# **NOTICE**

**NOTICE** is hereby given that the 25<sup>th</sup> Annual General Meeting of the Members of **Total Transport Systems Limited** will be held on Tuesday, December 8, 2020 at 11:00 A.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, 2020 consisting of Balance Sheet as at March 31, 2020, Statement of Profit & Loss for the Year Ended March 31, 2020 and Cash Flow Statement for the year Ended March 31, 2020 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. Sanjiv Arvind Potnis (DIN: 00102090), who retires from office by rotation and being eligible, offers himself for re-appointment.

#### Special Business:

#### 3. Appointment of Statutory Auditor to Fill Casual Vacancy:

To consider and, if thought fit, to pass the following Resolution, as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) M/s. S C M K & Co LLP, Chartered Accountants (Registration No. W100662) be and is hereby appointed as Statutory Auditor of the Company w.e.f. November 12, 2020, to fill the casual vacancy arising out of resignation of D. B. Ketkar & Co., Chartered Accountants, Mumbai [Firm Registration No. 105007W].

"RESOLVED FURTHER that M/s. S C M K & Co LLP, Chartered Accountants, (Firms Registration No. W100662), be and are hereby appointed as Statutory Auditors of the Company to hold the office from 12<sup>th</sup> November, 2020, until the conclusion of this Annual General Meeting (25th) of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company."

#### 4. Appointment of Statutory Auditor:

To consider and, if thought fit, to pass the following Resolution, as an Ordinary Resolution:

"RESOLVED that pursuant to Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) M/s. S C M K & Co LLP, Chartered Accountants (Registration No. W100662), be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the 25<sup>th</sup> Annual General Meeting till the conclusion of the 30th Annual General Meeting of the Company at such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company."

By Order of the Board Of Directors For Total Transport Systems Limited Sd/-Bhavik S. Trivedi Company Secretary & Compliance Officer

DATE: 12<sup>h</sup> November, 2020 PLACE: Mumbai



# NOTES FOR MEMBER'S ATTENTION:

- 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.
- 2. In view of the global outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to 'Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM) read with General Circular No. 14/2020 dated April 8, 2020 and the General Circular No. 17/2020 dated April 13, 2020 in relation to 'Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19' collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India ('SEBI') vide its circular dated May 12, 2020 in relation to 'Additional relaxation in relation to compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 COVID-19 pandemic' ('SEBI Circular') permitted the holding of the AGM through VC or OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI Listing Regulations and MCA Circulars & SEBI Circular, the 25th AGM of the Company is being held through VC/OAVM on Tuesday, December 8, 2020 at 11.00 a.m. The deemed venue for the 25th AGM will be 7th Floor T-Square Opp. Chandivali Petrol Pump, Sakinaka, Andheri (East), Mumbai– 400 072, Maharashtra, India.
- 3. 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.
- 4. 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.
- 5. Members/ Institutional Investors, who are Members of the Company, are encouraged to attend the 25th 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 Scrutinizer at bhavik.trivedi@mum. ttspl.in with a copy marked to helpdesk.evoting@cdslindia.com.
- 6. 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.
- 7. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
- 8. 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.
- 9. 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 2019-2020 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories as on November 06, 2020. The Notice convening the 25th 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
- **10.** 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.
- 11. The Register of Members and Share Transfer Books will remain closed from December 02, 2020 to December 08, 2020 (both days inclusive) for the purpose of the Annual General Meeting.
- 12. 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.

- **13.** 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.
- 14. 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.

# 15. PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL ADDRESS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING:

One-time registration of e-mail address with RTA for receiving the Annual Report for the FY 2019-2020 and cast votes electronically:

The Company has made special arrangements with RTA for registration of e-mail address of those Members who wish to receive the Annual Report for the FY 2019-2020 and cast votes electronically. Eligible Members whose e-mail addresses are not registered with the Company/DPs are required to provide the same to RTA on or before 5.00 p.m. (IST) on Tuesday, December 01, 2020.

## Process to be followed for one-time registration of e-mail address is as follows:

- Visit the link: https://bigshareonline.com/InvestorRegistration.aspx
- Enter the DP ID & Client ID, PAN details and Name.
- System will verify the Client ID and PAN details.
- On successful verification, system will allow you to enter your e-mail address and mobile number.
- Enter your e-mail address and mobile number.
- The system will then ask for you to generate the OTP
- Once the OTP is entered, the system will confirm the e-mail address on successful verification.
- Your complete details are registered with the Company.

# 16. INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulations (as amended) and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-voting system as well as remote e-voting during the AGM will be provided by CDSL.

Members of the Company holding shares as on the cut-off date of Tuesday, December 01, 2020 may cast their vote by remote e-voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. 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 only shall be entitled to avail the facility of remote e-voting before the AGM as well as remote e-voting during the AGM. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date i.e. Tuesday, December 01, 2020, may obtain the User ID and Password by sending a request at helpdesk.evoting@cdslindia.com or bhavik.trivedi@mum.ttspl. in.

The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis



The remote e-voting period commences on Saturday, December 05, 2020 at 9.00 a.m. (IST) and ends on Monday, December 07, 2020 at 5.00 p.m. (IST). The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Tuesday, December 01, 2020.

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

- 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.
- 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.
- 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.

# 18. 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**.

# 19. 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@ number at agmparticipant@bigshareonline.com and bhavik.trivedi@ 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.

# 20. 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.
- 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.
- 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.



#### 21. 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.

#### 22. Other Instructions:

- The e-voting period commences on Saturday, December 05, 2020 at 9.00 a.m. (IST) and ends on Monday, December 07, 2020 at 5.00 p.m. (IST). During this period, Members holding shares in dematerialized form, as on Tuesday, December 01, 2020. 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: 12<sup>th</sup> November, 2020 PLACE: Mumbai

# 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	Sanjiv Arvind Potnis
Date of Birth	06.09.1967
Date of First Appointment	27.07.1995
Qualification/Awards/Recognitions	B.Com
No. of Equity Share held in the Company as on 31 <sup>st</sup> March, 2020	24,92,000
Disclosure of relationships between directors inter-se	Mr. Sanjiv Arvind Potnis is not related to other Directors
Year of Experience	Over 25 Year Experience in Freight Forwarding & Offshore Operations and Shipping Industry
Remuneration Last Drawn by such person, if any	61,83,522/-
Terms and conditions of appointment/ re-appointment & Remuneration sought for	NA
Area of expertise in specific functional areas/ Brief resume of Director	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
List of outside Directorship held in other companies	He is Director in following Companies: 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. 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	Member Two (2) Committee