

## NOTICE

**NOTICE IS HEREBY GIVEN FOR THE 27<sup>th</sup> ANNUAL GENERAL MEETING OF TOTAL TRANSPORT SYSTEMS LIMITED WILL TO BE HELD ON MONDAY, SEPTEMBER 12, 2022 AT 2:00 P.M. (IST) THROUGH VIDEO CONFERENCE FACILITY ORGANIZED BY THE COMPANY, TO TRANSACT THE FOLLOWING BUSINESSES. THE VENUE OF THE MEETING SHALL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY.**

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the standalone and consolidated audited Balance Sheet, the Statement of Profit and Loss for the financial year ended March 31, 2022 together with the Report of the Directors and the Auditors thereon.
2. To consider and approve the re-appointment of Mrs. Leena Prashant Salvi (DIN: 07784529) who retires by rotation and being eligible offers herself for re-appointment.

### **SPECIAL BUSINESS:**

3. **To approve the terms of remuneration of Mr. Shrikant D. Nibandhe (DIN: 01029115) as a Executive Director & Chief Financial Officer of the Company.**

To consider and if thought fit, to pass with or without modification(s), if any, the following resolution as a **SPECIAL RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of sections 196, 197, 198, and Part II Section II of Schedule V and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force and hereinafter referred to as the “Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable Rules made under the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, consent of the Members be and is hereby accorded for payment of remuneration to Mr. Shrikant D. Nibandhe (DIN: 01029115) in the whole time employment of the Company, as a Executive Director and the Chief Financial Officer of the Company for a period of 3 (three) years commencing April 1, 2022 on such terms and conditions including remuneration, as are set out in the Explanatory Statement annexed to the Notice, with authority and liberty to the Board of Directors of the Company / Nomination and Remuneration Committee of the Company to alter and vary the remuneration payable Mr. Shrikant D. Nibandhe in such manner as may be agreed between the Board of Directors of the Company and Mr. Shrikant D. Nibandhe.

**RESOLVED FURTHER THAT** pursuant to Section II of Part II of Schedule V and other applicable provisions, if any, of the Act in the event of loss or inadequacy of profits in any financial year, Mr. Shrikant D. Nibandhe shall be entitled to receive remuneration including perquisites, etc. upto the limit as approved by the members herein above, as minimum remuneration

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include Nomination and Remuneration Committee of the Board) be and are hereby authorized to vary and/or modify the remuneration which shall be 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 to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.”

4. **To approve the terms of remuneration of Mr. Makarand P. Pradhan (DIN: 00102413) as a Managing Director of the Company.**

To consider and if thought fit, to pass with or without modification(s), if any, the following resolution as a **SPECIAL RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of sections 196, 197, 198, and Part II Section II of Schedule V and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force and hereinafter referred to as the “Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable Rules made under the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, consent of the Members be and is hereby accorded for payment of remuneration to Mr. Makarand P. Pradhan (DIN: 00102413) in the whole time employment of the Company, as a Managing Director of the Company for the remainder of his term as a Managing Director commencing April 1, 2022 on such terms and conditions including remuneration, as are set out in the Explanatory Statement annexed to the Notice, with

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authority and liberty to the Board of Directors of the Company/Nomination and Remuneration Committee of the Company to alter and vary the remuneration payable Mr. Makarand P. Pradhan in such manner as may be agreed between the Board of Directors of the Company and Mr. Makarand P. Pradhan.

**RESOLVED FURTHER THAT** pursuant to Section II of Part II of Schedule V and other applicable provisions, if any, of the Act in the event of loss or inadequacy of profits in any financial year, Mr. Makarand P. Pradhan shall be entitled to receive remuneration including perquisites, etc. upto the limit as approved by the members herein above, as minimum remuneration

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include Nomination and Remuneration Committee of the Board) be and are hereby authorized to vary and/or modify the remuneration which shall be 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 to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.”

5. **To approve the terms of remuneration of Mr. Sanjiv A. Potnis (DIN: 00102090) as a Executive Director of the Company.**

To consider and if thought fit, to pass with or without modification(s), if any, the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of sections 196, 197, 198, and Part II Section II of Schedule V and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force and hereinafter referred to as the “Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable Rules made under the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, consent of the Members be and is hereby accorded for payment of remuneration to Mr. Sanjiv A. Potnis (DIN: 00102090) in the whole time employment of the Company, as a Executive Director of the Company for a period of 3 (three) years commencing April 1, 2022 on such terms and conditions including remuneration, as are set out in the Explanatory Statement annexed to the Notice, with authority and liberty to the Board of Directors of the Company/Nomination and Remuneration Committee of the Company to alter and vary the remuneration payable to Mr. Sanjiv A. Potnis such manner as may be agreed between the Board of Directors of the Company and Mr. Sanjiv A. Potnis.

