



Total Transport Systems Limited

Member of the C. P. World Group

7th Floor, T Square, Opp Chandivali Petrol Pump,
Saki-Vihar Road, Saki Naka, Andheri (E),
Mumbai 400 072, Maharashtra, INDIA.
Tel. : +91 22 66441500 • Fax : +91 22 66441585
Email : info@ttspl.in • www.ttspl.in
CIN : L63090MH1995PLC091063

6th August, 2019

To,
The Manager
Listing Compliance Department
National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla complex, Bandra (East)
Mumbai- 400051

SYMBOL: TOTAL

Sub: Notice of 24th Annual General Meeting

Respected Sir/Madam,

With reference to Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, We enclose herewith the Notice of 24th Annual General Meeting of the Company is scheduled on Thursday, 29th Day of August 2019 at 4:00 P.M. at the Registered Office of the Company at 7th Floor T-Square Opp. Chandivali Petrol Pump, Sakinaka, Andheri (East), Mumbai – 400072, Maharashtra, India.

This is for your information and record.

Thanking you,

Yours faithfully,

For Total Transport Systems Limited

B. S. Trivedi

Bhavik Trivedi
Company Secretary & Compliance Officer



Encl: As Above



NOTICE

Notice is hereby given that the 24th Annual General Meeting of the Members of Total Transport Systems Limited will be held on Thursday, 29th August, 2019 at 04:00 P.M. at the Registered Office of the Company at 7th Floor T-Square Opp. Chandivali Petrol Pump, Sakinaka, Andheri (East), Mumbai – 400072, Maharashtra, India to transact the following business:

Ordinary Business:

1. To Consider and adopt the audited Financial Statements (Standalone & Consolidated) of the Company for the Financial Year ended March 31, 2019 consisting of Balance Sheet as at March 31, 2019, Statement of Profit & Loss for the Year Ended March 31, 2019 and Cash Flow Statement for the year Ended March 31, 2019 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 Ms. Leena Prashant Salvi (DIN: 07784529) who retires by rotation and being eligible, offers herself for re-appointment.

Special Business:

3. Regularization of Mr. Shrikant Damodar Nibandhe (DIN: 01029115) as Executive Director

To consider and if thought fit, to pass, with or without modification, the following resolution as ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (appointment and qualification of Directors) Rules, 2014 (including any statutory modification(s) or re – enactment thereof for the time being in force) Mr. Shrikant Damodar Nibandhe (DIN: 01029115) who was appointed as an Additional Director pursuant to the provisions of section 161 of the Companies Act, 2013 and the articles of association of the Company w.e.f. May 23, 2019 and who holds office up to the this Annual General Meeting be and is hereby appointed as an Executive Director of the Company.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorized to do all such acts deeds, things and execute all such documents as may be considered necessary, in order to give effect to the foregoing resolution and to file all documents and returns with the Registrar of Companies, Mumbai.”

4. To Consider and approve Increment in remuneration to Mr. Shrikant Damodar Nibandhe (DIN: 01029115), Executive Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Act also read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to payment of such remuneration to Mr. Shrikant Damodar Nibandhe (DIN: 01029115), Executive Director, for the period from April 1, 2019, as set out in the statement annexed to the Notice convening this Meeting with the liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the said terms and conditions of appointment and/or remuneration, subject to the same not exceeding Rs. 72,00,000/- (Rupees Seventy Two Lakhs Only) per annum also reimbursement of expenses incurred by him up to 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.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, Mr. Shrikant Damodar 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 shall have the discretion and authority to modify the aforesaid terms and remuneration within, however, the limit as approved by the members.

RESOLVED FURTHER THAT in the event of any statutory amendments, modifications or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorised to vary or increase the remuneration (including the minimum remuneration), that is, the salary, perquisites, allowances, etc. within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Board and Mr. Shrikant Damodar Nibandhe, be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law.”



