

**Total Transport Systems Limited**

Member of the C. P. World Group

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Saki-Vihar Road, Saki Naka, Andheri (E),
Mumbai 400 072. Maharashtra, INDIA.
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CIN : U63090MH1995PLC091063

To,
The Manager
Listing Compliance Department
National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla complex, Bandra (East)
Mumbai- 400051

26th September 2018

SYMBOL: TOTAL

Sub: Details of the Voting Results along with scrutinizers report of the 23rd Annual General Meeting of the Company held on 24th September 2018

Respected Sir/Madam,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 we hereby submit the voting results along with scrutinizers report of the Annual General Meeting held on Monday, 24th September 2018 at 04:00 p.m. at the Peninsula Grand Hotel, Sakinaka Junction, Andheri (East) Mumbai – 400072

The result of voting on each resolution were determined considering the aggregate to vote cast by the members on each resolution separately, through e-voting as well as poll on which Scrutinizer issued Scrutinizer's Report.

A copy of the Scrutinizer's Report is enclosed herewith for your record.

This is for your information and record.

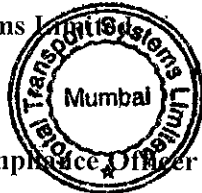
Thanking you,

Yours faithfully,

For Total Transport Systems Limited

B. S. Trivedi
Bhavik Trivedi

Company Secretary & Compliance Officer



Details of voting results

Date of AGM	24 th September 2018
Total Number of shareholders on record date	635
No. of shareholders present in the meeting either in person or through proxy:	9
Promoters and promoter group:	6
Public:	3
No. of shareholders attended the meeting through Video conferencing	NA
Promoters and promoter group:	
Public:	



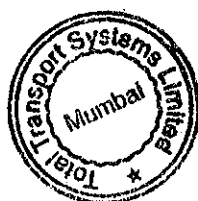
Agenda -wise disclosure

Resolution No 1

To receive, Consider and adopt the Audited Standalone Financial Statements and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018 together with the Reports of the Board of Directors and Auditors thereon:

Resolution required	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution	NO

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
Promoter and promoter group	E-voting	7482000	7482000	100	7482000	0	100	0
	Poll	—	—	—	—	—	—	—
	Postal ballot (if applicable)	—	—	—	—	—	—	—
	Total	7482000	7482000	100	7482000	0	100	0
Public-Institutions	E-voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Non Institutions	E-voting	2494000	2494000	100	2494000	0	100	0
	Poll	9000	9000	100	9000	0	100	0
	Postal ballot (if applicable)	—	—	—	—	—	—	—
	Total	2503000	2503000	100	2503000	0	100	0
TOTAL		9985000	9985000	100	9985000	0	100	0



Resolution No. 2

To appoint a Director in place of Mr. Sanjiv Arvind Potnis (DIN: 00102090) who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution	Yes

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
Promoter and promoter group	E-voting	4988000	4988000	100	4988000	0	100	0
	Poll	–	–	–	–	–	–	–
	Postal ballot (if applicable)	–	–	–	–	–	–	–
	Total	4988000	4988000	100	4988000	0	100	0
Public-Institutions	E-voting	–	–	–	–	–	–	–
	Poll	–	–	–	–	–	–	–
	Postal ballot (if applicable)	–	–	–	–	–	–	–
	Total	–	–	–	–	–	–	–
Public-Non Institutions	E-voting	2494000	2494000	100	2494000	0	100	0
	Poll	9000	9000	100	9000	0	100	0
	Postal ballot (if applicable)	–	–	–	–	–	–	–
	Total	2503000	2503000	100	2503000	0	100	0
TOTAL		7491000	7491000	100	7491000	0	100	0

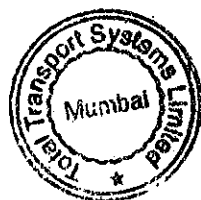


Resolution 3

To Ratify Appointment of Auditors M/s. D. B. Ketkar & Co., Chartered Accountants, Mumbai, having Firm Registration No. 105007W:

Resolution required	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution	NO

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
Promoter and promoter group	E-voting	7482000	7482000	100	7482000	0	100	0
	Poll	—	—	—	—	—	—	—
	Postal ballot (if applicable)	—	—	—	—	—	—	—
	Total	7482000	7482000	100	7482000	0	100	0
Public-Institutions	E-voting	—	—	—	—	—	—	—
	Poll	—	—	—	—	—	—	—
	Postal ballot (if applicable)	—	—	—	—	—	—	—
	Total	—	—	—	—	—	—	—
Public-Non Institutions	E-voting	2494000	2494000	100	2494000	0	100	0
	Poll	9000	9000	100	9000	0	100	0
	Postal ballot (if applicable)	—	—	—	—	—	—	—
	Total	2503000	2503000	100	2503000	0	100	0
TOTAL		9985000	9985000	100	9985000	0	100	0





MISHRA & ASSOCIATES

Company Secretaries

Office: 301, Shiraj Apartments, M. G. Road, Above Swaminarayan Temple, Kandivali (West), Mumbai - 400 067. Email: office@mishraandassociates.in
Tel.: 022-28050106 / 29670106 Cell: 9773-478-068 / 9022-616-809

MGT-13

Report of Scrutinizer

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20(3) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of