**RESOLVED FURTHER THAT** pursuant to Section II of Part II of Schedule V and other applicable provisions, if any, of the Act in the event of loss or inadequacy of profits in any financial year, Mr. Sanjiv A. Potnis shall be entitled to receive remuneration including perquisites, etc. upto the limit as approved by the members herein above, as minimum remuneration

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include Nomination and Remuneration Committee of the Board) be and are hereby authorized to vary and/or modify the remuneration which shall be 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 to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.”

6. **To approve remuneration of Mrs. Leena P. Salvi (DIN: 007784529), Non-Executive Director of the Company:**

To consider and if thought fit, to pass with or without modification(s), if any, the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to Sections 197 and 198 and other applicable provisions if any of the Companies Act, 2013 and relevant rules made thereunder or any amendment or re-enactment thereof, if any, Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, Articles of Association of the Company, NRC policy and subject to such permissions, sanctions of appropriate authorities as may be required, consent of the members be and is hereby accorded for the payment of remuneration to Mrs. Leena P. Salve, Non Executive Directors a sum not exceeding ` 50,00,000 /- p.a. (Rupees Fifty Lakhs Only), Also, being more than fifty per cent of the total annual remuneration payable to all non-executive directors of the Company for a period of three years effective from April 1, 022, in addition to the fee payable to her for attending the meetings of the Board of Directors of the Company or any Committee(s) thereof or reimbursement of expenses, if any, in such amounts or proportions and in such manner as the Board of Directors may, from time to time, determine.

**RESOLVED FURTHER THAT** pursuant to Section II of Part II of Schedule V and other applicable provisions, if any, of the Act in the event of loss or inadequacy of profits in any financial year, Mrs. Leena P. Salvi shall be entitled to receive remuneration. upto the limit as approved by the members herein above, as minimum remuneration

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, the Board of Directors of the Company and /or Nomination and Remuneration Committee be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper, desirable and to settle any question, difficulty or doubt that may arise in this regard without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

For and on behalf of the  
**TOTAL TRANSPORT SYSTEMS LIMITED**  
SD/-

**SHRIKANT D. NIBANDHE**

**DIN: 01029115**

**ADDRESS:** 7th floor T-Square Opp Chandivali  
Petrol Pump, Sakinaka Andheri (East)  
Mumbai City MH 400072 IN

**REGISTERED & CORPORATE OFFICE:**

7th floor T-Square Opp Chandivali  
Petrol Pump, Sakinaka Andheri (East)  
Mumbai City MH 400072 IN

**CIN:** L63090MH1995PLC091063

**E-mail:** [corpfinance@mum.ttspl.in](mailto:corpfinance@mum.ttspl.in)

**Place:** Mumbai

**Date:** August 10, 2022

**Notes:**

1. For the purpose of the Companies Act, 2013 (“Act”), the proceedings of the meeting shall be deemed to take place at 7th floor T-Square Opp Chandivali Petrol Pump, Sakinaka, Andheri (East) Mumbai City MH 400072 IN
2. An explanatory statement pursuant to Section 102 of the Companies Act 2013 (‘Act’) in respect of the Special Business under item no. 3, 4, 5 and 6 of the notice, is annexed hereto.
3. This AGM is being convened in compliance with applicable provisions of the Act and the rules made thereunder; provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”); the provisions of General Circular No. 14/2020 dated April 8, 2020; General Circular No.17/2020 dated April 13, 2020; General Circular No. 20/2020 dated May 5, 2020 and General Circular no. 20/2021 dated December 08, 2021 and General Circular No. 3/2022 dated May 05, 2022 issued by Ministry of Corporate Affairs issued by the MCA (collectively referred to as “MCA Circulars”); and SEBI Circular dated May 13, 2022, ref SEBI/HO/CFD/CMD2/ CIR/P/2022/62.
4. The helpline number regarding any query/assistance for participation in the AGM through VC/OAVM is Tel: 022-49186175, Tel: 1800-222-990.
5. Since, the AGM is being conducted through VC/OAVM; there is no provision for appointment of proxies. Accordingly, appointment of proxies by the members will not be available.
6. Members are requested to participate on first come first serve basis, as participation through video conferencing is limited and will be closed on expiry of 15 minutes from the schedule time of the AGM. However, the participation of members holding 2% or more is not restricted on first come first serve basis. Members can login and join 15 (fifteen) minutes prior to the schedule time of meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time.
7. Members are requested to note they can raise questions during the meeting or in advance at [bhavik.trivedi@mum.ttspl.in](mailto:bhavik.trivedi@mum.ttspl.in) However, it is requested to raise the queries 7 days in advance and in a precise manner and in short at the time of meeting to enable to answer the same.
8. Institutional / Corporate Shareholders (i.e. other than individuals / NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body resolution/authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the Company by email through its registered email address to [scrutinisers@mmjc.in](mailto:scrutinisers@mmjc.in)

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9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
10. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form. The email addresses can be registered with the Depository Participant ("DP") in case the shares are held in electronic form and with the Registrar and Transfer Agent of the Company ("RTA") in case the shares are held in physical form.

