered address of the Member :

2. Name(s) of Joint holder(s), if any :

3. Registered Folio No. / DP ID No./ Client ID No.* :
(*Applicable to investors holding shares in dematerialised form)

4. Number of Equity Shares held :

I/We hereby exercise my/our vote in respect of the Resolution to be passed through Postal Ballot as stated in the Postal Ballot Notice of the Company dated September 27, 2019, by sending my/our Assent (For) or Dissent (Against) to the said Resolution by placing a tick (✓) mark at the appropriate box below:

Sl. No.	Description of Resolution	I/We assent to the Resolution (FOR) (Number of Shares)	I/We dissent to the Resolution (AGAINST) (Number of Shares)
1.	Migration of the Company From Emerge Platform of NSE Limited to Main Board of NSE Limited.		

Place :

Date :

Signature of the Shareholder (s)

Important Note: Please complete and return this Postal Ballot Form to the Scrutinizer by using the enclosed postage pre-paid self-addressed Business Reply Envelope. Last Date for Receipt of this Postal Ballot Form by the Scrutinizer is November 06, 2019.



ELECTRONIC VOTING PARTICULARS (Please visit www.evotingindia.com to cast your vote online)

EVENT (E-Voting Event Number)	USER ID	PASSWORD

INSTRUCTIONS

1. A shareholder desiring to exercise vote by postal ballot may complete this postal ballot form and send it to the Scrutinizer in the attached self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballot forms, if sent by courier or registered post at the expense of the registered shareholder will also be accepted.
2. The self addressed envelope contains the address of the scrutinizer appointed by the Board of Directors.
3. This Postal Ballot form should be completed and signed by the shareholder as per the specimen signature registered with the Company or the Depository Participant. In case of joint holding, this Postal Ballot form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named joint shareholder.
4. There will be only one Postal ballot Form for every Folio/ Client ID irrespective of the number of Joint holders.
5. The votes should be cast either in favor or against by putting the tick (√) mark in the column provided for assent or dissent. Postal Ballot form bearing tick marks in both the columns for the same shares will render the Postal Ballot form invalid.
6. Unsigned, incorrectly signed or incomplete postal ballot forms will be rejected.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5 p.m. on 06th day of November, 2019. All postal ballot forms received after this date will be strictly treated as if reply from such shareholder has not been received and the same will not be considered for the purpose of Postal Ballot.
8. A shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified at instruction no. 7 above.
9. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholder on the cut-off date i.e. September 27th, 2019.
10. In case of shares held by companies, trusts, societies etc. the duly filled in postal ballot form should be accompanied by a certified true copy of the appropriate Resolution.
11. In case of the postal ballot is signed by the holder of power of attorney reference to the power of attorney registration with the Company should be mentioned in the postal ballot form. In case a postal ballot form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on the postal ballot should accompany the postal ballot form. Where the postal ballot form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the postal ballot form.
12. Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed self addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
13. The result of the Postal Ballot will be uploaded on the Company's website www.ttspl.in and on the website of NSE limited at www.nseemerge.com and on CDSL E-Voting link at www.evotingindia.com. The scrutinizer's decision on the validity of Postal Ballot will be final.
14. The results of e-voting & Postal Ballot form shall be aggregated and declared by the Chairman on Thursday, the 07th day of November, 2019.

Postage
will be
paid by
the
addressee

BUSINESS REPLY ENVELOPE

B.R Permit No.

No Postage
stamp
necessary
if posted
in India

Mishra & Associates

Company Secretaries
G/17, Washington Plaza, Topiwala Lane,
Goregaon (West), Mumbai – 400062, MH
Manish: 9773-478-068, Naresh: 9022-616-809

If undelivered please return to:

Total Transport Systems Ltd,

7th Floor, T Square, Opp Chandivali Petrol Pump, Chandivali Junction, Saki Vihar Road,
Andheri(E) Mumbai-400 072

