

**NOTICE OF POSTAL BALLOT**

*(Pursuant to Section 108, Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 (1) of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI(LODR) Regulations, 2015)*

**Postal Ballot and E-Voting Details**

<b>E-Voting Start Date</b>	<b>Tuesday, March 12, 2024, from 09:00 A.M. (IST)</b>
<b>E-Voting End Date</b>	<b>Thursday, April 11, 2024, till 05:00 P.M. (IST)</b>
<b>Date of Announcement of Results</b>	<b>On or before April 12, 2024</b>
<b>Website of publication of Results</b>	<b>On or before April 12, 2024</b>

Dear Member(s),

Notice of Postal Ballot is hereby given to the Shareholders of Total Transport Systems Limited (**“the Company”**), pursuant to and in compliance with the provisions of Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) read with rule 20 and rule 22 of the Companies (Management and Administration), Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] (**“Rules”**), Secretarial Standards-2 (**“SS-2”**), read along with the 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 05, 2020, General Circular No. 02/2021 dated January 13, 2021; General Circular No. 19/2021 dated December 08, 2021, General Circular No. 02/2022 dated May 05, 2022, General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 and all other applicable circulars, if any, issued by the Ministry of Corporate Affairs (**“MCA”**) (hereinafter collectively referred to as **“MCA Circulars”**), Regulation 44 of the Securities Exchange and Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), and pursuant to other applicable laws and regulations, the special resolutions appended below are proposed for approval of the Shareholders of Total Transport Systems Limited (**“the Company”**) through postal ballot by remote e-voting process (**“Remote E-Voting”**). This Notice is being sent through email to all the Shareholders who have registered their email addresses with the Company, RTA or Depository.

In line with the aforementioned MCA Circulars, the companies have been advised to consider and take all decisions requiring shareholder’s approval, other than items of ordinary business or business where any person has a right to be heard, by way of postal ballot through remote e-voting mechanism in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of Members at a common venue.

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MCA has clarified that the requirements provided in Rule 20 of the (Management and Administration), Rules, 2014 as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis for companies that are required to provide e-voting facility under the Act while they are transacting any business(es) only by Postal Ballot, up-to September 30, 2024.

In compliance with the provisions of Section 108, 110 read with rule 20 and rule 22 of the Companies (Management and Administration), Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, Regulation 44 of the of the Securities Exchange and Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and SS-2, the Company has engaged National Securities Depository Limited (‘NSDL’), an authorized agency, to provide remote e-voting facility to its Members. The procedure for remote e-voting is provided in the Notes to this Postal Ballot Notice and the manner of voting on the proposed resolution is restricted only to remote e-voting i.e., by casting votes electronically instead of submitting postal ballot forms and the communication of assent/dissent of the members will only take place through the remote e-voting system. Hence, a hard copy of the Postal Ballot Notice along with postal ballot forms and pre-paid business envelope is not being sent to the shareholders.

Further, the Company has made necessary arrangements with the Company’s Registrar and Share Transfer Agent, Bigshare Services Private Limited (“RTA”) for the shareholders to register their e-mail address. Therefore, those shareholders who have not yet registered their e-mail address are requested to register the same by following the procedure set out in the Notes to the Postal Ballot Notice. Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with the Company/RTA/depository participants to enable servicing of documents electronically to their e-mail address.

An explanatory statement pursuant to Section 102, 110, and other applicable provisions, if any, of the Act, pertaining to the special items setting out the material facts and reasons thereof along with the instructions/procedures regarding the same are annexed to this Postal Ballot Notice for your consideration.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rule, 2014, the Board of Directors, at its meeting held on February 08, 2024, has appointed M/s Mishra & Associates (Certificate of Practice No.18303), Practicing Company Secretary (email: [mishragamiassociates@gmail.com](mailto:mishragamiassociates@gmail.com) ), as the Scrutinizer for conducting the postal ballot voting process fairly and transparently.

The remote e-voting period commences from 9.00 AM (IST) on Tuesday, March 12, 2024, and ends at 05:00 PM (IST) on Thursday, April 11, 2024. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before Friday, April 12, 2024.

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The said results along with the Scrutinizer's Report would be intimated to National Stock Exchange of India Limited where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website [www.ttspl.in](http://www.ttspl.in) and on the website of National Securities Depository Limited ("NSDL") [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

You are requested to peruse the proposed Resolution along with the Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

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**SPECIAL BUSINESS:**

- 1. To re-appoint Mr. Makarand Prabhakar Pradhan (DIN: 00102413) as the Managing Director of the Company for the period of three years commencing from May 21, 2024, to May 20, 2027, and approve his remuneration thereof:**

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, relevant provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, Nomination and Remuneration Policy of the Company, recommendation of the nomination and remuneration committee and approval of the Board of Directors of the Company; the consent of the Company (i.e., Shareholders) be and is hereby accorded for the re-appointment of Mr. Makarand Prabhakar Pradhan (DIN: 00102413) as the Managing Director of the Company for a period of 3 years commencing from May 21, 2024 till May 20, 2027, liable to retire by rotation upon such terms and conditions including the remuneration as set out in the Explanatory Statement annexed to the notice (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his re-appointment), with liberty to the Board of Directors to alter and vary the terms and conditions of the said reappointment in such manner as may be agreed to between the Board of Directors and Mr. Pradhan.

**RESOLVE FURTHER THAT** Mr. Makarand Prabhakar Pradhan be and is hereby appointed as whole time key managerial personnel pursuant to provisions of Section 203 (1)(i) of the Companies Act, 2013 for the same term as mentioned aforesaid.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any three financial year during the currency of 03 years tenure of services of Mr. Makarand Prabhakar Pradhan as the Managing Director of the Company, the remuneration as stated in the explanatory statement annexed with this notice, be considered as minimum remuneration and shall be payable irrespective of the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such steps as may be necessary, proper, and expedient including filing of e-forms and returns with the Registrar of Companies for effectuating the aforesaid resolution.

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**2. To re-designate Mr. Sanjiv Arvind Potnis (DIN: 00102090) from Executive Director to Whole Time Director of the Company for a period of 03 years commencing from the date of approval of the shareholder of the Company and approving the remuneration thereof:**

To consider and if thought fit, to pass the following resolution as **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, recommendation of the nomination and remuneration committee and approval of the Board of Directors of the Company; the consent of the Company (i.e., shareholders) be and is hereby accorded to re-designate Mr. Sanjiv Arvind Potnis (DIN: 00102090) from Executive Director to Whole-Time Director of the Company for a period of 3 years w.e.f. the date of shareholder’s approval on the terms and condition including remuneration to be payable thereof as set out in the annexed explanatory statement and as may be mutually agreed between the Board and Mr. Sanjiv Arvind Potnis.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any three financial year during the currency of 03 years tenure of services of Mr. Sanjiv Arvind Potnis as the Whole Time Director of the Company, the remuneration as stated in the explanatory statement annexed with this notice, be considered as minimum remuneration and shall be payable irrespective of the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to vary the terms of appointment and to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary and with the power on behalf of the Company to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such steps as may be necessary, proper, and expedient including filing of e-forms and returns with the Registrar of Companies for effectuating the aforesaid resolution.

