

To
The General Manager
Capital Market (Listing)
National Stock Exchange of India Ltd
Exchange Plaza,
Bandra-Kurla Complex,
Bandra (East), Mumbai – 400 051

Subject: Addendum to the Postal Ballot Notice dates 08th June, 2022.

Ref: Notice of Postal Ballot - Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Ma'am,

This is further to our intimation dated 08th June, 2022 regarding dispatch of Postal Ballot Notice of the company for approval of appointment of Mr. Mangina Srinivas Rao (DIN: 08095079), Mr. Sandesh Madhukar Kirkire (DIN: 01854543) and Mr. Rajiv Mathuraprasad Saxena (DIN: 08336424) as an Non-Executive Independent Director of the Company by way of Special Resolution.

Disclosure Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Notice of Postal Ballot dated 08th June, 2022 issued by the Company is made available to all the stakeholders.

However, it has been identified that Postal Ballot Notice submitted by the Company had an inadvertent clerical error which the Company hereby with this addendum notice wishes to rectify / amend / alter. The said addendum notice has been duly dispatched to the shareholders and is also available on the website of the Company (www.ttspl.in), Central Depository Services (India) Limited ("CDSL") website (www.cdslindia.com) and the Stock Exchange where the Equity Shares of the Company is listed i.e. National Stock Exchange Limited ("NSE") (www.nseindia.com).

Henceforth through this Addendum Notice, the voting period for the postal ballot shall be read as follows:

The e-voting period in this regard will commence from 09th June, 2022, at 9.00 a.m. IST and shall end on 08th July, 2022, at 5.00 p.m. IST.

Except the aforementioned amendment/alteration, all other details provided in the postal ballot notice shall continue to remain the same.

Kindly take the same on your record.

**For and on behalf of,
Total Transport Systems Limited**

**Bhavik Trivedi
Company Secretary & Compliance Officer
Membership No.: A49807**

TOTAL TRANSPORT SYSTEMS LIMITED

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

NOTICE OF POSTAL BALLOT

(Pursuant to Section 108 and 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)

Dear Member(s),

NOTICE of Postal Ballot is hereby given to the Members of Total Transport Systems Limited ('the Company'), pursuant to Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration), Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Secretarial Standards-2 (SS-2), read with the General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No.22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021 and General Circular No. 20/2021 dated 28th December, 2021 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), to transact a special business relating to appointment of an Independent Director of the Company by passing a special resolution through e-voting. Further details are set out in this Notice.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

An explanatory statement pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. The Board of Directors on 03rd June, 2022 has appointed Makarand M. Joshi & Co., Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.

The remote e-voting period commences from 9.00 a.m. (IST) on Thursday, 09th June, 2022 and ends at 5.00 p.m. (IST) on Friday, 08th July, 2022. 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 at or before 5.00 p.m. (IST) on Monday, 11th July, 2022.

The said results along with the Scrutinizer's Report would be intimated to NSE Limited, where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website and on the website of Central Depository Services (India) Limited (CDSL) www.evotingindia.com.

SPECIAL BUSINESS:

Item No. 1 To regularize the Appointment of Mr. Sandesh Madhukar Kirkire (DIN: 01854543) as an Independent Director of the Company for a term of five consecutive years.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and the Companies (Amendment) Act, 2017 (‘Act’) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI (LODR)2015’) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the existing Articles of Association of the Company, and on the basis of recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Sandesh Madhukar Kirkire (DIN: 01854543 & Independent Director Registration No.IDDB-DI-202201-040808), who was appointed as an Additional Non-Executive Independent Director of the Company with effect from 14th April 2022, pursuant to Section 161 of the Act and who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act and under SEBI (LODR) 2015, be and is hereby appointed as an Independent Director of the Company to hold office for a term of up-to 5 (five) consecutive years with effect from 14th April, 2022 to 13th April, 2027, not subject to retirement by rotation and shall receive such sitting fees as may be determined by the board of directors from time to time.

“RESOLVED FURTHER THAT any of the Director(s) be and are hereby severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary, to file requisite forms or applications with the Statutory/ Regulatory Authorities, with power to settle all questions, difficulties or doubts that may arise in this regard, as he/she may in his/ her sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any other Director(s) to give effect to this Resolution.”

