



Total Transport Systems Limited

Member of the C. P. World Group

7th Floor, T Square, Opp Chandivali Petrol Pump,
Saki-Vihar Road, Saki Naka, Andheri (E),
Mumbai 400 072, Maharashtra, INDIA.
Tel. : +91 22 66441500 • Fax : +91 22 66441585
Email : info@ttspl.in • www.ttspl.in
CIN : L63090MH1995PLC091063

31st August 2019

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

SYMBOL: TOTAL

Sub: Details of the Voting Results along with scrutinizers report of the 24th Annual General Meeting of the Company held on 29th August 2019

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 Thursday, 29th August 2019 at 04:00 p.m. at the 7th Floor T-Square Opp. Chandivali Petrol Pump, Sakinaka, Andheri (East), Mumbai - 400072, Maharashtra, India

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.

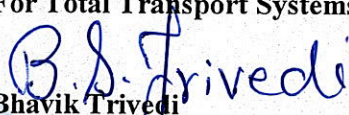
A copy of the Scrutinizer's Report is enclosed herewith for your record.

This is for your information and record.

Thanking you,

Yours faithfully,

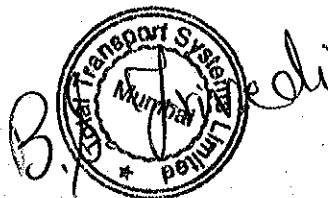
For Total Transport Systems Limited


Bhavik Trivedi
Company Secretary & Compliance Officer



Details of voting results

Date of AGM	29 th August 2019
Total Number of shareholders on record date	569
No. of shareholders present in the meeting either in person or through proxy:	<u>In Person</u>
Promoters and promoter group:	3
Public:	4
Total	7
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 Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended March 31, 2019 consisting of Balance Sheet as at March 31, 2019, statement of Profit and Loss for the year ended March 31, 2019 and cash flow statement for the year ended March 31, 2019 together with notes to financial statement and Reports of the Board of Directors and Auditors including annexure 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	2509000	2509000	100	2509000	0	100	0
	Poll	21000	21000	100	21000	0	100	0
	Postal ballot (if applicable)	-	-	-	-	-	-	-
	Total	2530000	2530000	100	2530000	0	100	0
TOTAL		10012000	10012000	100	10012000	0	100	0



Resolution No. 2

To appoint a Director in place of Ms. Leena Prashant Salvi (DIN: 07784529) who retires by rotation and being eligible, offers herself for re-appointment:

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	15000	15000	100	15000	0	100	0
	Poll	21000	21000	100	21000	0	100	0
	Postal ballot (if applicable)	-	-	-	-	-	-	-
	Total	36000	36000	100	36000	0	100	0
TOTAL		7518000	7518000	100	7518000	0	100	0



Resolution 3**Regularization of Mr. Shrikant Damodar Nibandhe (DIN: 01029115) as an Executive Director:**

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 (ifapplicable)	-	-	-	-	-	-	-
	Total	4988000	4988000	100	4988000	0	100	0
Public-Institutions	E-voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal ballot (ifapplicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Non Institutions	E-voting	2509000	2509000	100	2509000	0	100	0
	Poll	21000	21000	100	21000	0	100	0
	Postal ballot (ifapplicable)	-	-	-	-	-	-	-
	Total	2530000	2530000	100	2530000	0	100	0
TOTAL		7518000	7518000	100	7518000	0	100	0



Resolution 4

To Consider and approve Increment in remuneration to Mr. Shrikant Damodar Nibandhe (DIN: 01029115), Executive Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special:

Resolution required	Special
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	2509000	2509000	100	2509000	0	100	0
	Poll	21000	21000	100	21000	0	100	0
	Postal ballot (if applicable)	-	-	-	-	-	-	-
	Total	2530000	2530000	100	2530000	0	100	0
TOTAL		7518000	7518000	100	7518000	0	100	0

B. [Signature] 

Resolution 5**Regularization of Mr. Makarand Prabhakar Pradhan (DIN: 00102413) as Executive Director:**

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	2509000	2509000	100	2509000	0	100	0
	Poll	21000	21000	100	21000	0	100	0
	Postal ballot (if applicable)	-	-	-	-	-	-	-
	Total	2530000	2530000	100	2530000	0	100	0
TOTAL		7518000	7518000	100	7518000	0	100	0



Resolution 6

Appointment of Mr. Makarand Prabhakar Pradhan (DIN: 00102413) as Managing Director of the Company:

Resolution required	Special
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 (ifapplicable)	-	-	-	-	-	-	-
	Total	4988000	4988000	100	4988000	0	100	0
Public-Institutions	E-voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal ballot (ifapplicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Non Institutions	E-voting	2509000	2509000	100	2509000	0	100	0
	Poll	21000	21000	100	21000	0	100	0
	Postal ballot (ifapplicable)	-	-	-	-	-	-	-
	Total	2530000	2530000	100	2530000	0	100	0
TOTAL		7518000	7518000	100	7518000	0	100	0



Resolution 7

To Consider and approve Increment in remuneration to Mr. Sanjiv Arvind Potnis (DIN: 00102090), Executive Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