5. Regularization of Mr. Makarand Prabhakar Pradhan (DIN: 00102413) as Executive Director

To consider and if thought fit, to pass, with or without modification, the following resolution as ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (appointment and qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Makarand Prabhakar Pradhan (DIN: 00102413) who was appointed as an Additional Director pursuant to the provisions of section 161 of the Companies Act, 2013 and the articles of association of the Company w.e.f. May 23, 2019 and who holds office up to the this Annual General Meeting be and is hereby appointed as an Executive Director of the Company.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorized to do all such acts deeds, things and execute all such documents as may be considered necessary, in order to give effect to the foregoing resolution and to file all documents and returns with the Registrar of Companies, Mumbai.”

6. Appointment of Mr. Makarand Prabhakar Pradhan (DIN: 00102413) as Managing Director of the Company

To consider and if thought fit to pass, with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification(s) or re-enactments thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, consent of the members be and is hereby accorded for appointment of Mr. Makarand Prabhakar Pradhan (DIN: 00102413) as the Managing Director of the company w.e.f. 26th July, 2019 for a period of five years, at remuneration of Rs. 72,00,000/- (Rupees Seventy Two Lakhs only) per annum and terms and conditions of appointment as contained in the explanatory statement to this resolution.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, Mr. Makarand Prabhakar 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 Mr. Makarand Prabhakar Pradhan shall also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses and any other expense incurred by him in connection with the Company's business up to 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 and such other benefits/ amenities and other privileges, as from time to time, be available to other Senior Executives of the Company.

RESOLVED FURTHER THAT the Board of Directors and Nomination and Remuneration Committee of the Company be and are hereby authorized to vary and/or modify the terms and conditions of appointment including remuneration 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 in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.

RESOLVED FURTHER THAT in the event of any statutory amendments, modifications or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary or increase the remuneration (including the minimum remuneration), that is, the salary, perquisites, allowances, etc. within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Board and Mr. Makarand Prabhakar Pradhan, be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts deeds, things and execute all such documents as may be considered necessary, in order to give effect to the foregoing resolution and to file all documents and returns with the Registrar of Companies, Mumbai.”

7. To Consider and approve Increment in remuneration to Mr. Sanjiv Arvind Potnis (DIN: 00102090), Executive Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to payment of such remuneration to Mr. Sanjiv Arvind Potnis (DIN: 00102090) Executive Director, for the period from April 1, 2019, as set out in the statement annexed to the Notice convening this Meeting with the liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the said terms and conditions of appointment and/or remuneration, subject to the same not exceeding Rs. 72,00,000/- (Rupees Seventy Two Lakhs Only) per



annum also reimbursement of expenses incurred by him up to 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.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, Mr. Sanjiv Arvind Potnis shall be entitled to receive remuneration including perquisites, etc. up to the limit as approved by the members herein above, as minimum remuneration.

RESOLVED FURTHER THAT the Board shall have the discretion and authority to modify the aforesaid terms and remuneration within, however, the limit as approved by the members.

RESOLVED FURTHER THAT in the event of any statutory amendments, modifications or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary or increase the remuneration (including the minimum remuneration), that is, the salary, perquisites, allowances, etc. within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Board and Mr. Sanjiv Arvind Potnis, be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law.”

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

**Sd/-
SANJIV ARVIND POTNIS
DIRECTOR
DIN: 00102090**

**DATE: 26th July, 2019
PLACE: MUMBAI**

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto. 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”) is also annexed
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. A member holding more than ten percent (10%) of the total Share Capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other person or member.
3. The proxies in order to be effective must be received at the registered office of the company, not less than forty eight hours before the commencement of the meeting.
4. Members/Proxies/Authorized Representatives should bring the Attendance Slip duly filled in and signed for attending the Meeting and also their copy of the Annual General Meeting notice. Members who hold equity shares in electronic mode are requested to write the Client ID and DP ID number and those who hold equity shares in physical mode are requested to write their folio number in the attendance slip.
5. Corporate Members intending to send their authorized representative to attend the meeting pursuant to section 113 of the Companies Act, 2013 are requested to send to the Company a certified true copy of Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. 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.
7. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated, are provided.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from 23rd August, 2019 to 29th August, 2019 (both days inclusive) in the terms of the provisions of the Companies Act, 2013 and the Listing Agreement for the purpose of the Annual General Meeting.