SPECIAL BUSINESS:

Item No. 2 To regularize the Appointment of Mr. Mangina Srinivas Rao (DIN: 08095079) as an Independent Director of the Company for a term of five consecutive years.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and the Companies (Amendment) Act, 2017 (‘Act’) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI (LODR)2015’) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the existing Articles of Association of the Company, and on the basis of recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Mangina Srinivas Rao (DIN: 08095079 & Independent Director Registration No. IDDB-NR-202009-031277), who was appointed as an Additional Non-Executive Independent Director of the Company with effect from 14th April 2022, pursuant to Section 161 of the Act and who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act and under SEBI (LODR) 2015, be and is hereby appointed as an Independent Director of the Company to hold office for a term of up-to 5 (five) consecutive years with effect from 14th April, 2022 to 13th April, 2027, not subject to retirement by rotation, and shall receive such sitting fees as may be determined by the board of directors from time to time.

“RESOLVED FURTHER THAT any of the Director(s) be and are hereby severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary, to file requisite forms or applications with the Statutory/ Regulatory Authorities, with power to settle all questions, difficulties or doubts that may arise in this regard, as he/she may in his/ her sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any other Director(s) to give effect to this Resolution.”

Item No. 3 To regularize the Appointment of Mr. Rajiv Mathuraprasad Saxena (DIN: 08336424) as an Independent Director of the Company for a term of five consecutive years.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and the Companies (Amendment) Act, 2017 (‘Act’) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI (LODR)2015’) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the existing Articles of Association of the Company, and on the basis of recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Rajiv Mathuraprasad Saxena (DIN: 08336424 & Independent Director Registration No. IDDB-DI-202205-042197), who was appointed as an Additional Non-Executive Independent Director of the Company with effect from 27th May 2022, pursuant to Section 161 of the Act and who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act and under SEBI (LODR) 2015, be and is hereby appointed as an Independent Director of the Company to hold office for a term of up-to 5 (five) consecutive years with effect from 27th May, 2022 to 26th May, 2027, not subject to retirement by rotation and shall receive such sitting fees as may be determined by the board of directors from time to time.

“RESOLVED FURTHER THAT any of the Director(s) be and are hereby severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary, to file requisite forms or applications with the Statutory/ Regulatory Authorities, with power to settle all questions, difficulties or doubts that may arise in this regard, as he/she may in his/ her sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any other Director(s) to give effect to this Resolution.”

NOTES

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed resolution is annexed hereto.
2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners maintained by the Company/ Depositories as on 03rd June, 2022, ('Cut-off 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.
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 Central Depository Services (India) Limited (CDSL) 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, websites of the Stock Exchanges i.e., NSE Limited (NSE) at www.nseindia.com, and on the website of CDSL at www.cdslindia.com.
6. All the material documents referred to Statement, shall be available for inspection on the Company's website www.ttspl.in to facilitate online inspection until last date of remote e-voting.
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 NSDL/Central Depository Services (India) Limited (CDSL) on 03rd June, 2022. The members whose names appear in the Register of Members/list of Beneficial Owners as on 03rd June, 2022 being the cut-off date, are entitled to vote on the Resolutions set forth in this Postal Ballot Notice.
8. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, 03rd June, 2022 being the cut-off date fixed for the purpose.
9. The voting through electronic means will commence on Thursday, 09th June, 2022 at 9:00 A. M. and will end on Friday, 08th July, 2022 at 5.00 p.m. (IST). The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change subsequently.
10. A shareholder cannot exercise his/her vote by proxy on Postal Ballot.
11. The Scrutinizer will submit their report to the Chairman or any other Director after completion of the scrutiny and the result of the Postal Ballot voting process will be declared within seven working days from the end of voting on or before Saturday, 16th July, 2022.