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**3. To re-designate Mr. Shrikant Damodar Nibandhe (DIN: 01029115) from Executive Director to Whole Time Director of the Company for a period of 03 years w.e.f. from the date of shareholders' approval and approving the remuneration thereof:**

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 Nomination and Remuneration Policy of the Company, recommendation of the nomination and remuneration committee and approval of the Board of Directors of the Company; the consent of the Company (“i.e. shareholders”) be and is hereby accorded to re-designate Mr. Shrikant Damodar Nibandhe (DIN: 01029115) from Executive Director to Whole-Time Director of the Company for a period of 3 years w.e.f. the date of shareholder’s approval on the terms and condition including the remuneration to be payable thereof as set out in the annexed explanatory statement and as may be mutually agreed between the Board and Mr. Shrikant Damodar Nibandhe.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any three financial year during the currency of 03 years tenure of services of Mr. Shrikant Damodar Nibandhe as the Whole Time Director of the Company, the remuneration as stated in the explanatory statement annexed with this notice, be considered as minimum remuneration and shall be payable irrespective of the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to vary the terms of appointment and to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary and with the power on behalf of the Company to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such steps as may be necessary, proper, and expedient including filing of e-forms and returns with the Registrar of Companies for effectuating the aforesaid resolution.

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**4. To grant power to the Company for giving Loans, giving Guarantees, providing Security in connection with any loan and / or acquire by way of subscription, purchase or otherwise the securities (in the form of Investments); in excess of the limits and in terms of Section 186 of the Companies Act, 2013:**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its powers) Rules, 2014 and other applicable provisions, if any of the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of Memorandum and Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary and required; consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to:

- a. To give any loan to any person or other body corporate; (including the Company’s Subsidiary and Associate Companies);
- b. Make investments through funds of the Company through acquisition, by way of subscription, purchase or otherwise, the securities of any other body corporate (including the Company’s Subsidiary and Associate Companies);
- c. Give guarantee or provide security in respect of / connection with the loans to any other body corporate or person (including the Company’s Subsidiary and Associate Companies) ***[Collectively called as “LIGS Powers”]***

as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding INR 100,00,00,000/- (Indian Rupees One Hundred Crores Only) notwithstanding that such investments, outstanding loans given or to be given and guarantees and/or security provided may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013 (presently being 60 percent of the Company’s paid up capital, free reserves and securities premium account or one hundred percent of the Company’s free reserves and securities premium account, whichever is more).

**RESOLVED FURTHER THAT** in terms of the provisions of Section 186 of the Act, where a loan or guarantee is given or where a security has been provided by the Company to its wholly owned subsidiary company or a joint venture company, or acquisition is made by the Company, by way of subscription, purchase or otherwise of, the securities of its wholly owned subsidiary company, the aforementioned limits shall not apply.

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**RESOLVED FURTHER THAT** Mr. Makarand Prabhakar Pradhan, Managing Director of the Company; Mr. Shrikant Damodar Nibandhe, Executive Director and CFO of the Company **and** Mr. Sanjiv Arvind Potnis, Executive Director be and is hereby authorized to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment on behalf of the Company including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.

**RESOLVED FURTHER THAT** the Board and such person(s) authorized by the Board, be and are hereby authorized, to negotiate, finalize and execute all deeds and documents and take all such steps and do all such acts, deeds and things as may be deemed proper, necessary, desirable or expedient for the purpose of effectuating the aforesaid resolution and for matters connected therewith or incidental thereto including but not limited to settle any questions or resolve difficulties that may arise in this regard.”

**5. To grant loan to M/s Seedeer India E-Commerce Private Limited, associate Company of our Company for an amount of INR. 30, 00,000/- (Indian Rupees Thirty Lakhs Only) pursuant to provisions of Section 185 of the Companies Act, 2013:**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to provisions of Section 185, 186 and 188 of the Companies Act, 2013, Companies (Meeting of Board and its powers) Rules, 2014 [including any statutory modification(s), clarification(s), substitution(s), or re(enactments) thereof for the time being in force]; Regulation 23 of SEBI LODR Regulations including other applicable provisions, if any, approval of the audit committee of the Company and Board of the Company; consent of the shareholders be and is hereby accorded to the Board of Directors of the Company [hereinafter referred to as the "**Board**", which term shall be deemed to include, unless the context otherwise required, any Committee of the Board or any Director(s) or Officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution] for granting loan in one or more tranches including loan represented by way of a book debt to M/s Seedeer India E-Commerce Private Limited, Associate Company of the Company (hereinafter referred to as "**the borrower associate Company**") and in which Mr. Makarand Prabhakar Pradhan, Managing Director of the Company is interested as specified in the explanation to Sub-section (b) of Section 2 of the section 185; for an amount of INR. 30,00,000/- for a period of 05 years on such terms and conditions as may be decided, subject to condition that the interest rate to be charged is fixed in compliance with provisions of Section 186(7) of the Companies Act, 2013 and the said amount of loan will be used by the borrower associate Company for its principal business activity only.

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**RESOLVED FURTHER THAT** shareholder do hereby take on record that the aforesaid resolution is contingent upon the infusion of funds by the other foreign shareholders of M/s Seedeer India E-Commerce Private Limited, in accordance with their respective shareholding proportion through External Commercial Borrowings (ECB).

**RESOLVED FURTHER THAT** the powers be delegated to the Board of the Company and the Board is hereby authorized to negotiate, finalize agree the terms and conditions of the aforesaid loan/guarantee/security and to do all such acts, deeds and things as may be necessary and incidental including signing and/or execution of any deeds/documents/undertakings/agreements/papers/writings for giving effect to this Resolution.

**RESOLVED FURTHER THAT** the Board of Directors of the Committee be and are hereby authorized to negotiate, finalize, and agree to the terms and conditions of the aforesaid loans and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds and things as may be considered necessary to effectuate the aforesaid resolution.”

