

NOTICE

Notice is hereby given that the Twenty Third Annual General Meeting of the Members of Total Transport Systems Limited will be held on Monday, 24th September 2018 at 04:00 P.M. at The Peninsula Grand Hotel, Sakinaka Junction, Andheri (East), Mumbai- 400 072, Maharashtra, India to transact the following business:

Ordinary Business:

1. To receive, Consider and adopt the Audited Standalone Financial Statements and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sanjiv Arvind Potnis (DIN: 00102090) who retires by rotation and being eligible, offers himself for re-appointment.
3. To Ratify Appointment of Auditors and To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:
“**RESOLVED THAT** pursuant to the provisions of section 139, 142 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Audit and Auditors) Rules, 2014 (“the Rules”) (including any statutory modification (s) or re-enactment(s) thereof for the time being in force) and pursuant to the resolution passed by the members at the 22nd Annual General Meeting of the Company; M/s. D. B. Ketkar & Co., Chartered Accountants, Mumbai; the Company hereby ratifies and confirms the appointment of M/s. D. B. Ketkar & Co., Chartered Accountants, Mumbai, having Firm Registration No. 105007W to hold office commencing from the conclusion of this 23rd Annual General Meeting till the conclusion of 26th Annual General meeting of the Company at a remuneration as may be agreed upon between the Auditors and the Board of Directors of the Company.”

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

Sd/-
SANJIV ARVIND POTNIS
MANAGING DIRECTOR
DIN: 00102090

DATE: 27th AUGUST 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 Annual 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. The Register of Members and the Share Transfer Books of the Company will remain closed from 18th September, 2018 to 24th September, 2018 (both days inclusive) in the terms of the provisions of the Companies Act, 2013 and the Listing Agreement for the purpose of the Annual General Meeting.
8. 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. Monday 17th September, 2018. A person whose name is recoded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Monday, 17th September, 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.
9. The Annual General Meeting notice will also be available on the website of the Company www.ttspl.in under the investor section.
10. 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.

11. 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.
12. Non-resident Indian members are requested to inform the Company or its RTA or to the concerned DPs, as the case may be, immediately:
13. The change in the residential status on return to India for permanent settlement.
14. The particulars of the NRE Account with a Bank in India, if not furnished earlier.
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 their PAN to their Depository Participants with whom they are maintaining their Demat accounts.
16. 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 AGM.

17. 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-versa.

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

- (i) The voting period begins on 20th September 2018 at 09:00 A.M. and ends on 23rd September 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 17th September 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	<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.).

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

(ix) 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.

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

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

- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) **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.**
- (xix) **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.
- (xx) 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. (ix) above to cast vote.
- (B) The voting period begins on 20th September 2018 at 09:00 A.M. and ends on 23rd September 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 17th September 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(C) 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.ttspl.in within two days of passing of the resolutions at the AGM 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 AGM of the Company.