12. Resolution passed by shareholders with requisite majority, through Postal Ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
13. The result of the Postal Ballot shall be communicated to all the Stock Exchanges where the equity shares of the Company are listed, CDSL and shall also be published in the newspaper(s). The Special Resolution, if passed by the requisite majority, shall be deemed to have been passed on Friday, 08th July, 2022, being the last date specified by the Company for e-voting.
14. 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 CDSL's e-voting website or contact
15. Members who have not registered their e-mail addresses so far are requested to register the same so that they can receive all future communications from the Company electronically.

CDSL e-Voting System –For Remote e-voting-Postal Ballot- New Process as per SEBI circular

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING

- (i) The voting period begins on Thursday, 09th June, 2022 at 9:00 A. M. and will end on Friday, 08th July, 2022 at 5.00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 03rd June, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method

<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest is https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the E voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/NSDL/KARVY/LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/ EasiRegistration <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is

	<p>launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
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 helpdesk.evoting@cdslindia.com or contact at contact at toll free no. 1800 22 55 33
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method of e-Voting for **shareholders other than individual shareholders & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,

- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	<p>Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

CIN: L63090MH1995PLC091063

- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; bhavik.trivedi@mum.tspl.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESSES FOR THOSE SHAREHOLDERS WHO'S EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 **Company/RTA email id**.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 22 55 33

EXPLANATORY STATEMENT

As required by Section 102(1) of the Act, the following Explanatory Statement sets out material facts relating to the businesses of the accompanying Notice dated 08th June, 2022

Item No. 1 To regularize the Appointment of Mr. Sandesh Madhukar Kirkire (DIN: 01854543) as an Independent Director of the Company for a term of five consecutive years

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Sandesh Madhukar Kirkire (DIN: 01854543), aged 58 years, as an Additional Director (Independent Director) of the Company, with effect from 14th April, 2022 under Section 149, 150, 152 and 161 of the Companies Act, 2013 to hold office upto next ensuing General Meeting or for a period of three months from the date of appointment, whichever is earlier.

Mr. Sandesh Madhukar Kirkire is eligible to be appointed as an Independent Director for a term upto (5) five consecutive years from 14th April, 2022 to 13th April, 2027. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Sandesh Madhukar Kirkire signifying his candidature as an Independent Director of the Company. The Company has also received a declaration of independence from him.

In the opinion of the Board, Mr. Sandesh Madhukar Kirkire fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for being eligible for his appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a director in the prescribed Form DIR-2 under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with the declaration on criteria of Independence as per Section 149(6) of the Act.

In terms of the Companies (Creation and Maintenance of databank of Independent Directors) Rules, 2019 read with the Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019, he has enrolled his name in the online databank of Independent Directors maintained by the Government.

Skills and capabilities required for the role of Independent Director and the manner in which Mr. Sandesh Madhukar Kirkire meets such requirements:

Mr. Sandesh Madhukar Kirkire brings with him expertise to nurture startups from different industries such as Telecom, Data analytics, Ecommerce, Healthcare, Agritech and Education. Since our industry has an overlap with these type of service model. Hence his expertise and professional opinion would help our Company to strengthen the current service model. Hence the NRC and Board have identified amongst others, Corporate Strategy and Planning, Leadership, Global business & Consumer Understanding, Human Capital Management, Geographic, cultural diversity and Entrepreneurship as the skills and capabilities for the role and Mr. Sandesh Madhukar Kirkire meets such requirements. .

In line with the Company's remuneration policy for Independent Directors, Mr. Sandesh Madhukar Kirkire will be entitled to receive sitting fees as approved by the Board of Directors, reimbursement of expenses for participation in the Board meetings.

CIN: L63090MH1995PLC091063

Except Mr. Sandesh Madhukar Kirkire, being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution.

The Board of Directors based on the recommendation of the Nomination and remuneration Committee consider the appointment of Mr. Sandesh Madhukar Kirkire as an Independent Director in the interest of the Company and recommend the Special resolution as set out in the item no. 1. of the notice for approval of Members.

Item No. 2 To regularize the Appointment of Mr. Mangina Srinivas Rao (DIN: 08095079) as an Independent Director of the Company for a term of five consecutive years.

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Mangina Srinivas Rao (DIN: 08095079), aged 61 years, as an Additional Director (Independent Director) of the Company, with effect from 14th April, 2022 under Section 149, 150, 152 and 161 of the Companies Act, 2013 to hold office upto next ensuing General Meeting or for a period of three months from the date of appointment, whichever is earlier.