**Registered Office:**  
7th Floor T-Square, Opp. Chandivali  
Petrol Pump, Sakinaka, Andheri (East)  
Mumbai 400072, Maharashtra, India

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

**Sd/-  
Bhavik Shantilal Trivedi  
Company Secretary & Compliance  
Officer  
Membership No.: 49807**

**Date:** February 08, 2024  
**Place:** Mumbai

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**NOTES TO THE POSTAL BALLOT NOTICE**

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of Companies (Management and Administration) Rules, 2014 stating material facts and reasons for the proposed resolution is annexed hereto including the relevant details of the Directors seeking appointment/reappointment above as required by Regulation 36(3) of the Listing Regulations and Secretarial Standard – 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India.
2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode to all those shareholders, whose names appear in the Register of Members/List of Beneficial Owners maintained by the Company/ Depositories as on Friday, March 01, 2024 (‘Record date’) and whose e-mail IDs are registered with the Company/ Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given below under these Notes. Any shareholder who is not a member as on the said record date shall treat this notice for information purposes only.
3. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the e-voting process. Shareholders are requested to provide their assent or dissent through e-voting only. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot.
4. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the Management Rules, the Company is pleased to offer e-voting facility to all the shareholders of the Company. For this purpose, the Company has engaged the services of National Securities and Depository Limited (NSDL) for facilitating e-voting to enable the shareholders to cast their votes electronically.
5. Shareholders may please note that the Postal Ballot Notice will also be available on the Company’s website at [www.ttspl.in](http://www.ttspl.in), websites of the Stock Exchanges i.e. National Stock Exchange of India Limited (NSE) at [www.nseindia.com](http://www.nseindia.com) and on the website of National Securities Depository Limited (NSDL) at [www.nsdl.co.in](http://www.nsdl.co.in).
6. All the material documents referred to in this Notice, if any, shall be available for inspection based on requests received by the Company vide email at [Bhavik.trivedi@mum.ttspl.in](mailto:Bhavik.trivedi@mum.ttspl.in) on or before the last day of e-voting on postal ballot (i.e., Thursday, April 11, 2024).

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7. The Postal Ballot Notice is being sent to all the shareholders electronically, whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on Friday, March 01, 2024, being the record date, are entitled to vote on the Resolutions set forth in this Postal Ballot Notice. The voting rights of such shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date.
8. The voting through electronic means will commence on Tuesday, March 12, 2024, at 09:00 AM (IST) and will end on Thursday, April 11, 2024, at 05:00 PM (IST). The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution(s) is cast by the shareholder, he/she shall not be allowed to change subsequently.
9. A shareholder cannot exercise his/her vote by proxy on Postal Ballot.
10. The Scrutinizer will submit their report to the Chairman, or any other Director authorised by him after completion of the scrutiny and the result of the Postal Ballot voting process will be declared within two working days from the end of voting, i.e., on or before Friday, April 12, 2024.
11. Resolution passed by shareholders with as a special resolution, through Postal Ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
12. The result of the Postal Ballot will be communicated to all the Stock Exchanges where the equity shares of the Company are listed and will be available on the website of the Company at [www.ttspl.in](http://www.ttspl.in). The Special Resolutions, if passed by not less three times the number of votes, if any, cast against the resolution by members so entitled and voting shall be deemed to have been passed on Thursday, April 11, 2024, being the last date specified by the Company for e-voting.
13. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to or query / grievance with respect to E-voting, members may refer to the Frequently Asked Questions (FAQs) for Shareholders and E-voting User Manual for Shareholders available under the Downloads section of NSDL's e-voting website or contact Mr. Anubhav Saxena, Deputy Manager, NSDL, Trade World, A wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai – 400013 at Toll Free No. 1800 1020 990 / 1800 224 430 or at E-mail ID : [evoting@nsdl.com](mailto:evoting@nsdl.com).

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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 for Individual shareholders holding securities in demat mode.**





In terms of SEBI circular dated December 9, 2020, on the 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 the 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.nsd.com">https://eservices.nsd.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.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.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.nsd.com/">https://www.evoting.nsd.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 “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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),</li> </ol>

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	<p>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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience:</p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>  <b>App Store</b>     <b>Google Play</b></div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see the e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> </ol>

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	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
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 the 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.

**Important Note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at the 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 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

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**B) Login Method 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?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. 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.

**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.

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	<p>For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>
<p><b>5. Password details for shareholders other than Individual shareholders are given below:</b></p> <p><b>a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.</b></p> <p><b>b) 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.</b></p> <p><b>c) How to retrieve your 'initial password'?</b></p> <p><b>(i) 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'.</b></p> <p><b>(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered</b></p> <p><b>6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:</b></p> <p><b>a) Click on "<u>Forgot User Details/Password?</u>"(If you are holding shares in your demat account with NSDL or CDSL) option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>.</b></p> <p><b>b) <u>Physical User Reset Password?</u>" (If you are holding shares in physical mode) option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>.</b></p> <p><b>c) If you are still unable to get the password by aforesaid two options, you can send a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> mentioning your demat account number/folio number, your PAN, your name, and your registered address etc.</b></p> <p><b>d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.</b></p> <p><b>7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.</b></p> <p><b>8. Now, you will have to click on "Login" button.</b></p> <p><b>9. After you click on the "Login" button, home page of e-Voting will open.</b></p>	

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**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**How to cast your vote electronically on NSDL e-voting System**

1. 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. 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 [mishragamiassociates@gmail.com](mailto:mishragamiassociates@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) 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.

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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 : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Anubhav Saxena; Deputy Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**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)
3. If you are an Individual shareholder 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 for Individual shareholders holding securities in demat mode.**
4. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
5. 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.

**Registered Office:**  
7th Floor T-Square, Opp. Chandivali  
Petrol Pump, Sakinaka, Andheri (East)  
Mumbai 400072, Maharashtra, India

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

**Sd/-  
Bhavik Shantilal Trivedi  
Company Secretary & Compliance  
Officer  
Membership No.: 49807**

**Date:** February 08, 2024  
**Place:** Mumbai

**TOTAL TRANSPORT SYSTEMS LIMITED**

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**Annexure - A**

**EXPLANATORY STATEMENT**

Pursuant to Sections 102 of the Companies Act, 2013

**Item No. 01**

**Reappointment of Mr. Makarand Prabhakar Pradhan (DIN: 00102413) as the Managing Director of the Company for the period of three years commencing from May 21, 2024, to May 20, 2027, and approve his remuneration thereof:**

Mr. Makarand Prabhakar Pradhan (DIN: 00102413) was appointed as the Managing Director of the Company by the shareholders of the Company for a period of 05 years commencing from May 23, 2019, up to May 22, 2024.

Based on the recommendation of the Nomination and Remuneration Committee its meeting held on February 08, 2024, approved his appointment as Managing Director of the Company for a further period of three-year w.e.f. May 21, 2024, till May 20, 2027, subject to the approval of Shareholders of the Company.

It is also proposed before the members to appoint Mr. Makarand Pradhan Prabhakar as the whole time key managerial personnel of the Company pursuant to provisions of Section 203 (1)(i) of the Companies Act, 2013 for the same term as mentioned aforesaid.

The members are further informed that Mr. Makarand Pradhan Prabhakar is going to attain the age of 60 years on April 24, 2024, and as per the company's established policy, individuals reaching the age of 60 are subject to retirement and as per the NRC policy of the Company; the Director, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. However, it is pertinent to note that the NRC policy of the company confers discretionary authority upon the Board to retain the Director, KMP, Senior Management in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company and accordingly now in exercise of its discretion, Board recommends to the members of the Company to retain Mr. Makarand Pradhan Prabhakar in his current capacity as Managing Director of the company for the benefit of the company, notwithstanding his age of 60 years.

