

MAKARAND M. JOSHI & CO.

Company Secretaries

Ecstasy, 803/804, 8th Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai- 400080 (Ph) 022-21678136

Consolidated Report of Scrutinizer on Remote e-voting and electronic voting at the Annual General Meeting (AGM)

To,
Mr. Bhavik Trivedi
Company Secretary
Total Transport Systems Limited
7th floor T-Square Opp. Chandivali Petrol Pump,
Sakinaka Andheri (East) Mumbai - 400072

Consolidated Scrutinizer's Report on voting through remote e-voting and electronic voting at the 27th AGM of the shareholders of the Company, held on Monday, September 12, 2022 at 02:00 P.M. through video conferencing ("VC")/other audio-visual means ("OVAM") in terms of provisions of the Companies Act, 2013 (herein after the "Act") read with the Rules issued there under and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter the "SEBI Listing Regulations")

- A. I, Kumudini Bhalerao, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, appointed as Scrutinizer in the meeting of Board of Directors of the Company held on August 10, 2022 to conduct the following:
- (i) **Remote e-voting** process done by the shareholders of the Company pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and
 - (ii) **Electronic voting at the AGM** under the provisions of Section 109 of the Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the 27th AGM held on Monday, September 12, 2022 at 02.00 A.M.
- B. Pursuant to Section 101, 108 of the Act and Rule 20 of Companies (Management & Administration) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Company has confirmed that the electronic copy of the Notice convening the 27th AGM of the Company along with the process of remote e-voting and electronic voting at the AGM were sent to the shareholders whose e-mail addresses were registered with the Company's Registrar and Share Transfer Agent/Depository Participant(s) for communication purposes in compliance with MCA Circulars dated April 8, 2020, April 13, 2020 and December 8, 2021 and May 5, 2022 and SEBI Circular dated May 12, 2020, September 28, 2020 and January 15, 2021 and May 13, 2022 and applicable provisions of the SEBI Listing Regulations, the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India. The Company completed dispatch of Notice along with explanatory statement on August 21, 2022, through electronic mode, to those members whose name(s) appeared on the Register of Members/ List of beneficiaries as on August 12, 2022("cut-off-date").

- C. The Company had appointed National Securities Depository Limited (“NSDL”) for conducting the electronic voting by the shareholders of the Company at the AGM. After the time fixed for closing of electronic voting at AGM by the Chairperson, voting was closed and votes cast were unblocked.
- D. The Company had availed the remote e-voting facility provided by NSDL for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Friday, September 09, 2022 at 09:00 AM (IST) and ended on Sunday, September 11, 2022 at 05:00 pm (IST) and the NSDL remote e-voting portal was blocked for voting thereafter.
- E. On the basis of the votes exercised by the shareholders of the Company through remote e-voting and by way of electronic voting at the AGM I have issued this Scrutinizer’s Report dated September 13, 2022.

Date of AGM	September 12, 2022
Total number of shareholders on record date (i.e., as on September 05, 2022)	5,369
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter group	NA
Public	NA
No. of shareholders attended the meeting through Video Conferencing:	
Promoter and Promoter group	08
Public	35

Resolution Item No. 1 - Ordinary Resolution:

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.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
				[2]	[3]=[2]/(1) *100	[4]	[5]	[6]=[4]/(2)*1 00	[7]=[5]/(2)]*100
1	Promoter and Promoter Group	Remote E-Voting	74,98,610	74,88,600	99.87	74,88,600	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		74,88,600	99.87	74,88,600	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	0	0	0.00	0	0	0.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		0	0.00	0	0	0.00	0.00
3	Public-Non- Institutional	Remote E-Voting	68,07,390	28,54,194	41.93	28,51,694	2,500	99.91	0.09
		Poll		0	0.00	0	0	0.00	0.00
		Total		28,54,194	41.93	28,51,694	2,500	99.91	0.09
Total			1,43,06,000	1,03,42,794	72.30	1,03,40,294	2,500	99.98	0.02

Resolution Item No. 2 - Ordinary Resolution:

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.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
				[2]	$[3]=\frac{[2]}{[1]} * 100$	[4]	[5]	$[6]=\frac{[4]}{[2]} * 100$	$[7]=\frac{[5]}{[2]} * 100$
1	Promoter and Promoter Group	Remote E-Voting	74,98,610	74,88,600	99.87	74,88,600	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		74,88,600	99.87	74,88,600	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	0	0	0.00	0	0	0.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		0	0.00	0	0	0.00	0.00
3	Public-Non- Institutional	Remote E-Voting	68,07,390	28,54,194	41.93	28,51,694	2,500	99.91	0.09
		Poll		0	0.00	0	0	0.00	0.00
		Total		28,54,194	41.93	28,51,694	2,500	99.91	0.09
Total			1,43,06,000	1,03,42,794	72.30	1,03,40,294	2,500	99.98	0.02

Resolution Item No. 3 - Special Resolution:

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

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[2]/(1)] *100	[4]	[5]	[6]=[4]/(2)] *100	[7]=[5]/(2)] *100
1	Promoter and Promoter Group	Remote E-Voting	74,98,610	74,88,600	99.87	74,88,600	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		74,88,600	99.87	74,88,600	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	0	0	0.00	0	0	0.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		0	0.00	0	0	0.00	0.00
3	Public-Non- Institutional	Remote E-Voting	68,07,390	28,54,194	41.93	28,51,494	2,700	99.91	0.09
		Poll		0	0.00	0	0	0.00	0.00
		Total		28,54,194	41.93	28,51,494	2,700	99.91	0.09
Total			1,43,06,000	1,03,42,794	72.30	1,03,40,094	2,700	99.97	0.03

Resolution Item No. 4 - Special Resolution:

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

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/(1)] *100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)] *100
1	Promoter and Promoter Group	Remote E-Voting	74,98,610	74,88,600	99.87	74,88,600	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		74,88,600	99.87	74,88,600	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	0	0	0.00	0	0	0.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		0	0.00	0	0	0.00	0.00
3	Public-Non- Institutional	Remote E-Voting	68,07,390	28,54,194	41.93	28,51,494	2,700	99.91	0.09
		Poll		0	0.00	0	0	0.00	0.00
		Total		28,54,194	41.93	28,51,494	2,700	99.91	0.09
Total			1,43,06,000	1,03,42,794	72.30	1,03,40,094	2,700	99.97	0.03

Resolution Item No. 5 - Special Resolution:

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

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/(1)] *100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)] *100
1	Promoter and Promoter Group	Remote E-Voting	74,98,610	74,88,600	99.87	74,88,600	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		74,88,600	99.87	74,88,600	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	0	0	0.00	0	0	0.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		0	0.00	0	0	0.00	0.00
3	Public-Non- Institutional	Remote E-Voting	68,07,390	28,54,194	41.93	28,51,494	2,700	99.91	0.09
		Poll		0	0.00	0	0	0.00	0.00
		Total		28,54,194	41.93	28,51,494	2,700	99.91	0.09
Total			1,43,06,000	1,03,42,794	72.30	1,03,40,094	2,700	99.97	0.03

Resolution Item No. 6 - Special Resolution:

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

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[2]/(1)] *100	[4]	[5]	[6]=[4]/(2)] *100	[7]=[5]/(2)] *100
1	Promoter and Promoter Group	Remote E-Voting	74,98,610	74,88,600	99.87	74,88,600	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		74,88,600	99.87	74,88,600	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	0	0	0.00	0	0	0.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		0	0.00	0	0	0.00	0.00
3	Public-Non- Institutional	Remote E-Voting	68,07,390	28,54,194	41.93	28,51,494	2,700	99.91	0.09
		Poll		0	0.00	0	0	0.00	0.00
		Total		28,54,194	41.93	28,51,494	2,700	99.91	0.09
Total			1,43,06,000	1,03,42,794	72.30	1,03,40,094	2,700	99.97	0.03

F. As requested by the management, I am submitting herewith a consolidated report on the results of remote e-voting together with the results of the electronic voting facilitated at the AGM.

It is to be noted that:

1. Voting rights on the shares transferred to the 'Investor Education and Protection Fund' are frozen.
2. The votes cast does not include abstained votes.
3. All the aforesaid resolutions were passed with requisite majority.

Thanking you,
Yours faithfully,

**For Makarand M. Joshi & Co.,
Company Secretaries**

For Total Transport Systems Limited

Kumudini Bhalerao
Partner
FCS No. 6667
CP No. 6690
PR No.: 640/2019
UDIN: F006667D000966549
Place: Mumbai
Date: September 13, 2022

Mr. Bhavik Trivedi
Company Secretary
Place: Mumbai