

**Date:** 12<sup>th</sup> July, 2022

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

**Subject:** Result of Postal Ballot by remote e-voting process

**Sub: Voting Results and Scrutiniser's Report in respect of the Postal Ballot of the Company**

**Ref: Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)**

Pursuant to applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, the applicable Secretarial Standards and Regulation 44 of the Listing Regulations, the Company had sought approval of the Members on Special Resolutions set out in the Postal Ballot Notice dated 26<sup>th</sup> May, 2022 and provided Remote E-Voting facility in this regard. In this connection, pursuant to the provisions of Regulation 44 of the, we enclose herewith:

- 1) E-voting results in the prescribed format
- 2) Report on e-voting results dated 11<sup>th</sup> July, 2022, issued by the Scrutiniser i.e. Mr. Makarand M. Joshi (Membership No: 5533), Partner of M/s. Makarand M. Joshi & Co., Practising Company Secretaries in Whole-time Practice

It may be noted that the business items as per the Notice of the Postal Ballot were approved by the Members with requisite majority.

Further, the Voting Results along with the Scrutiniser's Report are being made available on the website of the Company's website at <https://ttspl.in>

Request you to take the same on record.

Thanking You.  
**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.

<b>A) DETAILS OF THE VOTING RESULT BY POSTAL BALLOT PROCESS PURSUANT TO REGULATION 44(3) OF LISTING REGULATIONS.</b>		
<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
1.	Date of the Notice of Postal Ballot	26 <sup>th</sup> May, 2022
2.	Total Number of shareholders as on record date	4,234 as on cut-off date i.e. 03 <sup>rd</sup> June, 2022
3.	Special Resolution	Approval for Regularization of Director
4.	Mode of voting	Remote e-voting

<b>B) RESULTS OF THE MEETING</b>				
<b>Sr. No.</b>	<b>Agenda</b>	<b>Resolution required</b>	<b>Mode of Voting</b>	<b>Remarks</b>
1.	Regularize the Appointment of Mr. Sandesh Madhukar Kirkire (DIN: 01854543) as an Independent Director of the Company for a term of five consecutive years.	Special	Remote e-voting	Passed with requisite majority
2.	Regularize appointment of Mr. Mangina Srinivas Rao (DIN: 08095079) as an Independent Director of the Company for a term of five consecutive years.	Special	Remote e-voting	Passed with requisite majority
3.	Regularize the Appointment of Mr. Rajiv Mathuraprasad Saxena (DIN: 08336424) as an Independent Director of the Company for a term of five consecutive years.	Special	Remote e-voting	Passed with requisite majority

**TOTAL TRANSPORT SYSTEMS LIMITED**

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

# MAKARAND M. JOSHI & CO.

## Company Secretaries

Ecstasy, 803/804, 8<sup>th</sup> Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai- 400080, (T) 022-21678100

**Report of Scrutinizer for voting through e-voting on Postal Ballot**  
**[Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of**  
**the Companies (Management and Administration) Rules 2014]**

To,  
The Chairperson,  
Leena Prashant Salvi  
Total Transport Systems Limited  
7<sup>th</sup> Floor, T-Square, Opp Chandivali Petrol Pump,  
Sakinaka, Andheri (East), Mumbai - 400072

Dear Madam/Sir,

**Scrutinizer's Report on voting through e-voting for Postal Ballot in terms of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014**

- A. Pursuant to the resolution passed by the Board of Directors of **Total Transport Systems Limited** (hereinafter referred as "**the Company**") on June 03, 2022 I, Makarand M. Joshi, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, have been appointed as a Scrutinizer to receive, scrutinize and process the postal ballot process and the votes cast respect of the resolutions set out in the Postal Ballot Notice dated May 26, 2022 (hereinafter referred as "**Notice**").
- B. Member's approval were sought for approving the following special business:
- i. 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.
  - ii. 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.
  - iii. 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.
- C. Pursuant to Section 108 and 110 of the Act and Rule 20 and 22 of Companies (Management & Administration) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Company has confirmed that the electronic copy of the Notice and explanatory statement along with the process of e-voting were sent to the shareholders whose e-mail addresses were registered with the Depository Participant(s)/Registrar and Share Transfer Agent of the Company for communication purposes in compliance with the applicable MCA Circulars dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 8<sup>th</sup> December 2021 and SEBI Circular dated 12<sup>th</sup> May, 2020, 28<sup>th</sup> September 2020 and 15<sup>th</sup> January, 2021 and applicable provisions of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India. The Company completed circulation of Notice along with explanatory statement via electronic mode on

Wednesday, June 08, 2022 to those members whose name(s) appeared on the Register of Members/ List of beneficiaries as on Friday, June 03, 2022 ("cut-off-date").

