

**Date:** October 8, 2022

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

**Subject: Outcome of 1<sup>st</sup> Extra-Ordinary General Meeting of Total Transport Systems Limited**

Dear Sir/Ma'am

This is to inform you that the 1<sup>st</sup> EGM of Total Transport Systems Limited ('the Company') was held on Friday, October 7, 2022 at 4.38 P.M. through Video Conferencing or Other Audio-Visual Means in accordance with the circular(s) issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India in this regards and business(s) mentioned in the Notice dated September 12<sup>th</sup>, 2022 convening the EGM were transacted thereat.

In this regard, please find enclosed the following:

Proceedings of the EGM pursuant to Part A of Schedule III under Regulation 30 of the Listing Regulations	Appendix-1
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The EGM concluded at 05.08 P.M. after being open for 15 minutes for e-voting to be completed.

Request you to take the note of the above on record and oblige.

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

**Bhavik Trivedi**  
Company Secretary & Compliance Officer  
Membership No. A49807  
Address: 7th floor T-Square Opp Chandivali Petrol Pump,  
Sakinaka Andheri (East) Mumbai

**TOTAL TRANSPORT SYSTEMS LIMITED**

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**BRIEF PROCEEDINGS OF THE 1<sup>ST</sup> EXTRA-ORDINARY GENERAL MEETING FOR THE FINANCIAL YEAR 2022-23 OF TOTAL TRANSPORT SYSTEMS LIMITED**

The 1<sup>st</sup> Extra-Ordinary General Meeting (EGM) for the financial year 2022-23 of the Company was held on Friday, October 7, 2022, through Video Conference (VC) in accordance with the applicable provisions of Companies Act, 2013 read with the Rules issued thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The meeting commenced at 4.38 P.M. Then Mrs. Leena Prashant Salvi, Chairperson of the Company, chaired the proceedings of the meeting. She welcomed all the Directors and Shareholders of the Company to the EGM.

The Chairperson introduced the Panelist to the members of the Company.

Sr. No.	Name	Designation
1	Mrs. Leena Prashant Salvi	Chairperson & Non-Executive Director
2	Mr. Makarand Prabhakar Pradhan	Managing Director
3	Mr. Sanjiv Arvind Potnis	Executive Director
4	Mr. Shrikant Damodar Nibandhe	Executive Director & Chief Financial Officer
5	Mr. Sandesh Madhukar Kirkire	Non-Executive, Independent Director
6	Mr. Mangina Srinivas Rao	Non-Executive, Independent Director
7	Mr. Rajiv Mathuraprasad Saxena	Non-Executive, Independent Director
8	Mr. Bhavik Trivedi	Company Secretary & Compliance Officer
9	Mr. Vaibhav Dandawate	Secretarial Auditors and Scrutiniser - MMJB & Associates LLP

The details of number of shareholders present in the meeting are as follows:

Category	Promoter and Promoter group	Public	Total
In Person	Nil	Nil	Nil
Through Proxy/Authorised Representative	Nil	Nil	Nil
Video Conference	7	44	51
<b>Total</b>			

The Chairperson informed the members that the Company had taken all feasible efforts under the current circumstances to enable members to participate through video conference and vote at the EGM. The requisite quorum being present through Video Conference, the Chairperson called the meeting to order. All Directors were present for the meeting.

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The Company Secretary informed that in view of the restrictions due to outbreak of COVID-19 and considering the social distancing norms, the EGM was conducted through VC / OAVM. This meeting has been convened and being conducted in accordance with the circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India (SEBI). The Chairperson informed that the Company had tied up with National Securities Depositories Limited (NSDL) to provide facility for voting through remote e-voting, e-voting during the EGM and participation in the EGM through VC / OAVM facility. The Company had extended the remote e-voting facility to the Members of the Company in respect of the resolutions to be passed at the Meeting.

Further the Company Secretary provided general instructions to the members regarding participation in the meeting. He, inter alia, informed the members about the following:

- a. The remote e-voting period which had commenced on Tuesday, October 04, 2022 at 9:00 A.M. and ended on Thursday, October 06, 2022 at 5:00 P.M.
- b. The Company had provided a facility to the members to cast their votes electronically, on all resolutions set forth in the Notice convening the 1<sup>st</sup> EGM of the Company.
- c. The Board of Directors of the Company at their meeting held on Monday, September 12, 2022 had appointed, Mrs. Kumudini Bhalerao, Partner, M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, as the Scrutinizer for scrutiny of the votes cast through the remote e-voting platform and electronic voting at the EGM.
- d. The documents which are statutorily required to be kept open for inspection were available electronically for inspection by the members during the EGM which have requested for the same.

The Notice convening the EGM dated 12<sup>th</sup> September, 2022 were taken as read as the same were already circulated to the members.

The members were then requested to raise their queries on the Agenda Items as set out in the Notice convening the 1<sup>st</sup> EGM of the Company. No questions were raised.

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The following items of business, as per the Notice convening the 1<sup>st</sup> EGM of the Company dated Monday, September 12, 2022, were transacted at the meeting:.

Sr.No.	Details of the Resolution	Resolution Required (Ordinary/ Special)
1	Increase in Authorised Share Capital of the Company and Consequential Alteration in Capital Clause of the Memorandum of Association.	Ordinary resolution
2	To offer, issue and allot upto 18,30,973 Equity Shares on Preferential Basis.	Special Resolution

The Chairperson concluded the meeting by placing on record her appreciation and gratitude for all the stakeholders for having reposed their trust and confidence in the Company. She informed the members that voting on the NSDL platform would continue for another 15 minutes to enable the members to cast their votes.