9. The voting rights of member(s) shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. Thursday 22nd August, 2019. A person whose name is recoded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Thursday 22nd August, 2019 only shall be entitled to avail the facility of remote e-voting. A person who is not member as on the cut-off date should treat this notice for information purpose only.
10. The Annual General Meeting notice will also be available on the website of the Company www.ttspl.in under the investor section.
11. Members desirous of getting any information about the accounts and operations of the Company are requested to address their queries to the Company Secretary of the Company at least seven days in advance of the meeting so that the information required may be made readily available at the meeting.
12. Notice of the Meeting is being sent by electronic mode to those member(s) whose e-mail IDs are registered with the Company/ Depository Participant(s) unless any member has requested for physical copy of the same. For member(s) who have not registered their e-mail IDs, physical copy of the Notice of the Meeting is being sent in the permitted mode.
13. Non-resident Indian members are requested to inform the Company or its RTA or to the concerned DPs, as the case may be, immediately:
14. The change in the residential status on return to India for permanent settlement.
15. The particulars of the NRE Account with a Bank in India, if not furnished earlier.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts.
17. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and the Regulation 31(1)(b) of the SEBI (LODR) Regulation, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, Resolution(s) passed by Members through e-voting is deemed to have been passed as if they have been passed at the AGM.

18. Voting through electronic means

The Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically. If a member has opted for e-voting, then he/she should not vote physically and vice-a-versa.

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

- (i) The voting period begins on 26th August, 2019 at 09:00 A.M. and ends on 28th August, 2019 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday 22nd August, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.



(vii) If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|---|---|
| PAN | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv.). |

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant **Total Transport Systems Limited** on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) **Note for Non – Individual Shareholders and Custodians**

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.



A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- (B) The voting period begins on 26th August, 2019 at 09:00 A.M. and ends on 28th August, 2019 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday 22nd August, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

- i. Mr. Manish Mishra (Membership No. A41066), Proprietor of M/s Mishra & Associates, Company Secretaries, Mumbai has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- ii. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- iii. The results declared along with the Scrutinizer's report shall be placed on the Company's website www.ttspl.in within two days of passing of the resolutions at the AGM of the Company and communicated to NSE Limited.

All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company between 11.00 a.m. and 1.00 P.M (except Sunday and Public Holiday) up to the date of the AGM of the Company.

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

**SANJIV ARVIND POTNIS
DIRECTOR
DIN: 00102090**

**DATE: 26th July 2019
PLACE: MUMBAI**



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 3 & 4:

Mr. Shrikant Damodar Nibandhe (DIN: 01029115) was appointed as an additional Director of the Company with effect from 23rd May 2019, pursuant to section 161 of the Companies Act, 2013 and the Articles of Association of the Company and would hold office up to the date of Annual General Meeting.

In terms of Section 160 of the Companies Act, 2013 the Company has received notice in writing from member signifying his intention to propose the candidature of Mr. Shrikant Damodar Nibandhe for the office of Executive Director of the Company.

Also, the Board of Directors at its meeting held on May 23, 2019 has approved increment in the payment of Remuneration of Mr. Shrikant Damodar Nibandhe for which approval of members is required. The remuneration proposed to be paid to Mr. Shrikant Damodar Nibandhe has also been recommended by the Nomination and Remuneration Committee and Audit Committee.

Brief profile of Mr. Shrikant Damodar Nibandhe is annexed to the Notice.

Keeping in view, the vast experience of Mr. Shrikant Damodar Nibandhe, the Board of Directors has recommended the payment of remuneration of Rs. 72,00,000/- p.a. (Rupees Seventy Two Lakhs Only) per annum also reimbursement of expenses incurred by him up to 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.

The information as required under Schedule V of the Companies Act, 2013, is attached herewith. This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013 and regulation 36(3) of the SEBI.

The Board recommends the aforesaid resolutions at item for the approval of members of the Company by way of an ordinary resolution.

None of the Directors, Key managerial personnel and their relatives except Ms. Sneha Shrikant Nibandhe is concerned or interested in the resolution, except to the extent of their shareholding in the Company.