### Registration of Email Id:

- a) In case, the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent / Depositories, log in details for e-voting are being sent on the registered email address.
- b) In case the shareholder has not registered his/her/their emails address with the Company/its RTA/Depositories and or not updated the Bank Account mandate, the following instructions to be followed:
- c)
  - i. Kindly log in to the website of the RTA, namely, M/s Bigshare Services Pvt Ltd, at <https://www.bigshareonline.com/InvestorRegistration.aspx> and upload the required documents and submit. OR
  - ii. In the case of Shares held in Demat mode: The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.
  - iii. Alternatively, Members may send an e-mail request to [bhavik.trivedi@mum.ttspl.in](mailto:bhavik.trivedi@mum.ttspl.in) along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in the case of physical folio.
11. The Register of Members and Share Transfer Books of the Company will remain closed from September 6, 2022 to September 12, 2022 (Both Days Inclusive).
12. Members seeking any information with regard to any matter to be placed at the AGM are requested to write to the Company through an email on [bhavik.trivedi@mum.ttspl.in](mailto:bhavik.trivedi@mum.ttspl.in) at least 5 days before the Annual General Meeting.
13. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of questions and number of speakers depending upon the availability of time, for smooth conduct of the AGM.
14. To support the 'Green Initiative', the members who have not registered their email addresses are requested to register the same with RTA/ Depositories.
15. The business set out in the notice will be transacted through remote e-voting system and the instructions and other information relating to remote e-voting provided by NSDL are given herein below in this Notice. In case of any queries or grievances in connection with remote e-voting, the shareholders may write to the registered office address of the Company.
16. Members holding shares in the dematerialized (electronic) form may update such details with their respective Depository Participants. The Company or its Registrars cannot act on any request received directly from the shareholders holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the shareholders.
17. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2014 Company is pleased to provide the members to exercise their right to vote at Annual General Meeting of the Company by electronic means through E-voting facility provided by NSDL .
18. Mrs. Kumudini Bhalerao of M/s. Makarand M. Joshi & Co, Partner at M/s. Makarand M. Joshi & Co, Practising Company Secretaries have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding 3 working days from the conclusion of the remote e-voting period unblock the votes in the presence of at least 2 witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, and forward it to the Chairman of the Company.
19. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company on the website of <https://ttspl.in/investor-relation/> immediately after the declaration of Result by the Chairperson or any person authorized by her in writing and communicated to NSE.

**E- VOTING**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. 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 for 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.
4. 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 Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 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 National Securities Depository Limited (NSDL) 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 venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://ttspl.in/investor-relation>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on Friday, September 9, 2022 at 9:00 A.M. and ends on Sunday, September 11, 2022 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 5, 2022 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 5, 2022.



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**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system****A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

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4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
  - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

#### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.



6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [scrutinisers@mmjc.in](mailto:scrutinisers@mmjc.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to [Sarita Mote at evoting@nsdl.co.in](mailto:Sarita Mote at evoting@nsdl.co.in)

#### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [bhavik.trivedi@mum.ttspl.in](mailto:bhavik.trivedi@mum.ttspl.in)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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 [bhavik.trivedi@mum.ttspl.in](mailto:bhavik.trivedi@mum.ttspl.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. [Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.](#)**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

#### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

#### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

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2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [bhavik.trivedi@mum.ttspl.in](mailto:bhavik.trivedi@mum.ttspl.in) The same will be replied by the company suitably.

**EXPLANATORY NOTE UNDER SECTION 102 OF COMPANIES ACT, 2013****ITEM NO. 3:****To Approve Increase in Remuneration of Mr. Shrikant D. Nibandhe, Executive Director & CFO of the Company**

Mr. Shrikant D. Nibandhe is associated with the Company since 1998. He is an Executive Director of the Company and also holds positions of CFO of the Company. Further, considering the experience and contribution of Mr. Shrikant D. Nibandhe and the progress made by the Company under his guidance and as per the recommendation of the Nomination and Remuneration Committees, the Board in its meeting held on May 26, 2022 approved the revision in the remuneration of the Mr. Shrikant D. Nibandhe, effective for a period of three years from April 1, 2022 till March 31, 2025 on the terms and conditions as may approved by the Board.