The Company has received from Mr. Pradhan (i) Consent to act as a Director & Key Managerial Personnel (KMP) in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (the Rules); (ii) Intimation in Form DIR-8 in terms of the Rules to the effect that he is not disqualified under the provisions of Section 164(2) of the Act; (iii) Declaration pursuant to NSE Circular No. NSE/CML/2018/24 June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority.

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Further on recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on February 08, 2024, approved the terms and conditions of Mr. Pradhan's re-appointment, subject to approval of the Shareholders.

Mr. Makarand Prabhakar Pradhan satisfies all the conditions set out in Schedule V of the Companies Act, 2013 as also conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for his appointment.

Brief particulars of the terms and conditions of his appointment including remuneration payable are as follows:

**1. Term:**

For a period of 03 years commencing from May 21, 2024, till May 20, 2027

**2. Duties:**

The Managing Director, shall subject to superintendence, control and directions of the Board of Directors, who is entrusted with the substantial powers of the management of the affairs of the Company, shall devote his whole time to the business of the Company and carry out such duties as may be entrusted to him by Board from time to time, in the best interest of the business of the Company and the business of any one or more of its associated companies, subsidiaries and /or joint ventures, including performing duties as assigned by the Board from time to time by serving on the Boards of such associated companies, subsidiaries and/or JVs or any other executing body or any Committee of such a Company.

The Managing Director shall not be accountable to the Company for any benefits received as Director or Member of such associate, subsidiaries and/or JVs of the Company.

The Managing Director undertakes to employ the best of his skill and ability and to make his utmost endeavours to promote the interests and welfare of the Company and to conform to and comply with the policies and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

**3. Remuneration:**

So long as the Managing Director performs his duties and conforms to the terms and conditions contained in this agreement, he shall, subject to such approvals as may be required, be entitled to the following remuneration subject to deduction at source of all applicable taxes in accordance with the laws for the time being in force.

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i. **Salary Limit:**

Not exceeding INR 1, 30, 00,000/- (Indian Rupees One Crore Thirty Lakhs Only) per annum, payable as remuneration for his services, with authority to the Board of Directors and / or Nomination and Remuneration Committee (NRC) to determine the amount of salary payable and the amount of increment payable on an annual basis within the said limit. However, while determining the annual increments, the Board and / or NRC will consider factors like Company's overall performance, compensation benchmark etc.

The salary shall be paid monthly in accordance with the Company's normal payroll practices.

ii. **Commission:**

2% Commission on the incremental 'turnover' of the Company. (Turnover defined under Section 2 (91) of the Companies Act, 2013).

iii. **Reimbursement of Expenses:**

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

iv. **Perquisites:**

He shall be entitled to the perquisites, benefits, and allowance as may be decided by Board and / or Nomination and Remuneration Committee from time to time.

v. **Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay to the Managing Director remuneration by way of salary, commission, Perquisites as specified above irrespective of the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013. .

A brief profile of Mr. Makarand Prabhakar Pradhan and other requisite details, pursuant to the provisions of Regulation 36(3) of SEBI (LODR) Regulations, 2015 and the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are annexed to this explanatory statement as **"Annexure I"**.

Further information as required to be disclosed pursuant to paragraph (iv) of the second proviso of Paragraph B of Section II of Part II of Schedule V to the Companies Act, 2013 is annexed to this explanatory statement as **"Annexure-II."**

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In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act, and Regulation 17(1C) of SEBI (LODR) Regulations, 2015, the terms of re-appointment and remuneration of the Managing Director as specified above are now being placed before the Members for their approval by way of Special Resolution.

Other than Mr. Pradhan and his relatives, none of the Directors or KMP of the Company or their respective relatives are concerned or interested in the Resolution.

Mr. Pradhan is not related to any of the Director or KMP of the Company.

The Board is of the view that the re-appointment of Mr. Pradhan as Managing Director will be beneficial to the functioning and future growth opportunities of the Company and the remuneration payable to him is commensurate with his abilities and experience and, accordingly, commend the Resolution at Item No.5 of the accompanying Notice for approval by the Members of the Company.

#### **Item No. 02**

**To re-designate Mr. Sanjiv Arvind Potnis (DIN: 00102090) from Executive Director to Whole Time Director of the Company for a period of 03 years w.e.f. the date of shareholders' approval and approve remuneration thereof:**

Mr. Sanjiv Arvind Potnis (DIN: 00102090) has been serving on the Board as Director since since 1995 of the Company and currently he is Executive Director of the company.

The members are further informed that pursuant to provisions of Rule 2 (1)(k) of Companies (Specification of definition details) Rules, 2014; "Executive Director" means a whole time director as defined in clause (94) of Section 2 of the Act **and** pursuant to provisions of Section 196(4) of the Companies Act, 2013; Whole Time Director shall be appointed / re-appointed and terms and conditions of such appointment / re-appointment including remuneration payable shall be approved by the Board of Directors, which shall be subject to approval of the shareholders at the next general meeting of the Company.

Given the aforesaid and considering the day-to-day involvement of Mr. Sanjiv Arvind Potnis in the affairs of the Company; Board, on the recommendation of the Nomination and Remuneration Committee at its meeting held on February 08, 2024, approved the proposal to re-designate Mr. Sanjiv Arvind Potnis (DIN: 00102090) from Executive Director to Whole-Time Director of the Company for a period of three-year w.e.f. the date of shareholders' approval.

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The Company has received from Mr. Potnis (i) Consent to act as a Director & Key Managerial Personnel (KMP) in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (the Rules); (ii) Intimation in Form DIR-8 in terms of the Rules to the effect that he is not disqualified under the provisions of Section 164(2) of the Act; (iii) Declaration pursuant to NSE Circular No. NSE/CML/2018/24 June 20, 2018 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority.

Further on recommendation of the Nomination and Remuneration committee, the Board at its meeting held on February 08, 2024, approved the terms and conditions of Mr. Potnis's redesignation from Executive Director to Whole Time Director of the Company, subject to approval of the shareholders of the Company.

Mr. Sanjiv Arvind Potnis satisfies all the conditions set out in Schedule V of the Companies Act, 2013 as also conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for his appointment.

Brief particulars of the terms and conditions of his re-designation including remuneration payable are as follows:

1. **Term:**

Re-designation from Executive Director to Whole Time Director of the Company for a period of 03 years w.e.f. from the date of shareholders' approval.

2. **Duties:**

The Whole Time Director who is in the whole time employment of the Company, shall subject to superintendence, control and directions of the Board of Directors, devote his whole time to the business of the Company and carry out such duties as may be entrusted to him by Board or Managing Director from time to time, in the best interest of the business of the Company and the business of any one or more of its associated companies, subsidiaries and /or joint ventures, including performing duties as assigned by the Board from time to time by serving on the Boards of such associated companies, subsidiaries and/or JVs or any other executing body or any Committee of such a Company. The Whole Time Director shall not be accountable to the Company for any benefits received as Director or Member of such associate, subsidiaries and/or JVs of the Company.