Item No. 5 & 6:

Mr. Makarand Prabhakar Pradhan (DIN: 00102413) was appointed as an additional Director of the Company with effect from 23rd May 2019, pursuant to section 161 of the Companies Act, 2013 and the Articles of Association of the Company and would hold office up to the date of Annual General Meeting. However, Board of Directors in their meeting held on July 26, 2019 decided to appoint Mr. Makarand Prabhakar Pradhan as Managing Director of the Company as Mr. Sanjiv Arvind Potnis has stepped down from the post of Managing Director and wished to continue as Executive Director of the Company.

Also, the Board of Directors at its meeting held on May 23, 2019 has approved increment in the payment of Remuneration of Mr. Makarand Prabhakar Pradhan for which approval of members is required. The remuneration proposed to be paid to Mr. Makarand Prabhakar Pradhan has also been recommended by the Nomination and Remuneration Committee and Audit Committee.

Brief profile of Mr. Makarand Prabhakar Pradhan is annexed to the Notice.

Keeping in view, the vast experience of Mr. Makarand Prabhakar Pradhan, the Board of Directors has recommended the payment of remuneration of Rs. 72,00,000/- p.a. (Rupees Seventy Two Lakhs Only) per annum also reimbursement of expenses incurred by him up to 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.

The information as required under Schedule V of the Companies Act, 2013, is attached herewith. This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013 and regulation 36(3) of the SEBI.

The Board recommends the aforesaid resolutions at item for the approval of members of the Company by way of an ordinary resolution.

None of the Directors, Key managerial personnel and their relatives except Ms. Vrinda Makarand Pradhan is concerned or interested in the resolution, except to the extent of their shareholding in the Company.

Item No. 7:

The Board in their meeting held on May 23, 2019 has approved the increment in the payment of remuneration, for which approval of the members is required. The remuneration which is proposed to be paid to Mr. Sanjiv Arvind Potnis (DIN: 00102090) has also been recommended by the Nomination and Remuneration Committee and Audit Committee.

Brief profile of Mr. Sanjiv Arvind Potnis is annexed to the Notice.

Keeping in view, the vast experience of Mr. Sanjiv Arvind Potnis, the Board of Directors has recommended the payment of remuneration of Rs. 72,00,000/- p.a. (Rupees Seventy Two Lakhs Only) per annum also reimbursement of expenses incurred by him up to 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.



The information as required under Schedule V of the Companies Act, 2013, is attached herewith. This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013 and regulation 36(3) of the SEBI.

The Board recommends the aforesaid resolutions at item for the approval of members of the Company by way of an ordinary resolution.

ATTACHMENT TO THE EXPLANATORY STATEMENT FOR ITEM NO. 3, 4, 5, 6 & 7

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

The following information pertaining to Mr. Shrikant Damodar Nibandhe, Mr. Makarand Prabhakar Pradhan and Mr. Sanjiv Arvind Potnis are furnished pursuant to the provisions of Schedule V to the Companies Act, 2013:

I. General Information:

- Nature of industry:** The Company is engaged in the business of Transport including Freight Forwarding Services
- Date or expected date of commencement of commercial production:** Not Applicable
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.
- Financial performance based on given indicators**

| PARTICULARS | STANDALONE | |
|--|---------------------------|---------------------------|
| | Financial Year 2018-19 | Financial Year 2017-18 |
| Turnover | 2,48,08,19,720 | 2,07,98,28,994 |
| Other Income | 10,17,876 | 3,552,780 |
| Profit Before Depreciation, Interest and Tax (PBDIT) | 14,99,26,314 | 11,23,35,215 |
| Finance Cost | 1,68,21,552 | 19,646,545 |
| Depreciation and amortization expense | 1,21,44,681 | 85,96,357 |
| Profit Before Tax | 12,09,60,081 | 8,40,92,313 |
| Tax Expenses: | | |
| Current Tax | 3,53,46,850 | 1,72,35,000 |
| Deferred Tax | 6,13,135 | 8,80,562 |
| Income Tax relating to earlier Year | 0 | 0 |
| MAT Credit Entitlement | 0 | (1,42,52,350) |
| Profit after Tax | 8,50,00,096 | 8,02,29,101 |
| Less:Minority Interest | 0 | 0 |
| Add: | | |
| Balance in Profit & Loss | 10,24,45,652 | 6,46,12,445 |
| Add/(Less): Bonus Issued | 0 | (42,395,894) |
| Profit / (Loss) for the Year | 18,74,45,748 | 10,24,45,652 |

- Foreign investments or collaborations, if any:** Our Company has entered into joint venture agreement

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.

