

Date: April 11, 2024

To **The General Manager Capital Market (Listing) National Stock Exchange of India Ltd Address:** Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai-400051.

#### Subject: Submission of Voting Results along with Scrutinizers Report for the Postal Ballot under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements):

Dear Sir/Madam,

This is to inform you that in accordance with the provisions of Section 110 of the Companies Act, 2013 read with rules framed thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation Company has provided remote e-voting facility to its Shareholder's on resolutions set out in the Postal Ballot Notice for their approval.

The Board had appointed Mr. Manish Kumar Mishra (Certificate of Practice No. 18303) Proprietor of M/s Mishra & Associates, Practicing Company Secretaries as Scrutinizers for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner. As per the Scrutinizer's Report, the shareholders of the company have approved all the resolutions as mentioned in the Postal Ballot Notice dated February 08, 2024.

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, enclosed herewith Postal ballot in the format as prescribed along with the Scrutinizer Report. Voting Result along with Scrutinizer's Report is also available on Company's website.

Kindly take the same on your records.

#### For Total Transport Systems Limited

Bhavik Trivedi
Company Secretary & Compliance officer
Membership No.: A49807
Address: 7<sup>th</sup> Floor T-Square, Opp. Chandivali Petrol Pump,
Sakinaka Andheri (East), Mumbai-400072, Maharashtra, India

#### TOTAL TRANSPORT SYSTEMS LIMITED

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

91-22-66441500 | Fax : 91 2266441585 <u>www.ttspl.in</u> info@ttspl.in



## Voting Results of 01<sup>ST</sup> POSTAL BALLOT

TOTAI	L TRAN	SPORT SYS	STEMS LI	MITED					
Resolut		Required	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.						
Whethe promote interest agenda/	er gr ed	promoter/ roup are in the on?	Yes						
Categ Mod e of Votin g No. of		No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes – in favour	No . of Vo tes - Ag ain st	% of Votes in favour on votes polled	% of Votes against on votes polled		
		[1]	[2]	[3]={[2]/[1 ]}*100	[4]	[5]	[6]={[4]/[2] }*100	[7]={[5]/[2] }*100	
Prom oter and Prom oter Group	Rem ote E– Votin	10353254	1025112 3	99.01	1025112 3	0	100.00	0.00	
Public Institu tions	g	0	0	0	0	0	0	0	
Public Non- Institu tions		5773719	35748	0.62	31545	42 03	88.24	11.76	
Total		1612697 3	102868 71	63.79	1028266 8	42 03	99.96	0.04	

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TOTAL	TRANS	SPORT SYS	TEMS LIN	AITED				
Resoluti (Special		Required:	To re-designate of 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.					
Whethe promote interest agenda/	er gr ed	promoter/ oup are in the m?	Yes					
Categ ory	Mod e of Votin g	No. of shares held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes – in favour	No . of Vo tes – Ag ain st	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1 ]}*100	[4]	[5]	[6]={[4]/[2] }*100	[7]={[5]/[2] }*100
Prom oter and Prom oter Group	Rem ote E– Votin g	10353254	1025112 3	99.01	1025112 3	0	100.00	0.00
Public Institu tions	. 5	0	0	0	0	0	0	0
Public Non- Institu tions		5773719	35748	0.62	31545	42 03	88.24	11.76
Total		1612697 3	102868 71	63.79	1028266 8	42 03	99.96	0.04

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TOTAL	TRANS	SPORT SYS	TEMS LIN	AITED					
	Resolution Required: (Special)		To re-designate of 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.						
Whetherpromoter/promotergroupareinterestedintheagenda/resolution?			Yes						
Categ Mod e of ory Votin g		No. of votes polled	No. of Polled on Votes – tes in favour a				% of Votes against on votes polled		
		[1]	[2]	[3]={[2]/[1 ]}*100	[4]	[5]	[6]={[4]/[2] }*100	[7]={[5]/[2] }*100	
Prom oter and Prom oter Group	Rem ote E– Votin g	10353254	1025112 3	99.01	1025112 3	0	100.00	0.00	
Public Institu tions		0	0	0	0	0	0	0	
Public Non- Institu tions		5773719	35748	0.62	31545	42 03	88.24	11.76	
Total		1612697 3	102868 71	63.79	1028266 8	42 03	99.96	0.04	