3. **Remuneration:**

So long as the Whole Time Director performs his duties and conforms to the terms and conditions contained in this resolution, he shall, subject to such approvals as may be required, be entitled to the following remuneration subject to deduction at source of all applicable taxes in accordance with the laws for the time being in force.

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i. **Salary Limit:**

Not exceeding INR 1, 30, 00,000/- (Indian Rupees One Crore Thirty Lakhs Only) per annum, payable as remuneration for his services, with authority to the Board of Directors and / or Nomination and Remuneration Committee (NRC) to determine the amount of salary payable and the amount of increment payable on an annual basis within the said limit. However, while determining the annual increments, the Board and / or NRC will consider factors like Company's overall performance, compensation benchmark etc.

The salary shall be paid monthly in accordance with the Company's normal payroll practices.

ii. **Commission:**

2% Commission on the incremental 'turnover' of the Company. (Turnover defined under Section 2 (91) of the Companies Act, 2013).

iii. **Reimbursement of Expenses:**

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

iv. **Perquisites:**

He shall be entitled to the perquisites, benefits, and allowance as may be decided by Board and / or Nomination and Remuneration

v. **Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay to the Whole-Time Director remuneration by way of salary, commission, Perquisites as specified above irrespective of the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

A brief profile of Mr. Sanjiv Arvind Potnis and other requisite details, pursuant to the provisions of Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are annexed to this explanatory statement as "**Annexure I**".

The information as required to be disclosed under paragraph (iv) of the second proviso of Paragraph B of Section II of Part II of Schedule V to the Companies Act, 2013 is annexed to this explanatory statement as "**Annexure-III.**"

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In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act, and Regulation 17(1C) of SEBI (LODR) Regulations, 2015, the terms of re-designation and remuneration of the Whole Time Director as specified above are now being placed before the Members for their approval by way of Special Resolution.

Other than Mr. Potnis and his relatives, none of the Directors or KMP of the Company or their respective relatives are concerned or interested in the Resolution.

Mr. Potnis is not related to any of the Director or KMP of the Company.

### **Item No. 03**

#### **To re-designate Mr. Shrikant Damodar Nibandhe (DIN: 01029115) from Executive Director to Whole Time Director of the Company for a period of 03 years w.e.f. the date of shareholders' approval and approving the remuneration thereof:**

Mr. Shrikant Damodar Nibandhe (DIN: 01029115) has been serving on the Board of Directors of the Company as Director since 1998 and currently he has been appointed as an Executive Director and Chief Financial Officer on the Board of the Company.

The members are further informed that pursuant to provisions of Rule 2 (1)(k) of Companies (Specification of definition details) Rules, 2014; "Executive Director" means a whole time director as defined in clause (94) of Section 2 of the Act **and** pursuant to provisions of Section 196(4) of the Companies Act, 2013; Whole Time Director shall be appointed / re-appointed and terms and conditions of such appointment / re-appointment including remuneration payable shall be approved by the Board of Directors, which shall be subject to approval of the shareholders at the next general meeting of the Company.

Given the aforesaid and considering the day-to-day involvement of Mr. Shrikant Damodar Nibandhe in the affairs of the Company; Board, on the recommendation of the Nomination and Remuneration Committee at its meeting held on February 08, 2024, approved the proposal to re-designate Mr. Shrikant Damodar Nibandhe (DIN: 01029115) from Executive Director to Whole-Time Director of the Company for a period of three-year w.e.f. the date of shareholders' approval.

The members are further informed that Mr. Shrikant Damodar Nibandhe is going to attain the age of 60 years on October 28, 2024, and as per the company's established policy, individuals reaching the age of 60 are subject to retirement and as per the NRC policy of the Company; the Director, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company.

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However, it is pertinent to note that the NRC policy of the company confers discretionary authority upon the Board to retain the Director, KMP, Senior Management in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company and accordingly now in exercise of its discretion, Board recommends to the shareholders of the Company to retain Mr. Shrikant Damodar Nibandhe in the current proposed capacity as Whole Time Director of the company for the benefit of the company, notwithstanding his age of 60 years for a period and terms and conditions as mentioned aforesaid.

The Company has received from Mr. Nibandhe (i) Consent to act as a Director & Key Managerial Personnel (KMP) in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (the Rules); (ii) Intimation in Form DIR-8 in terms of the Rules to the effect that he is not disqualified under the provisions of Section 164(2) of the Act; (iii) Declaration pursuant to NSE Circular No. NSE/CML/2018/24 June 20, 2018 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority.

Further on recommendation of the Nomination and Remuneration committee, the Board at its meeting held on February 08, 2024, approved the terms and conditions of Mr. Nibandhe's redesignation from Executive Director to Whole Time Director of the Company, subject to approval of the shareholders of the Company.

Mr. Shrikant Damodar Nibandhe satisfies all the conditions set out in Schedule V of the Companies Act, 2013 as also conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for his appointment.

Brief particulars of the terms and conditions of redesignation including remuneration payable are as follows:

1. **Term:**

Re-designation from Executive Director to Whole Time Director of the Company for a period of 03 years w.e.f. from the date of shareholders' approval.

2. **Duties:**

The Whole Time Director who is in the whole time employment of the Company, shall subject to superintendence, control and directions of the Board of Directors, devote his whole time to the business of the Company and carry out such duties as may be entrusted to him by Board or Managing Director from time to time, in the best interest of the business of the Company and the business of any one or more of its associated companies, subsidiaries and /or joint ventures, including performing duties as assigned by the Board from time to time by serving on the Boards of such associated companies, subsidiaries and/or JVs or any other executing body or any Committee of such a Company.

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The Whole Time Director shall not be accountable to the Company for any benefits received as Director or Member of such associate, subsidiaries and/or JVs of the Company.

3. **Remuneration:**

So long as the Whole Time Director performs his duties and conforms to the terms and conditions contained in this resolution, he shall, subject to such approvals as may be required, be entitled to the following remuneration subject to deduction at source of all applicable taxes in accordance with the laws for the time being in force.

i. **Salary Limit:**

Not exceeding INR 1,30,00,000/- (Indian Rupees One Crore Thirty Lakhs Only) per annum, payable as remuneration for his services, with authority to the Board of Directors and / or Nomination and Remuneration Committee (NRC) to determine the amount of salary payable and the amount of increment payable on an annual basis within the said limit.

However, while determining the annual increments, the Board and / or NRC will consider factors like Company's overall performance, compensation benchmark etc. The salary shall be paid monthly in accordance with the Company's normal payroll practices.

ii. **Commission:**

2% Commission on the incremental 'turnover' of the Company. (Turnover defined under Section 2 (91) of the Companies Act, 2013).

iii. **Reimbursement of Expenses:**

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

iv. **Perquisites:**

He shall be entitled to the perquisites, benefits, and allowance as may be decided by Board and / or Nomination and Remuneration.

v. **Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay to the Whole-Time Director remuneration by way of salary, commission, Perquisites as specified above irrespective of the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

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A brief profile of Mr. Shrikant Damodar Nibandhe and other requisite details, pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and provisions of the Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India are annexed to this explanatory statement as **“Annexure I”**.

