



TOTAL TRANSPORT SYSTEMS LIMITED

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

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF TOTAL TRANSPORT SYSTEMS LIMITED WILL BE HELD ON TUESDAY, 20TH MARCH 2018 AT 03:30 P.M. AT THE PENINSULA GRAND HOTEL SAKINAKA JUNCTION, ANDHERI (EAST) MUMBAI- 400072 TO TRANSACT THE FOLLOWING BUSINESS:

Sr No. 03/2017-18

Special Business:

Item No. 1

Appointment of Mr Sanjiv Arvind Potnis (DIN: 00102090) as Managing Director of the Company

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

“RESOLVED THAT pursuant to provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification(s) or re-enactments thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, consent of the members be and is hereby accorded for appointment of Mr. Sanjiv Arvind Potnis (DIN: 00102090) as the Managing Director of the company w.e.f. 6th February, 2018 for a period of five years, at remuneration and terms and conditions of appointment as contained in the explanatory statement to this resolution.

RESOLVED FURTHER THAT in the event of there being loss or inadequacy of profit for any financial year, the remuneration payable to Mr. Sanjiv Arvind Potnis shall be the minimum remuneration payable to him in terms of the provisions of section 197 and Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Sanjiv Arvind Potnis shall also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/ amenities and other privileges, as from time to time, be available to other Senior Executives of the Company.

RESOLVED FURTHER THAT the Board of Directors and Nomination and Remuneration Committee of the Company be and are hereby authorized to vary and/or modify the terms and conditions of appointment including remuneration 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 in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts deeds, things and execute all such documents as may be considered necessary, in order to give effect to the foregoing resolution and to file all documents and returns with the Registrar of Companies, Mumbai.”

Item No. 2

Regularization of Ms. Sneha Shriaknt Nibandhe (DIN: 08053297) as Non –Executive Director

To consider and if thought fit, to pass, with or without modification, the following resolution as ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (appointment and qualification of Directors) Rules, 2014 (including any statutory modification(s) or re –enactment thereof for the time being in force) Ms. Sneha Shriaknt Nibandhe (DIN: 08053297) who was appointed as an Additional Director pursuant to the provisions of section 161 of the Companies Act, 2013 and the articles of association of the Company w.e.f. February 06, 2018 be and is hereby appointed as a Non – Executive Director of the Company.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorized to do all such acts deeds, things and execute all such documents as may be considered necessary, in order to give effect to the foregoing resolution and to file all documents and returns with the Registrar of Companies, Mumbai.”

Item No. 3

Regularization of Ms. Vrinda Makarand Pradhan (DIN: 08057873) as Non –Executive Director

To consider and if thought fit, to pass, with or without modification, the following resolution as ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (appointment and qualification of Directors) Rules, 2014 (including any statutory modification(s) or re –enactment thereof for the time being in force) Ms. Vrinda Makarand Pradhan (DIN: 08057873) who was appointed as an Additional Director pursuant to the provisions of section 161 of the Companies Act, 2013 and the articles of association of the Company w.e.f. February 06, 2018 be and is hereby appointed as a Non – Executive Director of the Company.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorized to do all such acts deeds, things and execute all such documents as may be considered necessary, in order to give effect to the foregoing resolution and to file all documents and returns with the Registrar of Companies, Mumbai.”