23rd Annual General Meeting of

Total Transport Systems Limited

held on September 24, 2018 at

Peninsula Grand Hotel, Sakinaka Junction,

Andheri (East), Mumbai- 400072, MH

Dear Sir,

I, Manish Mishra, Proprietor of Mishra & Associates, Company Secretaries, Mumbai, appointed by the Board of Directors of Total Transport Systems Limited ["the Company"] as Scrutinizer for the purpose of scrutinizing the e-voting process in a fair and transparent manner and also for ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the notice of the 23rd Annual General Meeting of the shareholders of the Company held on September 24, 2018 at Peninsula Grand Hotel, Sakinaka Junction, Andheri (East), Mumbai- 400072, Maharashtra, India

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules Relating to voting through electronic means on the resolutions contained in the Notice to 23rd Annual General Meeting (AGM) of the Company. Our responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated below, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ("CDSL"), the authorized agency to provide e-voting facilities, engaged by the Company.



REMOTE E-VOTING:

- a) In accordance with the Notice of the 23rd Annual General Meeting sent to the shareholders, the e-voting period commenced on September 20, 2018 at 9.00 a.m. to September 23, 2018 at 5.00 p.m.
- b) The shareholders of the Company as on the "cut-off date" September 17, 2018 were entitled to vote on the resolutions (Item No. 1 to 3 as set out in the notice of the 23rd Annual General Meeting of the Company).
- c) Corporate members who had participated in the remote e-voting have provided scanned copy of the resolution/authority letters passed by their Board of Directors Meeting for authorization to exercise their votes through e-voting and those who have not provided such resolution/authorisation letter have been considered as invalid.

VOTING THROUGH POLL AT THE AGM VENUE

- a) The Company had provided the facility for voting through Poll at the AGM and members, who have not cast their vote by remote e-voting, were allowed to exercise their right to vote at the meeting.
- b) The polling papers in Form MGT-12 as per Section 109(5) of the Act and Rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014 were distributed to the shareholders present. The shareholders cast their votes in the ballot box kept at convenient places in the venue.
- c) The locked ballot box was subsequently opened before me in the presence of Two (2) witnesses, Mr. Sanjay Tirodkar and Mr. Gurudatta Deosthalee who are not in the employment of the Company and Ballot papers were diligently scrutinized.
- d) The Ballot papers were reconciled with the records maintained by the Company and the authorization/ proxies lodged with the Company.

Thereafter, the details containing inter-alia, list of Equity Shareholders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com/> and based on such report generated, the result of the e-voting is as under:



ORDINARY BUSINESS

Item No. 1

To receive, Consider and adopt the Audited Standalone Financial Statements and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018 together with the Reports of the Board of Directors and Auditors thereon:

(i) Voted in favour of the resolution

Type of Voting	Number of Members Present and Voting (In person or by proxy)	Number of Votes Cast by Them	% of Total Number of Valid Votes Cast
Remote E-Voting	7	9,976,000	100.00
Voting Through Poll	2	9,000	100.00
Total	9	9,985,000	100.00

(ii) Voted against the resolution:

Type of Voting	Number of Members Present and Voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
Remote E-Voting	0	0	0
Voting Through Poll	0	0	0
Total	0	0	0

(iii) Invalid Votes:

Type of Voting	Total Number of Members Whose Votes Were Declared Invalid	Total Number of Votes Cast by them
Remote E-voting	0	0
Voting Through Poll	0	0
Total	0	0



[Handwritten signature]

Item No. 2

To appoint a Director in place of Mr. Sanjiv Arvind Potnis (DIN: 00102090) who retires by rotation and being eligible, offers himself for re-appointment:

(i) Voted in favour of the resolution

Type of Voting	Number of Members Present and Voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
Remote E-Voting	5	7,482,000	100.00
Voting Through Poll	2	9,000	100.00
Total	7	7,491,000	100.00

(ii) Voted against the resolution:

Type of Voting	Number of Members Present and Voting (In person or by proxy)	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
Remote E-Voting	0	0	0
Voting Through Poll	0	0	0
Total	0	0	0

(iii) Invalid Votes:

Type of Voting	Total Number of Members whose Votes were Declared Invalid	Total Number of Votes Cast by them
Remote E-voting	1	2,000
Voting Through Poll	0	0
Total	1	2,000



Sanjiv

Item No. 3

To Ratify Appointment of Auditors and to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

(i) Voted in favour of the resolution

Type of Voting	Number of Members Present and Voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
Remote E-voting	7	9,976,000	100.00
Voting Through Poll	2	9,000	100.00
Total	9	9,985,000	100.00

(ii) Voted against the resolution:

Type of Voting	Number of Members Present and Voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
Remote E-Voting	0	0	0
Voting Through Poll	0	0	0
Total	0	0	0

(iii) Invalid Votes:

Type of Voting	Total Number of Members whose Votes were Declared Invalid	Total Number of Votes Cast by them
Remote E-voting	0	0
Voting Through Poll	0	0
Total	0	0



The relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the 23rd AGM and the same shall thereafter be handed over to Mr. Bhavik Trivedi, Company Secretary of the Company for safe keeping.

Thanking you,

Yours faithfully,

For **Mishra & Associates**
Company Secretaries

Manish



Manish Mishra
(Proprietor)
Membership No.: 41066
C.P. No.: 18303

Date: September 25, 2018
Place: Mumbai