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TOTAL	L TRANS	SPORT SYS	TEMS LIN	AITED						
(Special	Resolution (Special)Required:Whether promoterpromoter/ group			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.						
interest	0	in the	No							
Categ ory	Categ e of bald		No. of votes polled	% of Votes Polled on outstandin g shares	No. of Vo Votes – tes in – favour Ag ain st		% of Votes in favour on votes polled	% of Votes against on votes polled		
		[1]	[2]	[3]={[2]/[1 ]}*100	[4]	[5]	[6]={[4]/[2] }*100	[7]={[5]/[2] }*100		
Prom oter and Prom oter Group	Rem ote E– Votin g	10353254	1025112 3	99.01	1025112 3	0	100.00	0.00		
Public Institu tions	. 6	0	0	0	0	0	0	0		
Public Non- Institu tions		5773719	35748	0.62	31260	44 88	87.45	12.55		
Total		1612697 3	102868 71	63.79	1028238 3	44 88	99.96	0.04		

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TOTAL	TRANS	SPORT SYS	TEMS LIN	AITED				
Resoluti (Special		Required:	To grant loan to M/s Seedeer India ECommerce 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.					
Whetherpromoter/promotergroupareinterestedintheagenda/resolution?			Yes (Pror	<b>*</b>	ompany is a	1 Dire	ctor in M/s Seed	leer India E-
Categ Mod e of shares held g		No. of votes polled	% of Votes Polled on outstandin g shares	No. of Vo Votes – tes in – favour Ag ain st		% of Votes in favour on votes polled	% of Votes against on votes polled	
		[1]	[2]	[3]={[2]/[1 ]}*100	[4]	[5]	[6]={[4]/[2] }*100	[7]={[5]/[2] }*100
Prom oter and Prom oter Group	Rem ote E– Votin g	10353254	1025112 3	99.01	1025112 3	0	100.00	0.00
Public Institu tions	0	0	0	0	0	0	0	0
Public Non- Institu tions		5773719	35748	0.62	31545	42 03	88.24	11.76
Total		1612697 3	102868 71	63.79	1028266 8	42 03	99.96	0.04

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## **MISHRA & ASSOCIATES**

## **Company Secretaries**

Office: B/31, 6<sup>th</sup> Floor, Chaddha Apartments, Telli Gully Cross Lane, Andheri (East), Mumbai – 400 069. Email: office@mishraandassociates.in; Cell: 9773-478-068 / 9022-616-809

#### **REPORT OF SCRUTINIZER**

[Pursuant to section 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To,

The Company Secretary Total Transport Systems Limited L63090MH1995PLC091063 7th floor T-Square Opp Chandivali Petrol Pump, Sakinaka, Andheri (East), Mumbai – 400072, Maharashtra, India.

Dear Sir,

# Sub: Scrutinizer's Report on Postal Ballot through Electronic Voting Process in respect of passing of the resolutions set out in the Postal Ballot Notice dated 8<sup>th</sup> February, 2024

I, Manishkumar Premnath Mishra, Proprietor of M/s Mishra & Associates, Company Secretaries, Mumbai, appointed by the Board of Directors of M/s Total Transport Systems Limited["the Company"] as Scrutinizer in the meeting of Board of Directors of the Company held on Thursday, 8<sup>th</sup> February, 2024, for the purpose of scrutinising the Postal Ballot through E-Voting process in a fair and transparent manner in respect of resolutions mentioned in the Postal Ballot Notice dated 8<sup>th</sup> February, 2024 ('Notice') issued under the provisions of Section 110 of the Companies Act 2013 ('Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Rule 20 & 22 of Companies (Management & Administration) Rules 2014 as amended from time to time ('Rules') and in accordance with the terms of General Circular 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 3/2022 dated May 05, 2022, No. 11/2022 dated December 28, 2022 and 9/2023 dated September 25, 2023 ('MCA Circulars), and pursuant to SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('Listing Regulations) and other applicable laws and regulations (including any statutory modification(s) thereof, for the time being in force) and submit a report thereon to the Company on the following resolution forming part of the notice:

Sr. No.	Type of	Particulars
	Resolution	
1	Special	To re-appoint Mr. Makarand Prabhakar Pradhan (DIN: 00102413) as
	Resolution	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

2	Special Resolution	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:
3	Special Resolution	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:
4	Special Resolution	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
5	Special Resolution	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

The Management of the Company is responsible to ensure compliance with the requirements of:

- i. The Act and the Rules made thereunder;
- ii. The MCA Circulars and
- iii. The Listing Regulations

The Management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting system.