Mr. Mangina Srinivas Rao is eligible to be appointed as an Independent Director for a term upto (5) five consecutive years from 14th April, 2022 to 13th April, 2027. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Mangina Srinivas Rao signifying his candidature as an Independent Director of the Company. The Company has also received a declaration of independence from him.

In the opinion of the Board, Mr. Mangina Srinivas Rao fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for being eligible for his appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a director in the prescribed Form DIR-2 under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with the declaration on criteria of Independence as per Section 149(6) of the Act.

In terms of the Companies (Creation and Maintenance of databank of Independent Directors) Rules, 2019 read with the Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019, he has enrolled his name in the online databank of Independent Directors maintained by the Government.

Skills and capabilities required for the role of Independent Director and the manner in which Mr. Mangina Srinivas Rao meets such requirements:

Since the Company is recently listed and in a developing stage Mr. Mangina Srinivas Rao comes with expertise in the areas of strategy, new business development, inclusive growth and team building and has been an angel investor and is involved with various startups in the pharma, healthcare, agri business and ICT sectors. Hence the NRC and Board have identified amongst others, Corporate Strategy and Planning, Leadership, Global business & Consumer Understanding, Human Capital Management, Geographic, cultural diversity and Entrepreneurship as the skills and capabilities for the role and Mr. Mangina Srinivas Rao meets such requirements.

CIN: L63090MH1995PLC091063

In line with the Company's remuneration policy for Independent Directors, Mr. Mangina Srinivas Rao will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, reimbursement of expenses for participation in the Board meetings.

Except Mr. Mangina Srinivas Rao, being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution.

The Board of Directors based on the recommendation of the Nomination and remuneration Committee consider the appointment of Mr. Mangina Srinivas Rao as an Independent Director in the interest of the Company and recommend the Special resolution as set out in the item no. 2. of the notice for approval of Members.

Item No. 3 To regularize the Appointment of Mr. Rajiv Mathuraprasad Saxena (DIN: 08336424) as an Independent Director of the Company for a term of five consecutive years.

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Rajiv Mathuraprasad Saxena (DIN: 08336424), aged 62 years, as an Additional Director (Independent Director) of the Company, with effect from 27th May, 2022 under Section 149, 150, 152 and 161 of the Companies Act, 2013 to hold office upto next ensuing General Meeting or for a period of three months from the date of appointment, whichever is earlier.

Mr. Rajiv Mathuraprasad Saxena is eligible to be appointed as an Independent Director for a term upto (5) five consecutive years from 27th May, 2022 to 26th May, 2027. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Rajiv Mathuraprasad Saxena signifying his candidature as an Independent Director of the Company. The Company has also received a declaration of independence from him.

In the opinion of the Board, Mr. Rajiv Mathuraprasad Saxena fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for being eligible for his appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a director in the prescribed Form DIR-2 under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with the declaration on criteria of Independence as per Section 149(6) of the Act.

In terms of the Companies (Creation and Maintenance of databank of Independent Directors) Rules, 2019 read with the Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019, he has enrolled his name in the online databank of Independent Directors maintained by the Government.

Skills and capabilities required for the role of Independent Director and the manner in which Mr. Rajiv Mathuraprasad Saxen meets such requirements:

Mr. Rajiv Mathuraprasad Saxen has strong and mature advisory background in Mergers and Acquisitions, from processing to final execution of the corporate actions. Also he's well versed in Negotiating with corporates and Large Indian Houses which will eventually help company in improving the financial position and making its internal financial control robust. Hence the NRC and Board have identified amongst others, Corporate Strategy and Planning, Leadership, Global business

CIN: L63090MH1995PLC091063

& Consumer Understanding, Human Capital Management, Geographic, cultural diversity and Entrepreneurship as the skills and capabilities for the role and Mr. Rajiv Mathuraprasad Saxen meets such requirements.

In line with the Company's remuneration policy for Independent Directors, Mr. Rajiv Mathuraprasad Saxena will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, reimbursement of expenses for participation in the Board meetings.

