

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)

Dear Member(s),

Notice of Postal Ballot is hereby given to the Members of Total Transport Systems Limited (“**the Company**”), pursuant to and in compliance with the provisions of Section 108, Section 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 ('the Act') (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 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 read with General Circular No. 02/2022 dated May 05, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 and General Circular No.03/2025 dated September 22, 2025 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 Members of the Company through postal ballot by remote e-voting process (“**Remote E-Voting**”).

In line with the aforementioned MCA Circulars, the companies have been advised to consider and take all decisions requiring Members' 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. 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.

TOTAL TRANSPORT SYSTEMS LIMITED

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



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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.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act, read with the Rules framed thereunder and the MCA Circulars, 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. In accordance with the requirements of MCA Circulars, the Company will send Postal Ballot Notice by email, only to those members who have registered their email addresses with the Company or depository/depository participants and the communication of assent/dissent of the members will only take place through the remote e-voting system. Hence, hard copy of the Postal Ballot Notice along with postal ballot forms and pre-paid business envelope is not being sent to the Members.

Further, the Company has made necessary arrangements with the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited (**"RTA"**) for the Members to register their e-mail address. Therefore, those Members 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 for remote e-voting is annexed to this Postal Ballot Notice for your consideration and forms part of this Notice.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rule, 2014, the Board of Directors, at its meeting held on December 04, 2025, has appointed M/s Mishra & Associates, Practicing Company Secretaries (Certificate of Practice No. 18303), Practicing Company Secretary (email: mishragamiassociates@gmail.com) as the Scrutinizer for conducting the postal ballot voting process fairly and transparently.

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The remote e-voting period commences from 9:00 AM (IST) on Saturday, December 06, 2025 and ends at 05:00 PM (IST) on Sunday, January 04, 2026. 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 on Tuesday, January 06, 2025.

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

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5:00 p.m. (IST) on Sunday, January 04, 2026. The remote e-voting facility will be disabled by NSDL immediately thereafter.

TOTAL TRANSPORT SYSTEMS LIMITED

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SPECIAL BUSINESS

To consider and approve the proposal for disinvestment of up to 81% stake by the Company in OneWorld Logistics Private Limited, a wholly owned material subsidiary:

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

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013, the rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), Regulation 24(5) and other applicable provisions of the SEBI Listing Regulations, Memorandum & Articles of Association of the Company, approval of the Board of Directors and subject to obtaining all requisite consent(s), sanction(s), permission(s), clearance(s) and approval(s) as may be required from the appropriate authorities in this regard, consent and approval of the members be and is hereby accorded to the Board of Directors of the Company, for disinvestment of up-to 81% shareholding held by the Company in M/s OneWorld Logistics Private Limited (“OneWorld”), a wholly-owned and material subsidiary of the Company, by transferring its shares, to M/s Moreshwar Corporation ('MC'), a registered partnership firm, acting through its partner **Mr. Mahendra S. Pardeshi**, for an aggregate consideration of Rs. 75,00,00,000/- (Rupees Seventy-Five Crores only), payable in tranches on such terms and conditions as may be mutually agreed between the parties and set out in the definitive sale documents.

RESOLVED FURTHER THAT the shareholders hereby acknowledge that the proposed disinvestment will result in dilution of the Company's shareholding in OneWorld, and consequently, OneWorld will cease to be a subsidiary of the Company.

RESOLVED FURTHER THAT the Board of Directors and/or the Board of Directors of the respective material wholly owned subsidiary of the Company be and are hereby authorized to do all such acts, deeds, matters and things including but not limited to authorizing signatories, deciding on the timing, manner and extent of carrying out the aforesaid activities including finalizing the suitable buyer(s), to negotiate and finalize the terms and conditions including the consideration and to sign, execute and register agreement(s), such other document(s), by whatever name called including shareholder's agreement, share purchase agreement, power of attorney etc., and to do all such acts, deeds, matters and things as may be necessary and to settle any questions or difficulties that may arise in this regard and incidental thereto as they may in their absolute discretion deem fit, without being required to seek any further consent or approval of the members and to delegate all or any of the powers or authorities herein conferred to any director(s) or other officer(s) of the Company or the aforesaid concerned material subsidiary(ies) (as the Board of such material subsidiary(ies) may determine), or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary and to perform all such acts, matters deeds and things as may be necessary to effectuate the above resolution.

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RESOLVED FINALLY THAT any actions already taken by the Board or authorized signatories of the Company in connection with the above transaction prior to passing of this resolution be and are hereby ratified, confirmed, and approved.

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/-
SHRIKANT DAMODAR NIBANDHE
WHOLE TIME DIRECTOR AND CFO
DIN: 01029115

Date: December 04, 2025

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 members, whose names appear in the Register of Members/List of Beneficial Owners maintained by the Company/ Depositories as on Friday, November 28, 2025 (“the 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. Any member 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, websites of the Stock Exchanges i.e. National Stock Exchange of India Limited (NSE) at www.nseindia.com, and on the website of NSDL at 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 at registered office of the company on or before the last day of e-voting on postal ballot (i.e., Sunday, January 04, 2026).
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 / Central Depository Services (India) Limited (CDSL) on Friday, November 28, 2025 (“the Cut-off Date”),

TOTAL TRANSPORT SYSTEMS LIMITED

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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 Saturday, December 06, 2025, and ends at 05:00 PM (IST) on Sunday, January 04, 2026. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution(s) is cast by the member, the member 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 conclusion of the voting.
11. 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.
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. The Special Resolutions, if passed by not less than 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 Sunday, January 04, 2026, 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. Suketh Shetty, Assistant 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.