**By order of the Board of Directors
FOR TOTAL TRANSPORT SYSTEMS LIMITED**

**Sd/-
SANJIV ARVIND POTNIS
DIRECTOR
DIN: 00102090**

**Date: 21st February 2018
Place: Mumbai**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. A member holding more than ten percent (10%) of the total Share Capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other person or member.
2. THE PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THEN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING..
3. Members/Proxies/Authorized Representatives should bring the Attendance Slip duly filled in and signed for attending the Meeting and also their copy of the Extra- ordinary General Meeting notice. Members who hold equity shares in electronic mode are requested to write the Client ID and DP ID number and those who hold equity shares in physical mode are requested to write their folio number in the attendance slip.
4. Corporate Members intending to send their authorized representative to attend the meeting pursuant to section 113 of the Companies Act, 2013 are requested to send to the Company a certified true copy of Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. 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
6. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors *inter-se* as stipulated, are provided.
7. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from 14th March, 2018 to 20th March, 2018 (both days inclusive) in the terms of the provisions of the Companies Act, 2013 and the Listing Agreement for the purpose of the Extra-ordinary General Meeting.
9. The voting rights of member(s) shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. Tuesday 13th March, 2018. 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 i.e. Tuesday, 13th March, 2018 only shall be entitled to avail the facility of remote e-voting. A person who is not member as on the cut-off date should treat this notice for information purpose only.
10. The Extra-ordinary General Meeting notice will also be available on the website of the Company www.ttspl.in under the investor section.
11. Members desirous of getting any information about the accounts and operations of the Company are requested to address their queries to the Company Secretary of the Company at least seven days in advance of the meeting so that the information required may be made readily available at the meeting.
12. Notice of the Meeting is being sent by electronic mode to those member(s) whose e-mail IDs are registered with the Company/Depository Participant(s) unless any member has requested for physical copy of the same. For member(s) who have not registered their e-mail IDs, physical copy of the Notice of the Meeting is being sent in the permitted mode.
13. Non-resident Indian members are requested to inform the Company or its RTA or to the concerned DPs, as the case may be, immediately:
14. The change in the residential status on return to India for permanent settlement.
15. The particulars of the NRE Account with a Bank in India, if not furnished earlier.
16. 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 their PAN to their Depository Participants with whom they are maintaining their demat accounts.
17. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and the Regulation 31(1)(b) of the SEBI (LODR) Regulation, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, Resolution(s) passed by Members through e-voting is deemed to have been passed as if they have been passed at the EOGM.
18. **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 physically and vice-a-versa.

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

- (i) The voting period begins on 16th March 2018 at 09:00 A.M. and ends on 19th March 2018 at 05:00 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 13th March 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.

(vi) 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.

(vii) If you are a first time user follow the steps given below:

| For Members 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) <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) | 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. <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). |

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) 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.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant **Total Transport Systems Limited** on which you choose to vote.

(xiii) 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.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) 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.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xviii) 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.

(xix) 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.

(xx) 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 Corporates.

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.

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

In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.

(B) The voting period begins on 16th March 2018 at 09:00 A.M. and ends on 19th March 2018 at 05:00 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 13th March 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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.

1. Mr. Manish Mishra (Membership No. A41066), Proprietor of M/s Mishra & Associates, Company Secretaries, Mumbai has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

2. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
3. The results declared along with the Scrutinizer's report shall be placed on the Company's website www.ttsp.in within two days of passing of the resolutions at the EOGM of the Company and communicated to NSE Limited.

All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company between 11.00 a.m. and 1.00 P.M (except Sunday and Public Holiday) up to the date of the EOGM of the Company.

**By order of the Board of Directors
FOR TOTAL TRANSPORT SYSTEMS LIMITED**

**Sd/-
SANJIV ARVIND POTNIS
DIRECTOR
DIN: 00102090**

**Date: 21st February 2018
Place: Mumbai**

ANNEXURE TO THE NOTICE

EXTRACT OF EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE OF EXTRA ORDINARY GENERAL MEETING TO BE HELD ON TUESDAY 20TH MARCH 2018

Item 1

Mr. Sanjiv Arvind Potnis has been associated with the Company since its incorporation. He is experienced personnel in the field of Freight Forwarding Services. Keeping in view of the increased responsibilities and challenges involved, it is proposed to appoint Mr. Sanjiv Arvind Potnis as the Managing Director of the Company on the terms and conditions as set out in the draft agreement to be entered between the Company and Mr. Sanjiv Arvind Potnis attached along with. The Following are the details required pursuant to the provisions of section 197, 198 and 203 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013:

Statement required pursuant to the provisions of Schedule V of 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 | March 31, 2017 (Rs.) | March 31, 2016 (Rs.) | March 31, 2015 (Rs.) |
|--------------------------------------|-------------------------|-------------------------|-------------------------|
| Gross Sales & Other Operating Income | 2,00,00,18,208.00 | 2,28,90,63,456.00 | 2,58,94,15,614.00 |
| Profit Before Tax | 5,27,26,107.00 | 8,67,37,117.00 | 4,23,70,183.00 |
| Profit After Tax | 5,58,95,831.00 | (15,84,27,964.00) | 2,79,57,918.00 |
| Paid up Equity Capital | 5,00,00,000.00 | 5,00,00,000.00 | 5,00,00,000.00 |
| Reserves & Surplus | 7,22,16,551.00 | 1,63,20,720.00 | 17,47,48,684.00 |

5. Foreign investments or collaborations, if any.

There are no foreign investments or collaborations.

II. Information about the appointee:

1. Background details

Mr. Sanjiv Arvind Potnis, aged 50 Years, is the Promoter and Managing Director of our Company. He is a Commerce graduate. He is associated with the Company since incorporation.

2. Past remuneration

During FY 2016-17 Mr. Sanjiv Arvind Potnis has received remuneration of Rs. 48, 00,000 /-(Rupees Forty Eight Lakhs Only) in the capacity of Director.

3. Recognition or awards

Not Applicable

4. Job profile and his suitability

Mr. Sanjiv Arvind Potnis is Promoter and Director of the Company since incorporation and since then Mr. Sanjiv Arvind Potnis has been

-serving the Company. His role in the Company as Managing Director of the Company is most suitable considering his present role in the Company's day to day management.

5. **Period: 5 Years**

6. **Remuneration proposed**

(i) Salary: Rs. 48 Lakhs P.A.

(ii) Commission, Leave Travel Allowances, Entertainment Expenses, Medical Reimbursement, Driver salary, Vehicle expenses and other expenses etc. up to a maximum limit of Rs. 12,00,000/- (Rupees Twelve Lakhs only) subject to submission of original invoices of the expenses with the Company.

7. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)**

The remuneration proposed to be paid to Mr.Sanjiv Arvind Potnis is commensurate with the size of the Company, nature of its operations and is in line with the industry standards.

8. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.**

There exists no pecuniary relationship of Mr. Sanjiv Arvind Potnis directly or indirectly with the Company or relationship with the Managerial Personnel in terms of the Companies Act, 2013 except to the extent of remuneration paid to him.

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.

Mr. Sanjiv Arvind Potnis interested in the said resolution.

None of the remaining Directors, Key Managerial Personnel and their relatives is concerned or interested in the resolution, except to the extent of their shareholdings in the company.

Information pursuant to 1.2.5 of the secretarial standard on General Meeting (SS-2)/ SEBI (Listing Obligations and Disclosure Requirements), 2015 regarding Director seeking appointment/re-appointment.

Mr. Sanjiv Arvind Potnis

| | |
|--|---|
| Age | 50 Years |
| DIN | 00102090 |
| Address | 16 Ground Floor, Shantiniketan Society Versova, Andheri(West) Mumbai- 400061 |
| Qualifications | Bachelor in Commerce Graduate |
| Reason for Change viz. Appointment, Resignation, Removal, Death or otherwise | Mr. Sanjiv Arvind Potnis appointed as the Managing Director of the Company subject to approval of the shareholders in the General Meeting. Pursuant to the recommendations made by the Nomination and remuneration Committee the Board appointed him as Managing Director of the Company subject to approval of the shareholders in the General Meeting. |
| Experience | He 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. |
| Brief background of the appointee | Fundamental in ensuring the Continuous growth of the organization, an avid traveler and he is the driving force behind the business plans of the current set up which has made the Company, one of the largest consolidator in the country. |
| Terms and condition of appointment/ re-appointment | Appointed as Managing Director of the Company subject to approval of the shareholders in the General Meeting. |
| Last drawn remuneration | Rs. 48,00,000/- P.A. |
| Date of first appointment on the Board | 27/07/1995 |
| No. of shares held | 24,92,000 shares |
| No. of Board meeting attended | 10 |