My responsibility as a Scrutinizer for the voting process through Postal Ballot by Electronic Means is restricted to ensure that the voting process was conducted in a fair and transparent manner and making a Scrutinizer's Report of the Votes cast 'in favour' or 'against' for the abovementioned resolutions based on the reports generated from the E-Voting systems provided by the National Securities Depository Limited (NSDL), the authorized agency to provide remote E-Voting facility.

In this regard, I submit my report as under:

- i. In compliance with above referred MCA circulars, the Company had sent the Notice along with the Statement under Section 102 of Companies Act, 2013 setting out all material facts in respect of the resolution mentioned therein electronically by email to all the members of the Company, whose names appeared on the register of members/list of beneficial owners as received from Bigshare Services Private Limited ('RTA') as on Friday, March 01, 2024 ('Cut Off Date').
- ii. The Company completed the dispatch Notice by Email on Monday, March 11, 2024, in accordance with MCA Circulars, no physical copy of the notice, Postal Ballot Form and Pre-Paid business reply envelope was dispatched to the members. Therefore, the Company was not able to provide the facility of voting through physical Postal Ballot.
- iii. The Company had published an advertisement in the Financial Express (English) and Pratha Kal (Marathi) Newspapers on Tuesday, March 12, 2024 regarding completion of the dispatch of Notice and also specifying therein the matters prescribed in the Rules with regard to remote E-Voting.

- iv. The remote e-voting commenced on Tuesday, March12, 2024 at 9.00 a.m. (IST) and ended on Thursday, April 11, 2024 at 5.00 p.m. (IST), both days inclusive for the purpose of Postal Ballot via E-Voting platform facilitated by National Securities Depository Limited (NSDL) to provide remote E-Voting facility viz: www.evoting.nsdl.com.
- v. The members of the Company holding shares as on cut off date were entitled to vote on the resolution as contained in the notice and voted through the e voting facility only as per the MCA circulars. Members have cast their votes on the designated platform of the NSDL.
- vi. The remote E-Voting was unblocked on Thursday, April 11, 2024 after 5.00 P.M. (IST) in the presence of Two witnesses who are not in employment of the Company.
- vii. Thereafter, the details containing, inter-alia, list of members, who voted 'For' or 'Against' on the resolution were derived from the report generated from the E-Voting platform provided by the NSDL in respect of E-Voting.
- viii. The Members have cast their votes through remote E-Voting for resolutions set out in the said Notice, and all votes cast up to Thursday, April 11, 2024, 5.00 P.M. (IST) i.e. the last date and time fixed by the Company for postal ballot process have been considered for the purpose of this report.
- ix. The detailed result of the postal ballot (through remote e-voting) is annexed herewith in **Annexure A**.
- x. Based on such result, I hereby certify that the resolutions as set out in Notice has been approved and passed by the requisite consent of the members.
- xi. The resolutions specified in the Notice is deemed to be passed on the last date of remote E-Voting i.e. Thursday, April 11, 2024.
- xii. On the basis of the votes exercised by the shareholders of the Company through electronic voting at the Postal Ballot have issued this Scrutinizer's Report dated April 11, 2024

Date of Postal Ballot	February 08, 2024
Total number of shareholders on record date (i.e., as on Friday, March 01, 2024)	7029

For Mishra & Associates Company Secretaries Countersigned by For Total Transport Systems Limited

Manishkumar Mishra (Proprietor) Membership No. 41066 C.P. No. 18303; P.R. No.: 2157/2022 UDIN: A041066F000093921 Date: 11<sup>th</sup> April, 2024 Mr. Bhavik S. Trivedi (Company Secretary) Membership No.: A49807

#### **ANNEXURE A**

#### **Special Business**

#### Item No. 1: Special Resolution

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:

Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of Votes Polled	% Of Votes Polled on Outstanding Shares	No. of Votes - In Favour	No. of Votes – Against	% Of Votes in Favour On Votes Polled	% Of Votes Against On Votes Polled			
		[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)] *100	[7]=[(5)/(2)] *100			
Promoter and Promoter	Remote E-Voting	10353254	10251123	99.01	10251123	0	100.00	0.00			
Group	Postal Ballot		Not Applicable								
	Total	10353254	10251123	99.01	10251123	0	100.00	0.00			
Public - Institutional	Remote E-Voting	0	0	0	0	0	0	0			
Holders	Postal Ballot		Not Applicable								
	Total	0	0	0	0	0	0	0			
Public - Non Institutional	Remote E-Voting	5773719	35748	0.62	31545	4203	88.24	11.76			
	Postal Ballot		·		Not Applicable						
	Total	5773719	35748	0.62	31545	4203	88.24	11.76			
TOTAL		16126973	10286871	63.79	10282668	4203	99.96	0.04			