Except Mr. Rajiv Mathuraprasad Saxena, being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution.

The Board of Directors based on the recommendation of the Nomination and remuneration Committee consider the appointment of Mr. Rajiv Mathuraprasad Saxena as an Independent Director in the interest of the Company and recommend the Special resolution as set out in the item no. 3. of the notice for approval of Members.

This explanatory statement along with the additional information as per Regulation 36 of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings issued by Institute of Company Secretaries of India (ICSI), as mentioned below may also be regarded as disclosure under the provisions of the Act and SEBI Listing Regulations.

Particulars	Mr. Sandesh Madhukar Kirkire	Mr. Mangina Srinivas Rao	Mr. Rajiv Mathuraprasad Saxena
Date of Birth	02-11-1963 (58 years)	09-08-1960 (61 years)	30-04-1960 (62 years)
Date of Appointment as Director	14 th April, 2022	14 th April, 2022	27 th May, 2022
Qualification	Engineer with a Master's in management studies from JBIMS	Bachelor's degree in Commerce (Hons) from Delhi University. Master's in Business Management: Asian Institute of Management	Master's in Business Management: Asian Institute of Management
Brief resume & Expertise in specific functional areas	<p>He is an Angel investor mentoring and investing in startups of different sectors such as Telecom, Data analytics, Ecommerce, Healthcare, Agritech and Education.</p> <p>He was appointed as an IMC Pravinchandra V Gandhi Chair in Banking & Finance to undertake research, training and teaching at JBIMS for the period August 2017-July 2020.</p>	<p>He was Head –New Initiatives with ITC Ltd (Agri Business Division) and later with organisations like IRRI as CeO–CSISA, ICRISAT and as Executive Director with TiE Hyderabad. He is an Independent Director with Balaxi Pharmaceuticals Limited, and on the advisory board of NCDEX.</p> <p>He has good expertise in the areas of strategy, new business development, inclusive growth and team building and has been an angel investor and is involved with various startups in the pharma, healthcare, agri business and ICT sectors.</p>	<p>He served as a Managing Director of Lazard India Limited for 12 years and in Access Corporate Finance for 6 years. Additionally he served as the Head of Mergers & Acquisitions in Essar Group for 10 years.</p> <p>Strong and mature advisory background in Mergers and Acquisitions, from process to final execution. Also well versed in Negotiation with corporates and Large Indian Houses.</p> <p>He also had successful experience in building and leading teams with diverse skills sets and varied work experience</p>

Compensation proposed to be paid	In line with the Company's remuneration policy for Independent Directors, Mr. Sandesh Madhukar Kirkire will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, reimbursement of expenses for participation in the Board meetings.	In line with the Company's remuneration policy for Independent Directors, Mr. Mangina Srinivas Rao will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, reimbursement of expenses for participation in the Board meetings.	In line with the Company's remuneration policy for Independent Directors, Mr. Rajiv Mathuraprasad Saxena will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, reimbursement of expenses for participation in the Board meetings.
Terms and Conditions of Appointment	As per the Appointment Letter	As per the Appointment Letter	As per the Appointment Letter
Directorships in other Public Limited Companies	1. Bajaj Finserv Asset Management Limited.	1. Balaxi pharmaceuticals Limited.	NIL
Directorships in Private Limited Companies	1. Focus Demand Private Limited. 2. Ixsight Technologies Private Limited.	NIL	NIL
Committee Positions held in other Companies: C-Chairman M-Member	NIL	NIL	NIL
No. of shares held in the Company	21000 Shares	17500 Shares	5000 Shares
Relationship between Director inter-se	Not related to any other Director / Key Managerial Personnel	Not related to any other Director / Key Managerial Personnel	Not related to any other Director / Key Managerial Personnel

Number of meetings attended during the year	Board Meeting: 26.05.2022	Board Meeting: 26.05.2022	Board Meeting: 26.05.2022
---	------------------------------	------------------------------	------------------------------

For Total Transport Systems Limited

Sd/-

Bhavik Trivedi
Company Secretary & compliance officer
Membership No.: A49807

Date: 26th May 2022

Place: Mumbai