**BY ORDER OF THE BOARD OF DIRECTORS
FOR TOTAL TRANSPORT SYSTEMS LIMITED**

**SD/-
SANJIV ARVIND POTNIS
MANAGING DIRECTOR
DIN: 00102090**

**DATE: 27th AUGUST 2018
PLACE: MUMBAI**

ANNEXURE TO THE NOTICE

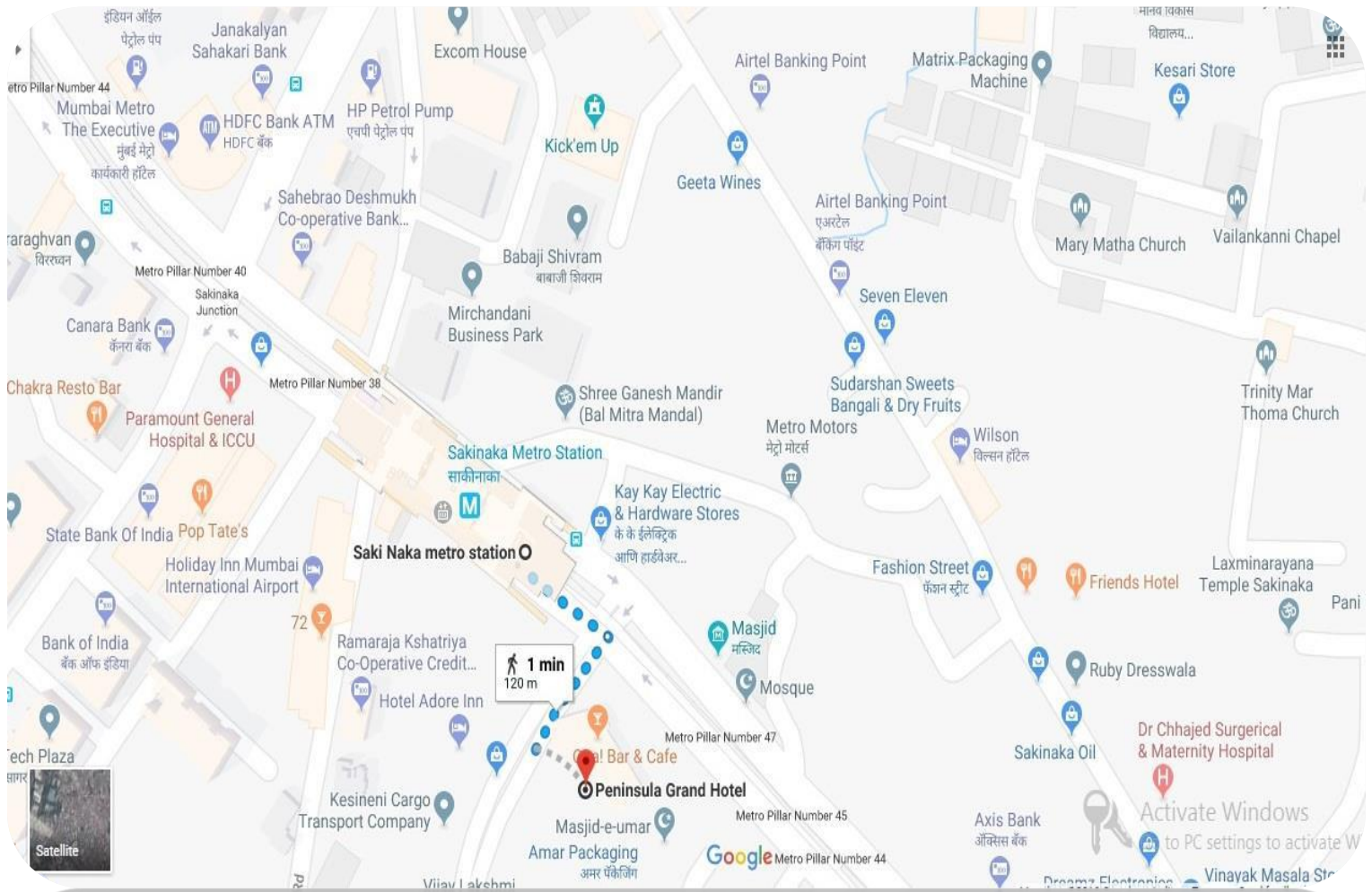
Details of the Directors seeking appointment/ re-appointment in forthcoming Annual General Meeting [In pursuance to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Statement as per Schedule V (third proviso of Section II of Part II) and Secretarial Standard 2 issued by the Institute of Company Secretaries of India]

Name of the Director	Sanjiv Arvind Potnis
DIN	00102090
Date of Birth	06/09/1967
Nationality	Indian
Date of Appointment on Board	27/07/1995
Remuneration Last Drawn/Past Remuneration	salary Rs.48,00,000/- and reimbursement of expenses upto a maximum limit of 12,00,000/- subject to submission of original invoices of the expenses with the Company.
No. of Shares held in Company	24,92,000 shares
Qualification & Expertise in specific functional area / Background details /Job profile and his suitability	He is bachelor in Commerce Graduate. 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 and offshore operations and exposure to shipping industry. He also has significant experience in the field of administration and market development.
Recognitions / Awards	NA
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Sanjiv potnis is managing Director of the Company and considering his profile and role in the Company, remuneration paid to him is as per remuneration policy of the Company.
Pecuniary relationship directly or indirectly with the Company	There exists no pecuniary relationship of sanjiv arvind potnis directly or indirectly with the company or relationship 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.
No. of Board Meetings Attended	10
List of other listed Companies in which Directorships held as on 31st March, 2018	NA
List of other Companies in which Directorships held as on 31st March, 2018	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 Committee of the Board of other Companies in which he is a Director as on 31st March, 2018	NIL
Disclosure of relationship between Directors inter-se/Managerial Personnel	Promoter

Route map of the venue AGM

From Sakinaka Metro station to the Venue of the AGM



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 Annual General Meeting of the Company held on 24th September, 2018 at 04:00 P.M. at Peninsula Grand Hotel, Sakinaka Junction, Andheri (East), Mumbai - 400072 Maharashtra, India

* Applicable for investors holding shares in electronic form

Signature of Shareholder / proxy

PROXY FORM

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



TOTAL TRANSPORT SYSTEMS LIMITED

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

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 Annual General Meeting of the Company, to be held on 24th September, 2018 at 04:00 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	Resolutions	For	Against
1	To receive, Consider and adopt the Audited Standalone Financial Statements and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018 together with the Reports of the Board of Directors and Auditors thereon.		
2	To appoint a Director in place of Mr. Sanjiv Arvind Potnis (DIN: 00102090) who retires by rotation and being eligible, offers himself for re-appointment.		
3	To Ratify Appointment of Auditors M/s. D. B. Ketkar & Co., Chartered Accountants, Mumbai, having Firm Registration No. 105007W		

* 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