| | |
|---|--|
| Other Directorship | 1. WSA Shpg Bombay Private Limited 2. CP World Logistics India Private Limited 3. One World Logistics Private Limited 4. Jag Software solutions private Limited 5. CLA Express private Limited |
| Chairman/Member of the Board of other Committee | Member of Stakeholder relationship Committee |

ITEM NO. 2

Ms Sneha Shriaknt Nibandhe (DIN: 08053297) was appointed as an additional Director of the Company with effect from 6th February 2018 , pursuant to section 161 of the Companies Act, 2013 and the Articles of Association of the Company and would hold office up to the date of Annual General Meeting.

In terms of Section 160 of the Companies Act, 2013 the Company has received notice in writing from member signifying his intention to propose the candidature of Ms. Sneha Shriaknt Nibandhe for the office of Director of the Company.

The Board recommends the aforesaid resolutions at item no 2 for the approval of members of the Company by way of an ordinary resolution.

None of the Directors, Key managerial personnel and their relatives except Ms. Sneha Shrikant Nibandhe is concerned or interested in the resolution, except to the extent of their shareholding in the Company.

Information pursuant to 1.2.5 of the secretarial standard on General Meeting (SS-2)/ SEBI (Listing Obligations and Disclosure Requirements), 2015 regarding Director seeking appointment/re-appointment.

Ms. Sneha Shrikant Nibandhe

| | |
|--|---|
| Age | 49 Years |
| DIN | 08053297 |
| Address | C-1303, Shreeji ville, almeida road Panchpakhadi, Thane (west) Mumbai - 400602 Maharashtra India |
| Qualifications | Bachelor in Science Graduate |
| Experience | She has significant experience in the field of administration. |
| Reason for Change viz. Appointment, Resignation, Removal, Death or otherwise | Ms. Sneha Shrikant Nibandhe appointed as additional Non – Executive Non Independent Director with effect from 6 th February 2018. In view of the aforesaid, the Board of Directors pursuant to the recommendation from the Nomination and remuneration Committee have approved the appointment of Ms. Sneha Shrikant Nibandhe as an additional Director Non – Executive Non Independent of the Company subject to approval of the shareholders in the General Meeting of the Company. |
| Brief background of the appointee | She holds a degree of bachelor in science. She is dynamic, bold and firm believer of achieving success through dedication, commitment and hard work. She also has knowledge of foreign language. |
| Terms and condition of appointment/re-appointment | Appointed as Non – Executive Non Independent Director liable to retire by rotation subject to provision of the Companies Act, 2013. |
| Last drawn remuneration | N.A. |
| Date of first appointment on the Board | 6 th February 2018 |
| No. of shares held | 12,50,000 |
| Relationship with Directors | NO |
| No. of Board meeting attended | NA |
| Other Directorship | NA |
| Chairman/Member of the Board of other Committee | NA |

ITEM NO. 3

Ms Vrinda Makarand Pradhan (DIN: 08057873) was appointed as an additional Director of the Company with effect from 6th February 2018 , pursuant to section 161 of the Companies Act, 2013 and the Articles of Association of the Company and would hold office up to the date of Annual General Meeting.

In terms of Section 160 of the Companies Act, 2013 the Company has received notice in writing from member signifying his intention to propose the candidature of Ms. Vrinda Makarand Pradhan for the office of Director of the Company.

The Board recommends the aforesaid resolutions at item no 3 for the approval of members of the Company by way of an ordinary resolution. None of the Directors, Key managerial personnel and their relatives except Ms. Vrinda Makarand Pradhan is concerned or interested in the resolution, except to the extent of their shareholding in the Company.