The information as required to be disclosed under paragraph (iv) of the second proviso of Paragraph B of Section II of Part II of Schedule V to the Companies Act, 2013 is annexed to this explanatory statement as **“Annexure-IV.”**

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act, and Regulation 17(1C) of SEBI (LODR) Regulations, 2015, the terms of re-designation and remuneration of the Whole Time Director as specified above are now being placed before the Members for their approval by way of Special Resolution.

Other than Mr. Nibandhe and his relatives, none of the Directors or KMP of the Company or their respective relatives are concerned or interested in the Resolution.

Mr. Nibandhe is not related to any of the Director or KMP of the Company.

#### **Item No. 04**

**To approve the limit for giving Loans, giving Guarantees, providing Security in connection with any loan and / or acquire by way of subscription, purchase or otherwise the securities (in the form of Investments); by the Company in terms of Section 186 of the Companies Act, 2013:**

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, it is proposed before the shareholders of the Company to grant authority to the Company through its Board of Directors to make use of the said idle funds of the Company by - making investment in other bodies corporate interalia through acquisition / subscription of any other body corporate **or** granting loans, giving guarantee, or providing security in connection with a loan to any other persons or body corporates as and when required.

In this regards, members are hereby informed that pursuant to the provisions of Section 186(3) of the Companies Act, 2013, the Board of Directors are authorized to invest funds of the Company by interalia acquisition or subscription of securities of any other body corporate; give any loan, or guarantee; provide any security in connection with the loan to any other person or body corporate beyond the prescribed ceiling of: i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if a special resolution is passed by the shareholders of the Company at the general meeting in this respect.

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Accordingly, it is proposed before the shareholders of the Company to

- a. To give any loan to any person or other body corporate; (including the Company's Subsidiary and Associate Companies);
- b. Make investments through funds of the Company through acquisition, by way of subscription, purchase or otherwise, the securities of any other body corporate (including the Company's Subsidiary and Associate Companies);
- c. Give guarantee or provide security in respect of / connection with the loans to any other body corporate or person (including the Company's Subsidiary and Associate Companies)  
**[Collectively called as "LIGS Powers"]**

as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding INR 100,00,00,000/- (Indian Rupees One Hundred Crores Only) notwithstanding that such investments, outstanding loans given or to be given and guarantees and/or security provided may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013 (presently being 60 percent of the Company's paid up capital, free reserves and securities premium account or one hundred percent of the Company's free reserves and securities premium account, whichever is more).

Considering the future expansion plans of the Company, the Board of Directors recommend the said resolution to approve the said limit in order to enable the Company to invest the funds of the Company for the benefit and for the purpose of Company's requirement and objectives to INR 100 Crores only.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution mentioned at Item No. 4 of the Notice apart from their shareholding in the Company, if any.

#### **Item No. 05**

**To grant loan to M/s Seedeer India E-Commerce Private Limited, Associate Company of our Company for an amount of INR. 30, 00,000/- (Indian Rupees Thirty Lakhs Only) pursuant to provision of Section 185 of the Companies Act, 2013:**

M/s Seedeer India E-Commerce Private Limited, Associate Company of the Company ("borrower associate Company") owing to requirement of financial assistance have requested the Company to grant loan for an amount of INR. 30, 00, 000/-

Accordingly, it is proposed before the shareholders of the Company to render support for the business requirements of the borrower associate Company by granting loan for an amount as mentioned aforesaid for a tenure of 05 years and on such terms and conditions as may be decided subject to

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interest rate for the said loan to be fixed as per the provisions of Section 186 (7) of the Companies Act, 2013 and such other provisions as may be applicable.

The shareholders are further informed that considering the borrower associate Company is an entity in which Mr. Makarand Prabhakar Pradhan, Managing Director of the Company is interested as referred in Section 185(2) (a) of the Companies Act, 2013 read along with Explanation (a) to the said sub section; the Company will have to take approval of the shareholders by way of a special resolution to carry out the said transaction of granting loan to the borrower associate Company and hence the said proposal is being placed before the shareholders of the Company for their deliberation and approval and the declaration from the borrower Company that the said amount of loan will be utilized by the borrower for the principle business activities only in compliance with provisions of Section 15 (2)(b) of the Companies Act, 2013 is also being taken from the borrower Company.

Further, the shareholders are also informed that the said transaction is under the limits envisaged under the provisions of Section 179 and 186 of the Companies Act, 2013 and the fact that pursuant to Section 2 (76) (viii) (A) of the Act the borrower associate Company is a related party of the Company as it is an associate Company of our Company and further pursuant to provisions of Section 188(1)(d) of the Companies Act, 2013 and Regulation 2(zc) (i) of the SEBI LODR Regulations, the said transaction will be considered as the related party transaction and hence the said proposal was also placed before the audit committee of the Company for their deliberation, consideration and approval and the same was approved by the committee.

The shareholders are further informed that the said transaction will be on arm's length as the interest rate will be fixed as per the provisions of Section 186 (7) of the Companies Act, 2013 and such other provisions as may be applicable and also it will not be a material transaction as per section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI(LODR) Regulations, 2015.

The shareholders are further informed that considering the aforesaid related party transaction will not be in ordinary course of business and as it involves granting loan by utilizing the funds of the Company the said item was also placed before the Board pursuant to provisions of Section 188 and 186 of the Companies Act, 2013 and rules made thereunder, and the Board has approved and recommended the said proposal.

Particulars pursuant to proviso to Section 185(2)(a) of the Companies Act, 2013 are as mentioned below:

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a. Particulars of Loan to be given:

• **Name of the entity to whom the loan is to be given:**

M/s Seedeer India E-Commerce Private Limited

• **Amount of Loan:**

INR. 30,00,000/- (Indian Rupees Thirty Lakhs Only)

• **Interest to be charged:**

As may be mutually decided from time to time, which shall not be less than the rate prescribed under Section 186 of the Companies Act, 2013

b. Purpose for which the loan will be utilized by the borrower entity:

Principal Business Activities and General Corporate Purpose.