- D.** The remote e-voting facility was provided by Central Depository Services (India) Limited ('CDSL').
- E.** Members were required to communicate their assent or dissent only through remote e-voting system in terms of the said MCA Circulars.
- F.** The e-voting period commenced on Thursday, June 09, 2022 at 9.00 A.M. (IST) and ended on Friday, July 08, 2022 at 5.00 P.M. (IST) for voting through e-voting.
- G.** The e-voting was blocked at 5:00 P.M. (IST) on Friday, July 08, 2022 and the e-voting summary statement was downloaded from e-voting website of CDSL.
- H.** The Members holding shares as on the "cut off" date i.e. Friday, June 03, 2022 were entitled to vote on the proposed resolutions.
- I.** The register, in accordance with Rule 20 and Rule 22 of the Companies (Management & Administration) Rules, 2015, has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them. There were no shares with differential voting rights in the Company, hence there is no requirement of maintaining of the list of shares with differential voting rights.

Result of the Postal Ballot through e-voting is as under:

**Resolution Item No. 1: Special Resolution:**

**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.**

Category	Mode of Voting	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	E - Voting through Postal Ballot	7498610	6491600	86.57	6491600	0	100.00	0.00
Public Institutions		0	0	0.00	0	0	0.00	0.00
Public Non-Institutions		6807390	2533654	37.22	2529128	4526	99.82	0.18
<b>Total</b>		<b>14306000</b>	<b>9025254</b>	<b>63.09</b>	<b>9020728</b>	<b>4526</b>	<b>99.95</b>	<b>0.05</b>

**Resolution Item No. 2: Special Resolution:**

**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.**

Category	Mode of Voting	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	E - Voting through Postal Ballot	7498610	6491600	86.57	6491600	0	100.00	0.00
Public Institutions		0	0	0.00	0	0	0.00	0.00
Public Non-Institutions		6807390	2516154	36.96	2511628	4526	99.82	0.18
<b>Total</b>		14306000	9007754	62.96	9003228	4526	99.95	0.05

**Resolution Item No. 3: Special Resolution:****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**

Category	Mode of Voting	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	E - Voting through Postal Ballot	<b>7498610</b>	6491600	86.57	6491600	0	100.00	0.00
Public Institutions		<b>0</b>	0	0.00	0	0	0.00	0.00
Public Non-Institutions		<b>6807390</b>	2533654	37.22	2526628	7026	99.72	0.28
<b>Total</b>		<b>14306000</b>	<b>9025254</b>	<b>63.09</b>	<b>9018228</b>	<b>7026</b>	<b>99.92</b>	<b>0.08</b>

**J.** It is to be noted that:

- i. Voting rights on the shares transferred to 'Unclaimed Suspense Account' and those shares transferred to the 'Investor Education and Protection Fund' are frozen.
- ii. The votes cast does not include invalid votes & abstained votes
- iii. All the aforesaid resolutions were passed with requisite majority.

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

**For, Total Transport Systems Limited**

Digitally signed by MAKARAND MADHUSUDAN JOSHI  
DN: cn=MAKARAND MADHUSUDAN JOSHI, c=IN,  
st=Maharashtra, o=Personal,  
serialNumber=bea4609e399287838241404700ee8d3  
949ae4badb642ed597e8360b687ca030f  
Date: 2022.07.11 20:48:58 +05'30'

**Makarand M. Joshi**  
**Partner**  
**FCS No.: 5533**  
**CP No.: 3662**  
**PR No.: 640/2019**  
**UDIN: F005533D000603121**  
**Date: 11.07.2022**  
**Place: Mumbai**

**Mr. Bhavik Trivedi**  
**Company Secretary**