Resolution required	Special
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	2509000	2509000	100	2509000	0	100	0
	Poll	21000	21000	100	21000	0	100	0
	Postal ballot (if applicable)	-	-	-	-	-	-	-
	Total	2530000	2530000	100	2530000	0	100	0
TOTAL		7518000	7518000	100	7518000	0	100	0





MISHRA & ASSOCIATES

Company Secretaries

Office: G/17, Washington Plaza, Topiwala Lane, Goregaon (W), Mumbai – 400062, MH; 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

24th Annual General Meeting of

Total Transport Systems Limited

held on August 29, 2019 at 7th Floor,

T-Square, Opp. Chandivali Petrol Pump,

Sakinaka, Andheri (E), Mumbai – 400072

Dear Sir,

I, Manishkumar Premnath 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 24th Annual General Meeting of the shareholders of the Company held on August 29, 2019 at 701-705, 7th Floor, T-Square, Opp. Chandivali Petrol Pump, Sakinaka, 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 24th 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.



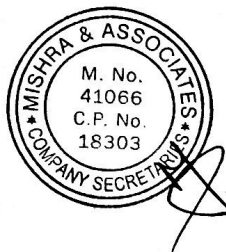
REMOTE E-VOTING:

- a) In accordance with the Notice of the 24th Annual General Meeting sent to the shareholders, the e-voting period commenced on August 26, 2019 at 9.00 a.m. to August 28, 2019 at 5.00 p.m.
- b) The shareholders of the Company as on the "cut-off date" August 22, 2019 were entitled to vote on the resolutions (Item No. 1 to 7 as set out in the notice of the 24th 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 place in the venue.
- c) The locked ballot box was subsequently opened before me in the presence of Two (2) witnesses, Mr. Naresh Gami and Mr. Sanjay Tirodkar 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 Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended March 31, 2019 consisting of Balance Sheet as at March 31, 2019, statement of Profit and Loss for the year ended March 31, 2019 and cash flow statement for the year ended March 31, 2019 together with notes to financial statement and Reports of the Board of Directors and Auditors including annexure thereon:

(i) Voted in favour of the resolution:

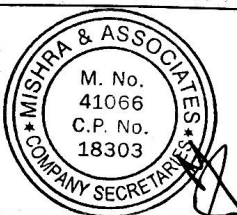
Type of Voting	Number of Members Present and Voting (In person or by proxy)	Number of Votes Cast by Them	% of Total Number of Valid Votes Cast
Remote E-Voting	11	99,91,000	100.00
Voting Through Poll	3	21,000	100.00
Total	14	1,00,12,000	100.00

(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



Item No. 2

To appoint a Director in place of Ms. Leena Prashant Salvi (DIN: 07784529) who retires by rotation and being eligible, offers herself 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	10	74,97,000	100.00
Voting Through Poll	3	21,000	100.00
Total	13	75,18,000	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

Item No. 3

Regularization of Mr. Shrikant Damodar Nibandhe (DIN: 01029115) as an Executive Director:



(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	9	74,97,000	100.00
Voting Through Poll	3	21,000	100.00
Total	12	75,18,000	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:

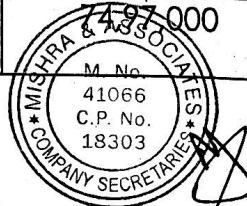
Type of Voting	Total Number of Members whose Votes were Declared Invalid	Total Number of Votes Cast by them
Remote E-voting	0	0
Voting Through Poll	0	0
Total	0	0

Item No. 4

To Consider and approve Increment in remuneration to Mr. Shrikant Damodar Nibandhe (DIN: 01029115), Executive Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special:

(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	9	74,97,000	100.00



Voting Through Poll	3	21,000	100.00
Total	12	75,18,000	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

Item No. 5

Regularization of Mr. Makarand Prabhakar Pradhan (DIN: 00102413) as Executive Director:

(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	9	74,97,000	100.00
Voting Through Poll	3	21,000	100.00
Total	12	75,18,000	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

Item No. 6

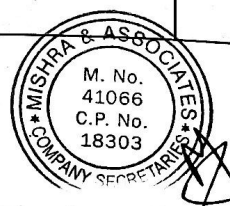
Appointment of Mr. Makarand Prabhakar Pradhan (DIN: 00102413) as Managing Director of the Company:

(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	9	74,97,000	100.00
Voting Through Poll	3	21,000	100.00
Total	12	75,18,000	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

Item No. 7

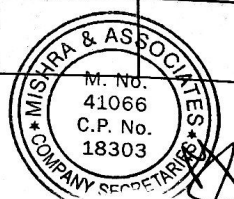
To Consider and approve Increment in remuneration to Mr. Sanjiv Arvind Potnis (DIN: 00102090), Executive Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

(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	9	74,97,000	100.00
Voting Through Poll	3	21,000	100.00
Total	12	75,18,000	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

Resolution:

The relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the 24th 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



**Manishkumar Mishra
(Proprietor)**

**Membership No. 41066
C.P. No. 18303**

**Date: August 30, 2019
Place: Mumbai**