Further particulars pursuant to SEBI Circular bearing no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, which are required to be placed before the shareholders for considering any transaction which is with a related party are as mentioned below:

A summary of the information provided by the management of the listed entity to the audit committee:	Fund is required for Principal Business Activities and General Corporate Purpose.
Justification for why the proposed transaction is in the interest of the listed entity:	As of today, e-commerce platform is not used extensively for B2B transaction. But management of Total Transport Systems Limited is confident that in near future they will have the desired business and will get the expected revenue.
Where the transaction relates to any loans, inter-corporate deposits, advances, or investments made or given by the listed entity or its subsidiary, the details as placed before the audit committee	<p>i. Details of sources of funds in connection with the proposed transactions: <b>Company's Own funds</b></p> <p>ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances, or investments: <b>Not Applicable</b></p> <ul style="list-style-type: none"> <li>•nature of indebtedness;</li> <li>•cost of funds; and</li> <li>•tenure</li> </ul> <p><b>TOTAL TRANSPORT SYSTEMS LIMITED</b></p>

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	<p>iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security: <b>As mentioned aforesaid in the resolution and explanatory statement.</b></p> <p>iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT: <b>The said borrowed funds will be utilized by the associate Company, for its principal business activities and general corporate purpose.</b></p>
A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders:	<p>None. However, interest rate will be charged in compliance of Section 186 of the Companies Act, 2013.</p>
Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT's on a voluntary basis:	1.24% (as per audited financial statements of the F.Y. 2022-2023)
Any other information that may be relevant:	-

Except Mr. Makarand Pradhan, Managing Director till the extent of his directorship in borrower associate Company, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise, in the said resolution except to the extent of their shareholding in the Company, if any.

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**Annexure I**

**Brief details of Directors being appointed pursuant to Regulation 36(3)(a) of the Listing Regulations and Information pursuant to Clause 1.2.5 of the Secretarial Standard – II on General Meetings (SS-2) regarding Director seeking appointment / re-appointment:**

Particulars	Mr. Makarand Prabhakar Pradhan	Sanjiv Arvind Potnis	Shrikant Damodar Nibandhe
DIN	00102413	00102090	01029115
Date of Birth and Age	April 26,1964 (59 years)	September 06,1967 (56 years)	October 29,1964 (59 years)
Date of First Appointment	July 27, 1994	July 27, 1995	June 23, 1998
Qualifications	B.com	B.com	B.com
Expertise in specific functional areas	Mr. Makarand Prabhakar Pradhan has vast experience in the Freight Forwarding and Logistics Industry stretching over thirty-seven years. He is also associated with various Overseas Organizations 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. Sanjiv Arvind Potnis started his career with Dolphin Chartering Services Pvt. Ltd. And later joined Forbes Gokak Ltd. he has 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.	Mr. Shrikant Damodar Nibandhe has vast experience in Freight Forwarding Logistics Industry and Management of Container Freight Stations (CFS) stretching over Thirty years.
Terms and conditions of appointment / re-appointment	Re-appointment as Managing Director of the Company for a period of three years commencing from May 21, 2024, till May 20, 2027.	Re-designation as Whole Time Director of the Company w.e.f. from the date of approval of shareholders of the Company.	Re-designation as Whole Time Director of the Company w.e.f. from the date of approval of shareholders of the Company.

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	Other terms and conditions including remuneration of Mr. Pradhan's re-appointment form part of the explanatory statement.	Other terms and conditions including remuneration of Mr. Potnis's re-appointment form part of the explanatory statement.	Other terms and conditions including remuneration of Mr. Nibandhe's re-appointment form part of the explanatory statement.
<b>Details of Remuneration last drawn</b>	INR 1, 30, 00,000 per annum plus reimbursement of Expenses subject to overall limit of INR 12,00,000/-	INR 1, 30, 00,000 per annum plus reimbursement of Expenses subject to overall limit of INR 12,00,000/-	INR 1, 30, 00,000 per annum plus reimbursement of Expenses subject to overall limit of INR 12,00,000/-
<b>Details of Remuneration sought to be paid</b>	As stated in the explanatory statement above.	As stated in the explanatory statement above.	As stated in the explanatory statement above.
<b>Number of Board meetings attended during the year (From April 1, 2023, to February 2024)</b>	4	4	4
<b>Directorships held in other companies</b>	<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> <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> <li>8. AT Terminal Logistics Private Limited</li> <li>9. Miracle Shipping Agencies Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. WSA Shipping 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> <li>7. Total Cargo port India 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> <li>4. Miracle Shipping Agencies Private Limited</li> <li>5. CLA Express Private Limited</li> <li>6. AT Terminal Logistics Private Limited</li> </ol>
<b>Listed Entities from which resigned as</b>	<p><b>TOTAL TRANSPORT SYSTEMS LIMITED</b></p> <p>7th floor, 1 Square, Opp Chandivali Petrol Pump, Sakinaka, Andheri(E), Mumbai - 400 072. Maharashtra India.</p>	Nil	Nil

<b>Director in past 3 years</b>			
<b>Memberships / Chairmanships of committees of other Companies</b>	Nil	Nil	Nil
<b>Shareholding of Director including shareholding as a beneficial owner</b>	25,85,324	25,86,924	13,29,325
<b>Details of remuneration last drawn</b>	5,80,626	5,56,464	5,73,842
<b>Relationships between directors inter-se</b>	There is no inter se relationship between him and any other member of the Board and other KMPs	There is no inter se relationship between him and any other member of the Board and other KMPs	There is no inter se relationship between him and any other member of the Board and other KMPs

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**Annexure II**

**Disclosures as required under sub clause (iv) of second proviso to clause (B) of section II of part-II of Schedule V:**

**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 as Company is not into manufacturing.
- (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:

(₹ In Lakhs)

Particulars	2022-2023	2021-2022	2020-2021
Turnover	52,221.82	53014.46	26479.62
Other Income	124.65	42.82	17.94
Total Income	52,346.48	53057.28	26497.56
Profit Before Tax	1,775.83	1569.26	278.46
Profit After Tax	1319.54	1121.33	201.56
Paid-up Equity Capital	1612.70	1430.60	1430.60
Reserves & Surplus	7690.56	4717.46	3719.33

- (5) 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.

Total Transport systems Private Limited (Nepal) (Registration No.: 62912/065/066), is a Company established under the Companies Act, 2006 on May 21, 2009, in Nepal. The Company has 64% equity stake in Total Transport Systems Private Limited (Nepal) and has thus Total Transport Systems Private Limited has thus become a Subsidiary Company under Section 2(87) of the Companies Act, 2013.

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**II. Information about the appointee:**

<b>Mr. Makarand Prabhakar Pradhan</b>	
<i>Background details</i>	He is a commerce graduate. He is also associated with various Overseas Organizations
<i>Past remuneration</i>	INR 1, 30, 00,000 per annum plus reimbursement of Expenses subject to overall limit of INR 12,00,000/-
<i>Recognition or awards</i>	He was felicitated by Marathi Chamber of Commerce in January 2023
<i>Job profile and his suitability</i>	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.
<i>Remuneration proposed</i>	As mentioned in the explanatory statement aforesaid.
<i>Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)</i>	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.
<i>Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any</i>	Apart from the remuneration, commission and perquisites paid to them as Managing Director 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.

