



MISHRA & ASSOCIATES

Company Secretaries

Office: G/17, Washington Plaza, Topiwala Lane, Goregaon (W), Mumbai – 400062, MH; Email: office@mishraandassociates.in;

Tel.: 022-28050106 / 29670106; Cell: 9773-478-068 / 9022-616-809

Report of Scrutinizer on E-Voting and Postal Ballot Process

[Pursuant to section 108 and 110 of the Companies Act, 2013 and Rule 20(3) of the Companies (Management and Administration) Rules, 2014]

To,

The Board of Directors

Total Transport Systems Limited

7th Floor, T-Square, Opp. Chandivali Petrol Pump,
Sakinaka, Andheri (E), Mumbai – 400072.

Dear Sir,

Sub: Scrutinizer's Report on E-Voting and Postal Ballot Process conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014.

I, Manishkumar Premnath Mishra, Company Secretary in Practice having Membership No.: A41066, COP: 18303 and Proprietor of Mishra & Associates, Company Secretaries, Mumbai, appointed as Scrutinizer by the Board of Directors of Total Transport Systems Limited ["the Company"] vide resolution passed on 27th September, 2019 as required under Section 108 & 110 of Companies Act, 2013 ('the Act') read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the e-voting process and Postal Ballot process in a fair and transparent manner and also for ascertaining the requisite majority for passing of the resolution contained in the notice of the Postal Ballot dated, 27th September, 2019.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules Relating to voting through electronic means and Postal Ballot on the resolutions contained in the notice of the Postal Ballot dated 27th September, 2019. My responsibility as a Scrutinizer for the e-voting process and Postal Ballot process is restricted to ensure that the e-voting process and Postal Ballot process is conducted in a fair and transparent manner and make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated below, based on the Postal Ballots received by the scrutinizer and reports generated from the e-voting system provided by

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Central Depository Services (India) Limited ("CDSL"), the authorized agency to provide e-voting facilities, engaged by the Company.

The notice dated 27th September, 2019 was sent to the shareholders of the Company along with the statement stating out material facts under Section 102 of the Companies Act, 2013.

The members of the Company holding shares on the cut-off date i.e. 27th September, 2019 were entitled to vote on the resolution proposed and set out in the Postal Ballot Notice.

In this regard, I submit my report as under:

1. The E-Voting period remained open from Wednesday, 9th October, 2019 to Wednesday, 6th November, 2019.
2. At the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.
3. The details containing List of the Shareholders who voted for or against the resolution that were put to vote were downloaded from the e-voting website of CDSL.
4. I have scrutinized the votes casted through electronic means and through postal ballot process for the purpose of this report.
5. The Company dispatched postal ballot forms along with postage prepaid business reply envelope to its members whose name(s) appeared on the Register of Members/List of Beneficiaries as on 27th September, 2019.
6. The Postal Ballot Forms were kept under safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
7. The postal ballot forms were opened and scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company / List of beneficiaries as on 27th September, 2019 being cut-off date for dispatch of postal ballot notice.
8. The Postal Ballot Forms received up to close of the working hours i.e. Wednesday, 06th November, 2019 the last date and time fixed by the Company for the receipt of the Forms, considered for my scrutiny.



9. Envelopes containing postal ballot received after 06th November, 2019 were not considered for my scrutiny, till the date of my report, I have not received any envelope after the close of working hours on Wednesday, 06th November, 2019.

10. I did not find any defaced or mutilated Ballot Paper.

11. The particulars of the all votes casted by Postal Ballot as well as through e-voting process have been recorded in a register separately maintained for the purpose.

The result of scrutiny of the Postal Ballot as well as E-Voting in respect of passing of Resolution contained in the notice dated 27th September, 2019 is as under:

Resolution No. 1

Special Resolution

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

(i) Voted in favour of the resolution:

Type of Voting	Number of Members Voting	Number of Votes Cast by Them	% of Total Number of Valid Votes Cast
Remote E-Voting	8	26,41,000	100.00
Voting Through Postal Ballot	1	3,000	100.00
Total	9	26,44,000	100.00

(ii) Voted against the resolution:

Type of Voting	Number of Members Present and Voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
Remote E-Voting	0	0	0
Voting Through Postal Ballot	0	0	0
Total	0	0	0



(iii) Invalid Votes:

Type of Voting	Total Number of Members Whose Votes Were Declared Invalid	Total Number of Votes Cast by them
Remote E-voting	0	0
Voting Through Postal Ballot	0	0
Total	0	0

The Register, all other papers and relevant records relating to voting shall remain in Custody until the Managing Director and /or Company Secretary of the Company considers, approves and signs the results of the Postal Ballot.

Result:

The Resolution has requisite majority of votes, the resolution may be considered to have been passed. The Chairman accordingly declares the result of Voting.

Thanking you,

Yours faithfully,

FOR MISHRA & ASSOCIATES

Company Secretary



Manishkumar Mishra

(Proprietor)

Membership No. 41066

C.P. No. 18303

UDIN: A041066A000214316

Date: November 07, 2019

Place: Mumbai