Information pursuant to 1.2.5 of the secretarial standard on General Meeting (SS-2)/ SEBI (Listing Obligations and Disclosure Requirements), 2015 regarding Director seeking appointment/re-appointment.

Ms. Vrinda Makarand Pradhan

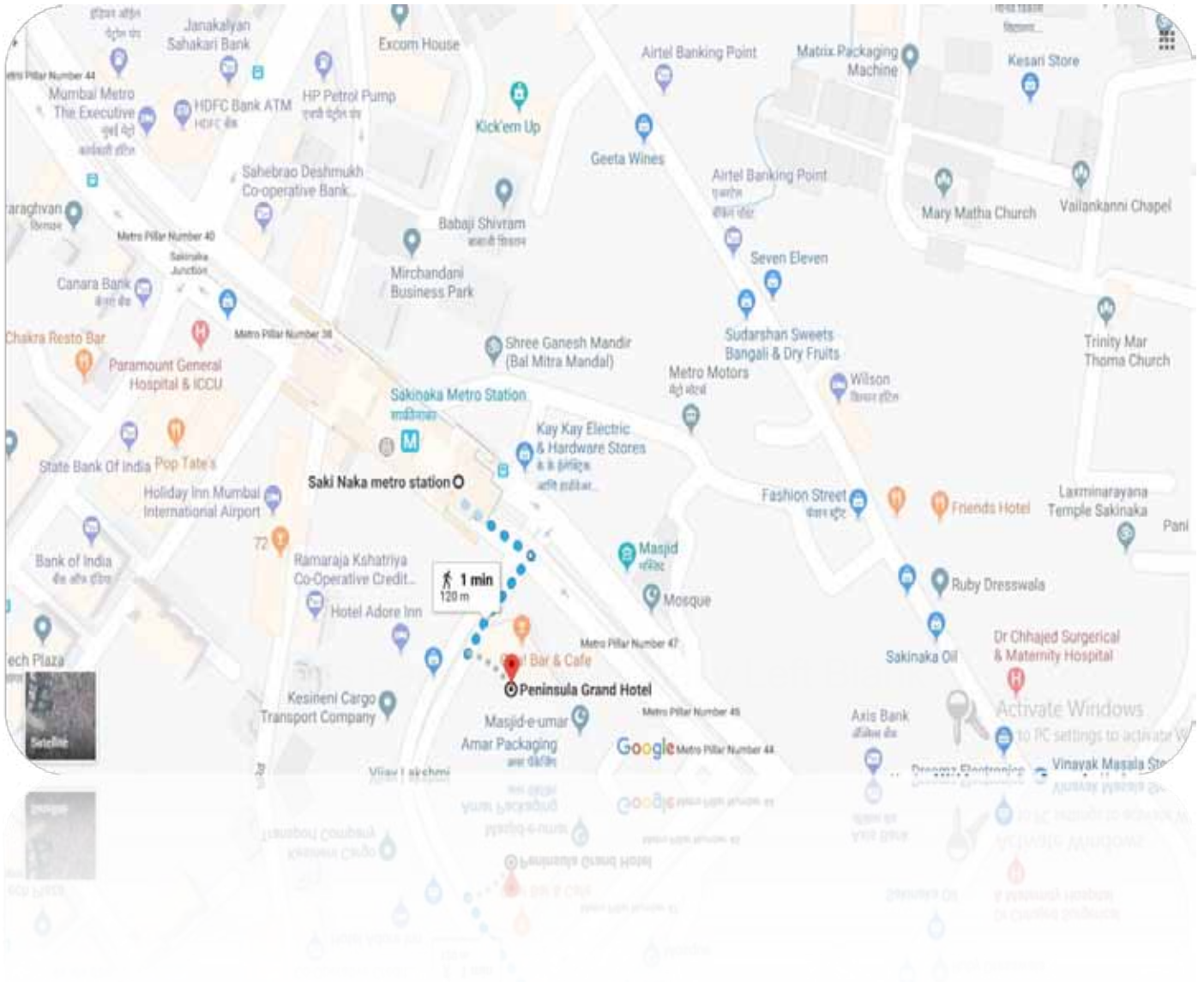
| | |
|--|---|
| Age | 50 Years |
| DIN | 08057873 |
| Address | 3-A/1604, Dhiraj Dreams CHS LBS Road, Bhandup (west) Mumbai – 400078 Maharashtra India |
| Qualifications | Bachelor in Commerce Graduate as well as Bachelor in Arts Graduate. Currently she is currently pursuing Master of Arts from SNDT College Mumbai. |
| Reason for Change viz. Appointment, Resignation, Removal, Death or otherwise | Ms. Vrinda Makarand Pradhan appointed as additional Non – Executive Non Independent Director with effect from 6 th February 2018. In view of the aforesaid, the Board of Directors pursuant to the recommendation from the Nomination and remuneration Committee have approved the appointment of Ms. Vrinda Makarand Pradhan as an additional Director Non – Executive Non Independent of the Company subject to approval of the shareholders in the General Meeting of the Company. |
| Experience | She has worked with ICICI for twelve years as an Assistant Manager. |
| Brief background of the appointee | She is creative, dynamic, and also have knowledge of Japanese language. |
| Terms and condition of appointment/re-appointment | Appointed as Non – Executive Director liable to retire by rotation. |
| Last drawn remuneration | N.A. |
| Date of first appointment on the Board | 6 th February 2018 |
| No. of shares held | 2000 |
| Relationship with Directors | NO |
| No. of Board meeting attended | NA |
| Other Directorship | NA |
| Chairman/Member of the Board of other Committee | NA |