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### **III. Other information:**

- (1) Reasons of loss or inadequate profits: Currently Company has adequate profits. The Company is passing a special resolution pursuant to the proviso of the sub-section (1) of Section 197 of the Companies Act, 2013 and as a matter of abundant precaution, as the profitability of the Company may be adversely impacted in future due to business environment during the period for which remuneration is payable to Mr. Makarand Prabhakar Pradhan.
- (2) Steps taken or proposed to be taken for improvement: Series of strategic and operational measures is expected to result in the improvement in the present position. The Company has further strategically planned to address various issues and enhance its profits and has put in place measures to reduce cost and improve the bottom-line.
- (3) Expected increase in productivity and profits in measurable terms: The Company has been aggressively pursuing and implementing its strategies to improve its financial performance.

#### **TOTAL TRANSPORT SYSTEMS LIMITED    Annexure III**

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Disclosures as required under sub clause (iv) of second proviso to clause (B) of section II of part-II of Schedule V:

**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 Not Applicable as Company is not into manufacturing.
- (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:

(₹ In Lakhs)

Particulars	2022-2023	2021-2022	2020-2021
Turnover	52,221.82	53014.46	26479.62
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Total Income	52,346.48	53057.28	26497.56
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Profit After Tax	1319.54	1121.33	201.56
Paid-up Equity Capital	1612.70	1430.60	1430.60
Reserves & Surplus	7690.56	4717.46	3719.33

- (5) 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.

Total Transport systems Private Limited (Nepal) (Registration No.: 62912/065/066), is a Company established under the Companies Act, 2006 on May 21, 2009, in Nepal. The Company has 64% equity stake in Total Transport Systems Private Limited (Nepal) and has thus Total Transport Systems Private Limited has thus become a Subsidiary Company under Section 2(87) of the Companies Act, 2013.

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**17. Information about the appointee:** 17th Floor, Seacon Trade Centre, Pump, Sakinaka, Andheri(E), Mumbai - 400 072. Maharashtra India.

<b>Mr. Sajiv Arvind Potnis</b>	
<i>Background details</i>	He is a commerce graduate.
<i>Past remuneration</i>	INR 1, 30, 00,000 per annum plus reimbursement of Expenses subject to overall limit of INR 12,00,000/-
<i>Recognition or awards</i>	-
<i>Job profile and his suitability</i>	Mr. Sanjiv Arvind Potnis started his career with Dolphin Chartering Services Pvt. Ltd. And later joined Forbes Gokak Ltd. he has experience of over 30 years in the field of freight forwarding & offshore operations and exposure to shipping Industry. He also has significant experience in the field of administration.
<i>Remuneration proposed</i>	As mentioned in the explanatory statement aforesaid
<i>Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)</i>	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.
<i>Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any</i>	Apart from the remuneration and perquisites paid to them as Managing Director 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.

### III. Other information:

- (1) Reasons of loss or inadequate profits: Currently Company has adequate profits. The Company is passing a special resolution pursuant to the proviso of the sub-section (1) of Section 197 of the Companies Act, 2013 and as a matter of abundant precaution, as the profitability of the Company may be adversely impacted in future due to business environment during the period for which remuneration is payable to Mr. Sanjiv Arvind Potnis.
- (2) Steps taken or proposed to be taken for improvement: Series of strategic and operational measures is expected to result in the improvement in the present position.

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The Company has further strategically planned to address various issues and enhance its profits and has put in place measures to reduce cost and improve the bottom-line.  
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- (3) Expected increase in productivity and profits in measurable terms: The Company has been aggressively pursuing and implementing its strategies to improve its financial performance.

#### **Annexure IV**

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7th floor, T Square, Opp Chandivali Petrol Pump, Sakinaka,  
Andheri(E), Mumbai - 400 072. Maharashtra India.

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Disclosures as required under sub clause (iv) of second proviso to clause (B) of section II of part-II of Schedule V:

**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 Not Applicable as Company is not into manufacturing.
- (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:

(₹ In Lakhs)

Particulars	2022-2023	2021-2022	2020-2021
Turnover	52,221.82	53014.46	26479.62
Other Income	124.65	42.82	17.94
Total Income	52,346.48	53057.28	26497.56
Profit Before Tax	1,775.83	1569.26	278.46
Profit After Tax	1319.54	1121.33	201.56
Paid-up Equity Capital	1612.70	1430.60	1430.60
Reserves & Surplus	7690.56	4717.46	3719.33

- (5) 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.

Total Transport systems Private Limited (Nepal) (Registration No.: 62912/065/066), is a Company established under the Companies Act, 2006 on May 21, 2009, in Nepal. The Company has 64% equity stake in Total Transport Systems Private Limited (Nepal) and has thus Total Transport Systems Private Limited has thus become a Subsidiary Company under Section 2(87) of the Companies Act, 2013.

**TOTAL TRANSPORT SYSTEMS LIMITED**

7th floor, T Square, Opp Chandivali Petrol Pump, Sakinaka,  
**II. Information about the appointee:**  
 Andheri (E), Mumbai - 400 072, Maharashtra, India.

<b>Mr. Shrikant Damodar Nibandhe</b>	
<i>Background details</i>	He is a Commerce Graduate. He is actively involved in all discussions with International Associates and also Deliberations and Managerial discussions. Apart from these key responsibilities, he also leads various other functions like Corporate Communication, Finance and Human Resources.
<i>Past remuneration</i>	INR 1, 30, 00,000 per annum plus reimbursement of Expenses subject to overall limit of Rs.12,00,000/-
<i>Recognition or awards</i>	-
<i>Job profile and his suitability</i>	Mr. Shrikant Damodar Nibandhe has vast experience in Freight Forwarding Logistics Industry and Management of Container Freight Stations (CFS) stretching over Thirty Years.
<i>Remuneration proposed</i>	As mentioned in the explanatory statement aforesaid
<i>Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)</i>	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.
<i>Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any</i>	Apart from the remuneration and perquisites paid to them as Whole – time Director 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.

### III. Other information:

- (1) Reasons of loss or inadequate profits: Currently Company has adequate profits. The Company is passing a special resolution pursuant to the proviso of the sub-section (1) of Section 197 of the Companies Act, 2013 and as a matter of abundant precaution, as the profitability of the Company may be adversely impacted in future due to business environment during the period for which remuneration is payable to Mr. Shrikant Damodar Nibandhe.

#### **TOTAL TRANSPORT SYSTEMS LIMITED**

(2) Steps taken or proposed to be taken for improvement: Series of strategic and operational measures is expected to result in the improvement in the present position. The Company has

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further strategically planned to address various issues and enhance its profits and has put in place measures to reduce cost and improve the bottom-line.

- (3) Expected increase in productivity and profits in measurable terms: The Company has been aggressively pursuing and implementing its strategies to improve its financial performance.

**Registered**

7th Floor T-Square, Opp. Chandivali  
Petrol Pump, Sakinaka, Andheri (East)  
Mumbai 400072, Maharashtra, India

**Office:**

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

**Sd/-**

**Bhavik Shantilal Trivedi  
Company Secretary & Compliance  
Officer**

**Membership No.: 49807**

**Date:** February 08, 2024

**Place:** Mumbai

**TOTAL TRANSPORT SYSTEMS LIMITED**

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