Pursuant to Section 197 read with Schedule V of the Companies Act, 2013 the revised remuneration of Mr. Shrikant D. Nibandhe as approved by the Board is required to be approved by the members in their meeting due to inadequacy of the profit.

**Terms of Appointment:**

The revision in terms of remuneration proposed to be paid to Mr. Shrikant D Nibandhe are as follows:

**Tenure:**

Period three years from April 1, 2022 till March 31, 2025.

**Salary & Bonuses:**

Rs. 1,30,00,000 (Rupees One Crore Thirty Lakhs only) Per Annum including bonus with such annual increments as may be decided by the Board/Nomination & Remuneration Committee effective 1st April each year

**Commission:**

2% Commission on the incremental 'turnover' of the Company.

(Turnover defined under Section 2 (91) of the Companies Act, 2013)

**Reimbursement of Expenses:**

Rs. 12,00,000/- (Rupees Twelve Lakh Only) per annum which will be subject to submission of actual invoices of the expenses incurred by him.

**Overall Remuneration:**

The proposal for ammendment in terms of remuneration is within the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Further, Section 197 of the Act provides that the company may by a shareholders resolution authorize payment of remuneration exceeding 5% of the net profits of the Company individually to the Whole-time Director, Manager or Joint Managing Director and exceeding 11% of the net profits to the directors as a whole, subject to the provisions of Schedule V to the Companies Act.

Hence, on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company and approval of the shareholders by way of special resolution, the Company shall authorize payment of remuneration Mr. Shrikant D. Nibandhe including perquisites as approved by the Board as the minimum remuneration exceeding 5% of the net profits of the Company computed in accordance with the provisions of section 198 of the Act which may lead to the total remuneration of all the directors, including managing director, whole-time director and manager, exceeding 11% of the net profits as computed under section 198 of the Act.

**Minimum Remuneration:**

Notwithstanding anything to the contrary contained herein, in the event of absence or inadequacy of profits in any Financial Year during the term of office of Mr. Shrikant D. Nibandhe as Executive Director & CFO, the Company will, subject to applicable laws, pay him the remuneration, allowances and perquisites as detailed above with such increments/ revision as may be approved from time to time except commission/performance bonus as the Minimum Remuneration in accordance with Schedule V and other applicable provision of the Act for the tenure of three years from FY 2022- 23 till FY 2024-25.

Mr. Shrikant D. Nibandhe satisfies all the conditions set out in Part-I of Schedule V to the Act.

Mr. Shrikant D. Nibandhe is not disqualified from being appointed as Director in terms of Section 164 of the Act.

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It is hereby confirmed that the Company has not committed any default in respect of any of its debts or interest payable thereon for a continuous period of 30 days in preceding Financial Year and in Current Financial Year.

Except Mr. Shrikant D. Nibandhe and his relatives, none of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise in the resolution as set out in Item no. 3.

The Board recommends the aforesaid resolutions at item no. 3 for the approval of members of the Company by way of a special resolution.

### ITEM NO. 4:

#### To Approve Increase in Remuneration of Mr. Makarand P. Pradhan, Managing Director of the Company

Mr. Makarand P. Pradhan is associated with the Company since inception. He is an Managing Director of the Company. Further, considering the experience and contribution of Mr. Makarand P. Pradhan and the progress made by the Company under his guidance and as per the recommendation of the Nomination and Remuneration Committees, the Board in its meeting held on May 26, 2022 approved the revision in the remuneration of the Mr. Makarand P. Pradhan for a period effective from April 1, 2022 till the reminder of his current term as a Managing Director of the Company on the terms and conditions as may approved by the Board.

Pursuant to Section 197 read with Schedule V of the Companies Act, 2013 the revised remuneration of Mr. Makarand P. Pradhan as approved by the Board is required to be approved by the members in their meeting due to inadequacy of the profit.

#### Terms of Appointment:

The revision in terms of remuneration proposed to be paid to Mr. Makarand P. Pradhan are as follows:

#### Tenure:

Period ranging from April 1, 2022 till July 25, 2024.

#### Salary & Bonuses:

Rs. 1,30,00,000 Per Annum including bonuses (Rupees One Crore Thirty Lakhs only) with such annual increments as may be decided by the Board/Nomination & Remuneration Committee effective 1st April each year

#### Commission:

2% Commission on the incremental 'turnover' of the Company.

(Turnover defined under Section 2 (91) of the Companies Act, 2013)

#### Reimbursement of Expenses:

Rs. 12,00,000/- (Rupees Twelve Lakh Only) per annum which will be subject to submission of actual invoices of the expenses incurred by him.