The Company has earned the Profit of Rs. 428.35 Lakhs, during the half year ended March 31, 2019 and the Company is expected to do well in future.

IV. Disclosures:

The Disclosure of Corporate Governance Report is not applicable on the Company as per Regulation 15 (2) (b) of the SEBI (Listing Obligations and Disclosure Requirements).



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 Directors | Shrikant Damodar Nibandhe | Makarand Prabhakar Pradhan | Sanjiv Arvind Potnis | Leena Prashant Salvi |
|---|---|--|---|--|
| Date of Appointment/ Change in Designation | 23.05.2019 | 23.05.2019 | 26.07.2019 | 04.04.2017 |
| Job Profile | Mr. Shrikant Damodar Nibandhe has vast experience in Freight Forwarding Logistics Industry and Management of Container Freight Stations (CFS) stretching over Thirty Years. | Mr. Makarand Prabhakar 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 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. | 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, 2019 | 12,44,000 | 24,92,000 | 24,92,000 | 24,94,000 |
| Disclosure of relationships between directors inter-se | Mr. Shrikant Damodar Nibandhe is not related to other Directors | Mr. Makarand Prabhakar Pradhan is not related to other Directors | Mr. Sanjiv Arvind Potnis Nibandhe is not related to other Directors | Ms. Leena Prashant Salvi is not related to other Directors |
| Terms & Condition of Appointment / Change in Designation along with remuneration sought to be paid | The Board of Directors in their meeting held on May 23, 2019 appointed Mr. Shrikant Damodar 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. He will be paid remuneration of Rs. 72,00,000/- and reimbursement of expenses up to Rs. 12,00,000/- subject to submission of actual invoices. | The Board of Directors in their meeting held on May 23, 2019 appointed Mr. Makarand Prabhakar 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 there meeting held on July 26, 2019 proposed to appoint him as Managing Director of the Company. He will be paid remuneration of Rs. 72,00,000/- and reimbursement of expenses up to Rs. 12,00,000/- subject to submission of actual invoices. | Mr. Sanjiv Arvind Potnis has stepped down from the post of Managing Director and will continue as Executive Director of the Company. He will be paid remuneration of Rs. 72,00,000/- and reimbursement of expenses up to Rs. 12,00,000/- subject to submission of actual invoices. | Ms. Leena Prashant Salvi is Non-Executive Director of the Company. She is liable to retire by rotation. However she offers herself for re-appointment. She will be paid only sitting fees. |



| Name of Directors | Shrikant Damodar Nibandhe | Makarand Prabhakar Pradhan | Sanjiv Arvind Potnis | Leena Prashant Salvi |
|--|---|---|--|---|
| Remuneration Last Drawn by such person, if any | Rs. 48,00,000/- plus reimbursement of expenses up to Rs. 12,00,000/- | Rs. 48,00,000/- plus reimbursement of expenses up to Rs. 12,00,000/- | Rs. 48,00,000/- plus reimbursement of expenses up to Rs. 12,00,000/- | N.A. |
| Remuneration proposed | Rs. 72,00,000/- plus reimbursement of expenses up to Rs. 12,00,000/- | Rs. 72,00,000/- plus reimbursement of expenses up to Rs. 12,00,000/- | Rs. 72,00,000/- plus reimbursement of expenses up to Rs. 12,00,000/- | N.A. |
| 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 Damodar 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 Prabhakar 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 Arvind Potnis, the remuneration proposed to be paid is commensurate with the remuneration packages paid to him similar counterparts in other companies. | N.A. |
| No. of Meeting of the Board attended during the year | Nil | Nil | 5 | 5 |
| List of outside Directorship held in other companies | <ul style="list-style-type: none"> i. WSA Shpg Bombay Private Limited ii. CP World Logistics India Private Limited iii. Oneworld Logistics Private Limited iv. CLA Express Private Limited | <ul style="list-style-type: none"> 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 | <ul style="list-style-type: none"> 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 | <ul style="list-style-type: none"> 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. | NA |