#### Item No. 2: Special Resolution

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:

Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of Votes Polled	% Of Votes Polled on Outstanding Shares	No. of Votes - In Favour	No. of Votes – Against	% Of Votes in Favour On Votes Polled	% Of Votes Against On Votes Polled			
		[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)] *100	[7]=[(5)/(2)] *100			
Promoter and Promoter	Remote E-Voting	10353254	10251123	99.01	10251123	0	100.00	0.00			
Group	Postal Ballot		Not Applicable								
	Total	10353254	10251123	99.01	10251123	0	100.00	0.00			
Public - Institutional	Remote E-Voting	0	0	0	0	0	0	0			
Holders	Postal Ballot			Not Applicable							
	Total	0	0	0	0	0	0	0			
Public - Non Institutional	Remote E-Voting	5773719	35748	0.62	31545	4203	88.24	11.76			
	Postal Ballot			•	Not Applicable	·		·			
	Total	5773719	35748	0.62	31545	4203	88.24	11.76			
TOTAL		16126973	10286871	63.79	10282668	4203	99.96	0.04			

#### Item No. 3: Special Resolution

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:

Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of Votes Polled	% Of Votes Polled on Outstanding Shares	No. of Votes - In Favour	No. of Votes – Against	% Of Votes in Favour On Votes Polled	% Of Votes Against On Votes Polled			
		[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)] *100	[7]=[(5)/(2)] *100			
Promoter and Promoter	Remote E-Voting	10353254	10251123	99.01	10251123	0	100.00	0.00			
Group	Postal Ballot		Not Applicable								
	Total	10353254	10251123	99.01	10251123	0	100.00	0.00			
Public - Institutional	Remote E-Voting	0	0	0	0	0	0	0			
Holders	Postal Ballot		Not Applicable								
	Total	0	0	0	0	0	0	0			
Public - Non Institutional	Remote E-Voting	5773719	35748	0.62	31545	4203	88.24	11.76			
	Postal Ballot				Not Applicable						
	Total	5773719	35748	0.62	31545	4203	88.24	11.76			
TOTAL		16126973	10286871	63.79	10282668	4203	99.96	0.04			

#### Item No. 4: Special Resolution

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:

Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of Votes Polled	% Of Votes Polled on Outstanding Shares	No. of Votes - In Favour	No. of Votes – Against	% Of Votes in Favour On Votes Polled	% Of Votes Against On Votes Polled		
		[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)] *100	[7]=[(5)/(2)] *100		
Promoter and Promoter	Remote E-Voting	10353254	10251123	99.01	10251123	0	100.00	0.00		
Group	Postal Ballot		Not Applicable							
	Total	10353254	10251123	99.01	10251123	0	100.00	0.00		
Public - Institutional	Remote E-Voting	0	0	0	0	0	0	0		
Holders	Postal Ballot		Not Applicable							
	Total	0	0	0	0	0	0	0		
Public - Non Institutional	Remote E-Voting	5773719	35748	0.62	31260	4488	88.24	11.76		
	Postal Ballot				Not Applicable					
	Total	5773719	35748	0.62	31260	4488	87.45	12.55		
TOTAL		16126973	10286871	63.79	10282383	4488	99.96	0.04		

#### Item No. 5: Special Resolution

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:

Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of Votes Polled	% Of Votes Polled on Outstanding Shares	No. of Votes - In Favour	No. of Votes – Against	% Of Votes in Favour On Votes Polled	% Of Votes Against On Votes Polled
		[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)] *100	[7]=[(5)/(2)] *100
Promoter and Promoter Group	Remote E-Voting	10353254	10251123	99.01	10251123	0	100.00	0.00
	Postal Ballot	Not Applicable						
	Total	10353254	10251123	99.01	10251123	0	100.00	0.00
Public - Institutional Holders	Remote E-Voting	0	0	0	0	0	0	0
	Postal Ballot	Not Applicable						
	Total	0	0	0	0	0	0	0
Public - Non Institutional	Remote E-Voting	5773719	35748	0.62	31545	4203	88.24	11.76
	Postal Ballot	Not Applicable						
	Total	5773719	35748	0.62	31545	4203	88.24	11.76
TOTAL		16126973	10286871	63.79	10282668	4203	99.96	0.04