#### Overall Remuneration:

The proposal for ammendment in terms of remuneration is in accordance with the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Further, Section 197 of the Act provides that the company may by a shareholders resolution authorize payment of remuneration exceeding 5% of the net profits of the Company individually to the Whole-time Director, Manager or Joint Managing Director and exceeding 11% of the net profits to the directors as a whole, subject to the provisions of Schedule V to the Companies Act.

Hence, on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company and approval of the shareholders by way of special resolution, the Company shall authorize payment of remuneration Mr. Makarand P. Pradhan including perquisites as approved by the Board as the minimum remuneration exceeding 5% of the net profits of the Company computed in accordance with the provisions of section 198 of the Act which may lead to the total remuneration of all the directors, including managing director, whole-time director and manager, exceeding 11% of the net profits as computed under section 198 of the Act.

#### Minimum Remuneration:

Notwithstanding anything to the contrary contained herein, in the event of absence or inadequacy of profits in any Financial Year during the term of office of Mr. Makarand P. Pradhan as Managing Director, the Company will, subject to applicable laws, pay him the remuneration, allowances and perquisites as detailed above with such increments/ revision as may be approved from time to time except commission/performance bonus as the Minimum Remuneration in accordance with Schedule V and other applicable provision of the period ranging from April 1, 2022 till July 25, 2024.

Mr. Makarand P. Pradhan satisfies all the conditions set out in Part-I of Schedule V to the Act.

Mr. Makarand P. Pradhan is not disqualified from being appointed as Director in terms of Section 164 of the Act.

It is hereby confirmed that the Company has not committed any default in respect of any of its debts or interest payable thereon for a continuous period of 30 days in preceding Financial Year and in Current Financial Year.

Except Mr. Makarand P. Pradhan and his relatives, none of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise in the resolution as set out in Item no. 4.

The Board recommends the aforesaid resolutions at item no. 4 for the approval of members of the Company by way of a special resolution.

#### **ITEM NO. 5:**

##### **To Approve Increase in Remuneration of Mr. Sanjiv A Potnis\_(Executive Director) of the Company**

Mr. Sanjiv A. Potnis is associated with the Company since inception. He is an Executive Director of the Company. Further, considering the experience and contribution of Mr. Sanjiv A. Potnis and the progress made by the Company under his guidance and as per the recommendation of the Nomination and Remuneration Committees, the Board in its meeting held on May 26, 2022 approved the revision in the remuneration of the Mr. Sanjiv A. Potnis for a period effective for a period of three years from April 1, 2022 till March 31, 2025 on the terms and conditions as may approved by the Board.

Pursuant to Section 197 read with Schedule V of the Companies Act, 2013 the revised remuneration of Mr. Sanjiv A. Potnis as approved by the Board is required to be approved by the members in their meeting due to inadequacy of the profit.

##### **Terms of Appointment:**

The revision in terms of remuneration proposed to be paid to Mr. Sanjiv A. Potnis are as follows:

##### **Tenure:**

Period of 3 years commencing from April 1, 2022 till March 31, 2025.

##### **Salary & Bonuses:**

Rs. 1,30,00,000 per annum including bonus (Rupees One Crore Thirty Lakhs only) with such annual increments as may be decided by the Board/Nomination & Remuneration Committee effective 1st April each year

##### **Commission:**

2% Commission on the incremental 'turnover' of the Company.

(Turnover defined under Section 2 (91) of the Companies Act, 2013)

##### **Reimbursement of Expenses:**

Rs. 12,00,000/- (Rupees Twelve Lakh Only) per annum which will be subject to submission of actual invoices of the expenses incurred by him.

##### **Overall Remuneration:**

The proposal for amendment in terms of remuneration is within the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Further, Section 197 of the Act provides that the company may by a shareholders resolution authorize payment of remuneration exceeding 5% of the net profits of the Company individually to the Whole-time Director, Manager or Joint Managing Director and exceeding 11% of the net profits to the directors as a whole, subject to the provisions of Schedule V to the Companies Act.

Hence, on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company and approval of the shareholders by way of special resolution, the Company shall authorize payment of remuneration Mr. Sanjiv A. Potnis including perquisites as approved by the Board as the minimum remuneration exceeding 5% of the net profits of the Company computed in accordance with the provisions of section 198 of the Act which may lead to the total remuneration of all the directors, including managing director, whole-time director and manager, exceeding 11% of the net profits as computed under section 198 of the Act.



**Annual Report F.Y. 2021-2022****Minimum Remuneration:**

Notwithstanding anything to the contrary contained herein, in the event of absence or inadequacy of profits in any Financial Year during the term of office of Mr. Sanjiv A. Potnis as Executive Director, the Company will, subject to applicable laws, pay him the remuneration, allowances and perquisites as detailed above with such increments/ revision as may be approved from time to time except commission/performance bonus as the Minimum Remuneration in accordance with Schedule V and other applicable provision of the Act for the tenure of three years from FY 2022- 23 till FY 2024-25.