Route map of the venue AGM



From Sakinaka Metro station to the Venue of the AGM



TOTAL TRANSPORT SYSTEMS LIMITED

7th Floor, T Square, Opp Chandivali Petrol Pump, Chandivali Junction, Saki Vihar Road,

ATTENDANCE SLIP

24th Annual General Meeting on August 29, 2019

| | |
|--------------------------------------|--|
| Name of the Member attending meeting | |
| Reg. Folio/DP & Client No. | |
| No. of Shares Held | |

I hereby record my presence at the 24th Annual General Meeting of the Company held on 29th August, 2019 at 04:00 P.M. at 7th Floor T-Square Opp. Chandivali Petrol Pump, Sakinaka, Andheri (East), Mumbai – 400072, Maharashtra, India.

Member's Name _____

Proxy's Name _____

Member's/Proxy Signatures _____

Note:

1. Please fill this attendance slip and hand it over at the entrance of the meeting hall.
2. Shareholder/Proxy holder desiring to attend the meeting should bring his/her copy of the Annual Report for reference at the meeting.



TOTAL TRANSPORT SYSTEMS LIMITED

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

Form No. MGT-11 PROXY FORM

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

| | |
|-----------------------|--|
| Name of the Member(s) | |
| Registered Address | |
| Email Id | |
| Folio No./ Client ID | |
| DP ID | |

I /We, being the member(s) holding _____ shares of the above named Company, hereby appoint

- 1) Name: _____ Email: _____
Address: _____

Signature, or failing him
- 2) Name: _____ Email: _____
Address: _____

Signature, or failing him
- 3) Name: _____ Email: _____
Address: _____

Signature, or failing him

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the company, to be held on Thursday, August 29, 2019 at 4.00 P.M. at Registered Office of the Company at 7th Floor T-Square Opp. Chandivali Petrol Pump, Sakinaka, Andheri (East), Mumbai – 400072, Maharashtra, India or at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No. | Resolutions | Vote | |
|--------------------------|---|------|---------|
| | | For | Against |
| Ordinary Business | | | |
| 1. | To Consider and adopt the audited Financial Statements (Standalone & Consolidated) of the Company for the Financial Year ended march 31, 2019 consisting of Balance Sheet as at March 31, 2019, Statement of Profit & Loss for the Year Ended March 31, 2019 and Cash Flow Statement for the year Ended March 31, 2019 together with Notes to Financial Statements and Reports of the Board of Directors and Auditors including annexure thereof and in this regard | | |
| 2. | To appoint a Director in place of Ms. Leena Prashant Salvi (DIN: 07784529) who retires by rotation and being eligible, offers herself for re-appointment | | |
| Special Business | | | |
| 3. | Regularization of Mr. Shrikant Damodar Nibandhe (DIN: 01029115) as Executive Director to approve increment of remuneration. | | |
| 4. | To approve increment of remuneration to Mr. Shrikant Damodar Nibandhe (DIN: 01029115) | | |
| 5. | Regularization of Mr. Makarand Prabhakar Pradhan (DIN: 00102413) as Executive Director. | | |
| 6. | Appointment of Mr. Makarand Prabhakar Pradhan (DIN: 00102413) as Managing Director of the Company. | | |
| 7. | To approve increment of remuneration to Mr. Sanjiv Arvind Potnis (DIN: 00102090). | | |

* Applicable for investors holding shares in electronic form

Signed this..... day of.....2019

Affix re.1
revenue
stamp

Signature of proxy holder

Signature of shareholder

Signature of the Shareholder across Revenue Stamp

Note:

- This Form of proxy in order to be affective should be duly completed and deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.
- The proxy need not be a member of the company.
- All alteration made in proxy form must be initialed.