TOTAL TRANSPORT SYSTEMS LIMITED

7th floor, T Square, Opp Chandivali Petrol Pump, Sakinaka,
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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 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.

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"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 "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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

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4. 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. Once the home page of e-Voting system is 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

 App Store  Google Play



Individual Shareholders holding securities in demat mode with CDSL

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 users to login Easi / Easiest are requested to visit CDSL website www.cdsindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is 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.

TOTAL TRANSPORT SYSTEMS LIMITED

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	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdsindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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 www.cdsindia.com 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
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 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 [Forgot User ID](#) and [Forgot 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. 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 evoting@nsdl.com or call at 022 - 4886 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 helpdesk.evoting@cdsindia.com or contact at toll free no. 1800-21-09911

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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 For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

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a) If you are already registered for e-Voting, then you can use your existing Andheri(E), Mumbai 400 072, Maharashtra India.



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password to login and cast your vote.

- 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.
- c) How to retrieve your 'initial password'?
 - (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'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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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 with a copy marked to 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 to reset the password.
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 or call on : 022 - 4886 7000 or send a request to Suketh Shetty at evoting@nsdl.com

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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.
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 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.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. 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/-
SHRIKANT DAMODAR NIBANDHE
WHOLE TIME DIRECTOR AND CFO
DIN: 01029115

Date: December 04, 2025

Place: Mumbai

TOTAL TRANSPORT SYSTEMS LIMITED

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Andheri(E), Mumbai - 400 072. Maharashtra India.

EXPLANATORY STATEMENT

Pursuant to Sections 102 and other applicable provisions of the Companies Act, 2013 ("Act")

Item No. 01: Consider and approve the proposal for disinvestment of up to 81% stake by the Company in OneWorld Logistics Private Limited, a wholly owned material subsidiary pursuant to Regulation 24(5) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 ('SEBI Listing Regulations'):

The Shareholders are hereby informed that *M/s OneWorld Logistics Private Limited ('OneWorld')*, is presently engaged in the last-mile delivery and allied logistics solutions, with a primary focus on e-commerce logistics and is a wholly owned and material subsidiary of the Company.

As a part of a strategic restructuring of the business operations, and considering various other competitive factors and the prevailing market conditions, there is a need identified in the Company to liquidate and unlock it's one of the non-current investment and accordingly it is proposed to sell / transfer up-to 81% of the shareholding held by the Company in OneWorld to Moreshwar Corporation ('MC'), a registered partnership firm, acting through its partner **Mr. Mahendra S. Pardeshi** with a view to augment liquidity, and refocusing on core business areas and initiate a separate air cargo vertical in OneWorld post such acquisition by MC, through its partner as stated above, at a consideration of Rs. 75,00,00,000/- (Rupees Seventy-Five Crores only) to be received in tranches.

The shareholders are also informed that for the purpose of the said disinvestment; the Company has executed a binding term sheet after obtaining approval of the Board of Directors containing the terms of such disinvestment and once this approval is received, the Company will be executing various definitive agreements for the purpose of the aforesaid disinvestment.

The above shall be considered as disclosure regarding the object of and commercial rationale for carrying out the disinvestment of up to 81% of the said non-current investments by the Company in OneWorld.

The shareholders are also informed that the aforesaid proposal to sell and / or transfer the shareholding of up to 81%, will result in the dilution of the Company's shareholding/investment in OneWorld and consequently OneWorld will cease to be the subsidiary of the Company.

TOTAL TRANSPORT SYSTEMS LIMITED

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

In view of the same and based on the recommendation of the Board of Directors, at their meeting held on December 04, 2025, has approved and recommended the above proposal, as mentioned in the special resolution set out under Item No.1 above, subject to obtaining the approval of the shareholders of the Company by means of passing a special resolution in accordance with Regulation 24(5) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to obtaining such other approvals, consents, permissions and sanctions as may be necessarily required from the appropriate authorities in this regard.

Accordingly, the Special Resolution as set out under Item No.1 in the accompanying Notice is being placed before the members for their approval through postal ballot (remote e-voting) means pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013.

Your directors recommend the Special Resolution as set out under Item No.1 in the accompanying Notice for the approval of the members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, except to the extent of their directorships in OneWorld, in the special resolution set out in Item No. 1 of the Notice, except to the extent of their shareholding in the Company or in OneWorld.

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/-
SHRIKANT DAMODAR NIBANDHE
WHOLE TIME DIRECTOR AND CFO
DIN: 01029115
Date: December 04, 2025
Place: Mumbai

TOTAL TRANSPORT SYSTEMS LIMITED

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 Andheri(E), Mumbai - 400 072. Maharashtra India.



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