Mr. Sanjiv A. Potnis satisfies all the conditions set out in Part-I of Schedule V to the Act and also conditions set out under sub-section 3 of Section 196 of the Act for being eligible for appointment.

Mr. Sanjiv A. Potnis is not disqualified from being appointed as Director in terms of Section 164 of the Act.

It is hereby confirmed that the Company has not committed any default in respect of any of its debts or interest payable thereon for a continuous period of 30 days in preceding Financial Year and in Current Financial Year.

Except Mr. Sanjiv A. Potnis and his relatives, none of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise in the resolution as set out in Item no. 5.

The Board recommends the aforesaid resolutions at item no. 5 for the approval of members of the Company by way of a special resolution.

**ITEM NO. 6:****To approve remuneration of Mrs. Leena P. Salvi (DIN: 007784529), Non-Executive Director of the Company**

In accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of shareholders by way of special resolution is required to be obtained every year, in which the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors, giving details of the remuneration thereof Mrs. Leena P. Salvi has substantially contributed to the growth of the Company and considering her extraordinary contributions, the Board of Directors on the recommendation of the Nomination and Remuneration Committee approved the proposal for the payment of annual remuneration to Mrs. Leena P. Salvi a sum not exceeding ` 50,00,000 /- p.a. (Rupees Fifty Lakhs Only),

The above mentioned remuneration will be effective for a period of three years from April 1, 2022..

The above remuneration will exceed 50% of the total annual remuneration payable to all non-executive directors of the Company and accordingly, the board sought the approval of shareholders by way of Special Resolution in this regard The Board recommends and proposes to pass the resolution set out at item no. 6 of the notice as Special Resolution.

Mrs. Leena P. Salvi satisfies all the conditions set out in Part-I of Schedule V to the Act and also conditions set out under sub-section 3 of Section 196 of the Act for being eligible for appointment.

Mrs. Leena P. Salvi is not disqualified from being appointed as Director in terms of Section 164 of the Act.

It is hereby confirmed that the Company has not committed any default in respect of any of its debts or interest payable thereon for a continuous period of 30 days in preceding Financial Year and in Current Financial Year.

The Board recommends the aforesaid resolutions at item no. 6 for the approval of members of the Company by way of a special resolution.

**ATTACHMENT TO THE EXPLANATORY STATEMENT FOR ITEM NO. 3, 4, 5 & 6**

**(Pursuant to the Provisions of Schedule V of the Companies Act, 2013)**

The following information pertaining to Mr. Makarand P. Pradhan, Mr. Shrikant D. Nibandhe, Mr. Sanjiv A. Potnis and Mrs. Leena P. Salvi are furnished pursuant to the provisions of Schedule V to 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** (Rs. Lakhs)

PARTICULARS	STANDALONE		
	Financial Year 2021-22	Financial Year 2020-21	Financial Year 2019-20
Turnover	53014.46	26479.62	32255.29
Other Income	42.82	17.94	3.25
Total Income	53,057.28	26497.56	32258.54
Profit Before Tax	1169.26	278.46	543.18
Profit after Tax	1121.33	201.56	386.02
Paid up Equity Capital (in Numbers)	1,43,06,000	1,43,06,000	1,43,06,000
Reserves & Surplus	4717.46	3719.33	3545.20

1. **Foreign investments or collaborations, if any:** Our Company has entered into a joint venture agreement with Seedeer (Hong Kong) E-Commerce Company Limited on August 23rd, 2018 and formed Seedeer (India) E-Commerce Private Limited. Seedeer (India) E-Commerce Private Limited (CIN:U74999MH2018FTC318691), is a private limited company incorporated on December 21st, 2018.

**II. Information about the appointee:**

Details are annexed.

**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. future.

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## Annexure as per te Point II of Shchedule V