FOR TOTAL TRANSPORT SYSTEMS LIMITED

**Sd/-
SANJIV ARVIND POTNIS
DIRECTOR
DIN: 00102090**

**Date: 21st February 2018
Place: Mumbai**

Route map of the venue EOGM
From Sakinaka Metro station to the Venue of the EOGM





TOTAL TRANSPORT SYSTEMS LIMITED

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

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. Joint shareholders may obtain additional Slip at the venue of the meeting.

| | |
|-----------------------|--|
| Name of the Member(s) | |
| Registered Address | |
| | |
| Email Id | |
| DP ID | |
| Folio No./ Client ID | |
| No. of Shares | |

I hereby record my presence at the Extra-Ordinary General Meeting of the Company held on 20th March, 2018 at 03:30 P.M. at Peninsula Grand Hotel, Sakinaka Junction, Andheri (East), Mumbai - 400072 Maharashtra, India

Signature of Shareholder / proxy

* Applicable for investors holding shares in electronic form



TOTAL TRANSPORT SYSTEMS LIMITED

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

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

| | |
|-----------------------|--|
| Name of the Member(s) | |
| Registered Address | |
| Email Id | |
| DP ID | |
| Folio No./ Client ID | |

I/We, being the member(s) of shares of Total Transport Systems Limited, hereby appoint:

- 1) of having e-mail id or failing him
- 2) of having e-mail id or failing him
- 3) of having e-mail id

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting of the Company, to be held on 20th March, 2018 at 03:30 P.M. at Peninsula Grand Hotel, Sakinaka Junction, Andheri (East), Mumbai - 400072 Maharashtra, India and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

| Item No. | Resolutions | For | Against |
|----------|---|-----|---------|
| 1 | Appointment of Mr. Sanjiv Arvind Potnis (DIN: 00102090) as Managing Director of the Company | | |
| 2 | Regularization of Ms Sneha Shrikant Nibandhe (DIN: 08053297) as Non-Executive Director | | |
| 3 | Regularization of Ms Vrinda Makarand Pradhan (DIN: 08057873) as Non-Executive Director | | |

* Applicable for investors holding shares in electronic form

Signed this..... day of.....2018

Affix re.1
revenue
stamp

Signature of shareholder

Signature of proxy holder