The Chairperson announced that the e-voting results along with the consolidated Scrutinizer's Report shall be informed to Stock Exchanges and also be placed on the Website of the NSDL and Stock Exchanges. The meeting concluded at 5.08 P.M. after being open for 15 minutes for e-voting to be completed.

Post completion of the Extra-Ordinary General Meeting, after scrutiny of votes the Scrutiniser will submit his Report and the same will be uploaded on the website of the Stock Exchange, NSDL, and the Company.

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

**Bhavik Trivedi**  
**Company Secretary & Compliance Officer**  
**Membership No. A49807**  
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**Annexure: I****Amendments to MOA:**

Considering the overall business growth and operational needs of the Company, the Company proposed to raise additional capital by way of preferential issue of Equity shares to the proposed allottees. While considering the same it is proposed to increase the Authorised Share Capital.

Presently, the Authorised Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each. In order to facilitate the issue of equity shares and for further requirements, it is proposed to increase the Authorised Share Capital to Rs. 17,00,00,000/- (Rupees Seventeen Crore) divided into 1,70,00,000 (One Crore Seventy Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each by creation of additional 20,00,000 (Twenty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

Consequently, the Memorandum of Association of the Company is altered by substituting the existing Clause V thereof by the following new Clause V:

“V. (a) The Authorised Share Capital of the Company is Rs. 17,00,00,000 /- (Rupees Seventeen Crore Only) divided into 1,70,00,000 (One Crore Seventy Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each.”

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## Annexure: II

### OFFER, ISSUE AND ALLOT UPTO 18,30,973 EQUITY SHARES ON PREFERENTIAL BASIS.

The Company at their meeting approved the issue upto 18,30,973 Equity Shares of the Company, in one or more tranches, by way of preferential issue, for cash, at a minimum issue price of INR 111.16/- (Rupees One Hundred and Eleven and Sixteen paise only) per Equity Share having face value of Rs. 10/- (Rupees Ten only) for an aggregate amount not exceeding 20,35,30,958.68/- (Rupees Twenty Crore Thirty-Five Lakh Thirty Thousand Nine Hundred and Fifty-Eight and Sixty-Eight paise only).

### The Equity Shares are being offered to the following: -

Sr. No.	Name of the Investor	No. of Equity Share (Upto)	Percentage of capital held before the preferential issue by the allottee	Percentage of post preferential offer capital that may be held by the allottee*
1.	Sandesh Kirkire (Independent Director)	25,000	0.14	0.28
2.	Mangina Rao (Independent Director)	25,000	0.34	0.45
3.	Rajiv M. Saxena (Independent Director)	25,000	0.03	0.18
4.	Bakula R. Mamanian	1,00,000	0.0013	0.62
5.	Akash K. Sohanraj	1,00,000	0	0.62
6.	Bharat Kumar	1,00,000	0	0.62
7.	Darshika S. Shah	25,000	0	0.15
8.	Shaili S. Bheda	2,00,000	0	1.23
9.	Parul V. Bheda	1,00,000	0.17	0.77
10.	Shailen R. Shah	25,000	0	0.15
11.	Helium Traders Private Limited	1,00,000	0	0.62

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12.	Mulesh Manilal Savla HUF	50,000	0	0.30
13.	Yantra Esolarindia Private Limited	6,50,000	0	4.02
14.	Alka S. Shah	50,000	0	0.30
15.	Sanjiv A. Potnis (Executive Director)	85,324	17.48	16.03
16.	Makarand P. Pradhan (Executive Director)	85,324	17.47	16.02
17.	Shrikant D. Nibandhe (Executive Director)	85,325	8.69	8.24

**Shareholding pattern of the Company before and after the preferential issue-**

Sr. No.	Category	Pre-Issue		Post Issue	
		No. of shares held	% of sharehol ding	No. of shares held	% ofshareh olding
<b>A</b>	<b>Promoters' Holding</b>				
1.	Indian:				
	Individuals	74,98,610	52.41%	77,54,583	48.05%
	Bodies Corporate	Nil	Nil	Nil	Nil
	<b>Sub Total</b>	74,98,610	52.41%	77,54,583	48.05%
2.	Foreign Promoters	Nil	Nil	Nil	Nil
	<b>Sub Total (A)</b>	<b>74,98,610</b>	<b>52.41%</b>	<b>77,54,583</b>	<b>48.06 %</b>
<b>B</b>	<b>Non-Promoters' Holding</b>				
1.	Institutional Investors	Nil	Nil	Nil	Nil
2.	Non-Institutions:				
3.	Private Corporate Bodies	4,42,303	3.09%	11,92,303	7.38%

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4.	Directors and Relatives	74,713	0.52%	1,49,713	0.92%
5.	Indian Public	59,22,146	41.39%	66,22,146	41.03%
6.	Others (Including NRIs, Bodies Corporate, Clearing Members)	3,68,228	2.57%	4,18,228	2.59%
	Sub-Total (B)	68,07,390	47.58%	83,82,390	51.94 %
	TOTAL (A+B)	1,43,06,000	100%	1,61,36,973	100%

*Based on assumption, the investor shall fully subscribe to the offer.*

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

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