Name of Director	Makrand P. Pradhan	Shrikant D. Nibandhe	Sanjiv A. Potnis	Leena Salvi
Date of Birth	26.04.1964	29.10.1964	06.09.1967	26.02.1972
Date of First Appointment	27.07.1995	23.06.1998	27.07.1995	04.04.2017
Qualification/Awards/Recognitions	B.Com	B.Com	B.Com	B.Com
No. of Equity Share held in the Company as on 31st March, 2022	24,92,000	12,44,000	24,93,500	24,94,000
Disclosure of relationships between directors inter-se	Mr. Makarand P. Pradhan is not related to other Directors	Mr. Shrikant D. Nibandhe is not related to other Directors	Mr. Sanjiv A. Potnis is not related to other Directors	Ms. Leena Prashant Salvi is not related to other Directors
Year of Experience	Over 35 Years of Experience in the Industry	Over 30 Years of Experience in the Industry	Over 25 Years of Experience in the Industry	Over 15 Years of Experience in the Industry
Remuneration Last Drawn by such person, if any	Rs. 96,00,000/- P.A. plus reimbursement of Expenses subject to overall limit of Rs.12,00,000/-	Rs. 96,00,000/- P.A. plus reimbursement of Expenses subject to overall limit of Rs.12,00,000/-	Rs. 96,00,000/- P.A. plus reimbursement of Expenses subject to overall limit of Rs.12,00,000/-	No remuneration was drawn by Mrs. Leena P. Salvi
Terms and conditions of appointment/ re-appointment & Remuneration sought for	Terms and Conditions as may be agreed at the time of Appointment	Terms and Conditions as may be agreed at the time of Appointment	Terms and Conditions as may be agreed at the time of Appointment	Terms and Conditions as may be agreed at the time of Appointment
Area of expertise in specific functional areas/ Brief resume of Director	Mr. Makarand P. Pradhan has vast experience in Freight Forwarding and Logistics Industry stretching over thirty five years. He is also associated with various Overseas Organisations and is in the best position to lead the Company. He is the Chairman of C P World Group since 2008 and I Cargo Alliance since 2011. I Cargo Alliance Ranks No. 5 in the global consolidation industry. He is also the president of Consolidators Association of India (CAI) since 2015.	Mr. Shrikant D. Nibandhe has vast experience in Freight Forwarding Logistics Industry and Management of Container Freight Stations (CFS) stretching over Thirty Years.	Mr. Sanjiv A. 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.	Ms. Leena Salvi is has the following area's Project Management, Business Strategy, Resources Management and Business Operations
No. of Meeting of the Board attended during the year	6/6	6/6	6/6	6/6

<b>List of outside Directorship held in other companies</b>	<ol style="list-style-type: none"> <li>1. WSA Shpg Bombay Private Limited</li> <li>2. CP World Logistics India Private Limited</li> <li>3. Oneworld Logistics Private Limited</li> <li>4. Jag Software Solutions Private Limited</li> <li>5. CLA Express Private Limited</li> <li>6. Seedeer (India) E-Commerce Private Limited</li> <li>7. R N Freight Forwarders Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Wsa Shipping (Bombay) Private Limited</li> <li>2. Cp World Logistics India Private Limited</li> <li>3. Oneworld Logistics Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. WSA Shpg Bombay Private Limited</li> <li>2. Miracle Shipping Agencies Private Limited</li> <li>3. CP World Logistics India Private Limited</li> <li>4. Oneworld Logistics Private Limited</li> <li>5. Jag Software Solutions Private Limited</li> <li>6. CLA Express Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. WSA Shpg Bombay Private Limited</li> <li>2. CP World Logistics India Private Limited</li> <li>3. Oneworld Logistics Private Limited</li> </ol>
<b>Chairman/Member of the Committee of the Board of Directors of other Companies</b>	Nil	Nil	Nil	Nil

**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

NAME OF DIRECTORS	SHRIKANT D. NIBANDHE	MAKARAND P. PRADHAN	SANJIV A. POTNIS	LEENA P. SALVI
date of Appointment/ Change in designation	23.05.2019	23.05.2019	23.05.2019	04.04.2017
Job Profile	Mr. Shrikant D. Nibandhe has vast experience in Freight Forwarding Logistics Industry and Management of Container Freight Stations (CFS) stretching over Thirty Years	Mr. Makarand P. Pradhan has vast experience in freight forwarding, Consolidation and Shipping Agency stretching over 38 Years. He is also the chairman of C P World Group since 2008 and I Cargo Alliance since 2011. I Cargo Alliance Ranks No.5 in the global consolidation industry. He is also the president of Consolidators Association of India (CAI) since 2015	Mr. Sanjiv A. 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	Ms. Leena Prashant Salvi, aged 47 years is the Non-Executive Director of the Company. She has significant experience in the field of administration
Qualification/Awards/ recognitions	B.Com	B.Com	B.Com	B.Com
no. of equity share held in the Company as on 31st March, 2022	12,44,000	24,92,000	24,93,500	24,94,000
disclosure of relationships between directors inter-se	Mr. Shrikant D. Nibandhe is not related to other Directors	Mr. Makarand P. Pradhan is not related to other Directors	Mr. Sanjiv A. Potnis Nibandhe is not related to other Directors	Mrs. Leena Prashant Salvi is not related to other Directors
terms & Condition of Appointment / Change in designation along with remuneration sought to be paid	<p>The Board of Directors in their meeting held on May 23, 2019 appointed Mr. Shrikant D. Nibandhe as an Additional Director of the Company and would hold office up to the date of Annual General Meeting and proposed to be regularized in the upcoming Annual General Meeting.</p> <p>Remuneration will be paid as per the paid within as per details sought after in the explanatory statement.</p>	<p>The Board of Directors in their meeting held on May 23, 2019 appointed Mr. Makarand P. Pradhan as an Additional Director of the Company and would hold office up to the date of Annual General Meeting and proposed to be regularized in the upcoming Annual General Meeting. Also Board of Directors in their meeting held on July 26, 2019 proposed to appoint him as Managing Director of the Company.</p> <p>Remuneration will be paid as per the paid within as per details sought after in the explanatory statement</p>	<p>The Board of Directors in their meeting held on May 23, 2019 appointed Mr. Sanjiv P. Potnis as an Additional Director of the Company and would hold office up to the date of Annual General Meeting and proposed to be regularized in the upcoming Annual General Meeting</p> <p>Remuneration will be paid as per the paid within as per details sought after in the explanatory statement</p>	<p>Mrs. Leena Prashant Salvi has will be paid Remuneration as per the paid within as per details sought after in the explanatory statement.</p>

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remuneration Last drawn by such person, if any	Rs. 96,00,000 plus reimbursement of expenses up to Rs. 12,00,000/-	Rs. 96,00,000 plus reimbursement of expenses up to Rs. 12,00,000/-	Rs. 96,00,000 plus reimbursement of expenses up to Rs. 12,00,000/-	Not Applicable
remuneration proposed	Rs. 1,30,00,000 pa including bonuses & 2% Commission on the incremental turnover of the Company.	Rs. 1,30,00,000 pa including bonuses & 2% Commission on the incremental turnover of the Company.	Rs. 1,30,00,000 pa including bonuses & 2% Commission on the incremental turnover of the Company.	commission of not exceeding Rs. 50,00,000.
Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person	Taking into consideration the size of the Company, profile, knowledge the skills and responsibilities shouldered by Mr. Shrikant D. Nibandhe, the remuneration proposed to be paid is commensurate with the remuneration packages paid to him similar counterparts in other companies	Taking into consideration the size of the Company, profile, knowledge the skills and responsibilities shouldered by Mr. Makarand P. Pradhan, the remuneration proposed to be paid is commensurate with the remuneration packages paid to him similar counterparts in other companies.	Taking into consideration the size of the Company, profile, knowledge the skills and responsibilities shouldered by Mr. Sanjiv A. Potnis, the remuneration proposed to be paid is commensurate with the remuneration packages paid to him similar counterparts in other companies.	Taking into consideration the size of the Company, profile, knowledge the skills and responsibilities shouldered by Mrs. Leena P. Salvi, the remuneration proposed to be paid is commensurate with the remuneration packages paid to him similar counterparts in other companies.
no. of Meeting of the Board attended during the year	6	6	6	6
List of outside directorship held in other companies	i. WSA Shpg Bombay Private Limited ii. CP World Logistics India Private Limited iii. Oneworld Logistics Private Limited iv. CLA Express Private Limited	i. WSA Shpg Bombay Private Limited ii. CP World Logistics India Private Limited iii. Oneworld Logistics Private Limited iv. Jag Software Solutions Private Limited v. CLA Express Private Limited vi. Seedeer (India) E-Commerce Private Limited	i. WSA Shpg Bombay Private Limited ii. CP World Logistics India Private Limited iii. Oneworld Logistics Private Limited iv. Jag Software Solutions Private Limited v. CLA Express Private Limited vi. Total Cargoport India Private Limited	i. WSA Shpg Bombay Private Limited ii. CP World Logistics India Private Limited iii. Oneworld Logistics Private Limited
Chairman/Member of the Committee of the Board of directors of other Companies	NA	NA	NA	NA
pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Apart from the remuneration and perquisites paid to them as Managing Director/ Whole –time Directors/ Directors as stated above and their respective shareholding held directly or indirectly in the Company the Directors do not have any pecuniary relationship directly or indirectly with the Company and its managerial personnel	Apart from the remuneration and perquisites paid to them as Managing Director/ Whole –time Directors/ Directors as stated above and their respective shareholding held directly or indirectly in the Company the Directors do not have any pecuniary relationship directly or indirectly with the Company and its managerial personnel	Apart from the remuneration and perquisites paid to them as Managing Director/ Whole –time Directors/Directors as stated above and their respective shareholding held directly or indirectly in the Company the Directors do not have any pecuniary relationship directly or indirectly with the Company and its managerial personnel	Apart from the remuneration and perquisites paid to them as Managing Director/ Whole –time Directors/ Directors as stated above and their respective shareholding held directly or indirectly in the Company the Directors do not have any pecuniary relationship directly or indirectly with the Company and its managerial personnel.