

# TTL ENTERPRISES LIMITED

(Formally Known as Trupti Twisters Limited)

(CIN - L17119GJ1988PLC096379)

Regd. Office: at 608, Titanium One, Nr. Pakwan Cross Road, Nr. Shabri Water Works, S.G. Highway,  
Bodakdev, Ahmedabad-380054 Gujarat, India

Email Id: [truptitwister@gmail.com](mailto:truptitwister@gmail.com)

website: [www.ttlent.com](http://www.ttlent.com)

Contact No: +91 9925457228

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## Notice of Extra Ordinary General Meeting (EoGM)

NOTICE is hereby given that the Extra Ordinary General Meeting (EoGM) of the Members of M/s. TTL Enterprises Limited (CIN: L17119GJ1988PLC096379) will be held on Thursday 29<sup>th</sup> day of December, 2022 at 11.00 A.M. IST at the Registered Office of the Company situated at 608, Titanium One, Nr. Pakwan Cross Road, Nr. Shabri Water Works, S.G. Highway, Bodakdev, Ahmedabad-380054 to transact the following Special business:

### 1. AMENDMENT IN MAIN OBJECT OF MOA :

To consider and if thought fit, to give assent/dissent for the following resolution as a special resolution:

“**RESOLVED THAT**, pursuant to section 4 and 13 of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time) and subject to necessary approval(s) of the statutory authority(ies), if any required in this behalf, the approval of the Company be and is hereby given for effecting the following amendments in Clause III of the existing Memorandum of Association, dealing with the objects of the Company:-

Insertion of new clause numbered as sub-Clause 2 in Clause III (A) of Main Objects:-

To carry on the business to manufacture, produce, plant, grow, cultivate, re-fill, import, export, buy, sell, process, prepare, crush and otherwise dealing in edible and non-edible oils, oilseeds, brans, castor and oil cakes of any nature and kind whatsoever, including linters, hulls expeller oil cakes, de-oiled cakes, hardened oils, vanaspati, ghee, margarine, edible proteins, castor oil, alkali refined linseed oil, industrial oils, extraction of linsed, cotton seed, groundnut oil, fertilizer mixtures, hydrogenated castor oil, oil and pharmaceutical, groundnut cakes, myrabolium and nuts seeds oil and mineral oils.

**RESOLVED FURTHER THAT**, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution.”

### 2. POWER TO MAKE LOAN(S) AND/OR GIVE ANY GUARANTEE(S)/PROVIDE ANY SECURITY(IES) UNDER SECTION 186 OF THE COMPANIES ACT 2013:

To consider and if thought fit, to give assent / dissent for the following resolution as a Special Resolution:

“**RESOLVED THAT**, pursuant to the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made to and/or acquire by way of subscription, purchase or otherwise the securities of anybody corporate or person up to

a limit not exceeding Rs. 250 crores (Rupees Two Hundred and Fifty Crores Only) notwithstanding that the aggregate of the loans, guarantees or securities so far given or to be given to and/or securities so far acquired or to be acquired in all bodies corporate may exceed the limits prescribed under the said section.

**RESOLVED FURTHER THAT**, the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

**3. POWER TO BORROW UNDER SECTION 180(1)(c) OF THE COMPANIES ACT:**

To consider and if thought fit, to give assent / dissent for the following resolution as a Special Resolution:

“**RESOLVED THAT**, pursuant to the provisions of section 180(1)(c) and any other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force), the Consent of the Company be and is hereby accorded to the Board of Directors of the Company, to borrow any sum or sums of money from time to time at their discretion for the purpose of the business of the Company notwithstanding that the moneys already borrowed together with moneys so borrowed by the company (apart from temporary loans obtained from the company’s bankers in the ordinary course of business) will exceed the aggregate of paid up capital and free reserves (not set apart for any specific purpose), provided that the total amount up to which moneys may be borrowed at any one time by the board of directors shall not exceed Rs. 250 Crores (Rupees Two Hundred and Fifty Crores) on account of the principal amount.

**RESOLVED FURTHER THAT**, the Board of Directors be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may think fit.

**RESOLVED FURTHER THAT**, the Board of Directors are authorised to delegate its powers as conferred upon it as above, to any one or more director(s) or any committee of directors or any other person(s) as may be decided by the board at its duly conveyed meeting.

**RESOLVED FURTHER THAT**, for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this resolution.”

**4. CREATION OF CHARGES, MORTGAGES, HYPOTHICATION ON IMMOVABLE AND MOVABLE PROPERTIES OF THE COMPANY UNDER SECTION 180(1)(a) OF THE COMPANIES ACT,2013:**

To consider and if thought fit, to give assent / dissent for the following resolution as a Special Resolution:

“**RESOLVED THAT**, pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act,2013 (including any statutory modifications thereof) and any rules and regulations made thereunder, consent of the members of the Company be and is hereby accorded by way of a special resolution to the Board of Directors("Board") of the Company to

pledge, mortgage, lien, hypothecate and/or create charge, whether fixed or floating (in addition to any other hypothecation, pledge, lien, mortgage, charges created/to be created by the Company), in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the immovable properties and movable assets (both tangible and intangible) of the Company, both present and future, and the whole or substantially the whole of the undertaking(s) or any properties of the Company where so ever situated, in favour of banks, financial institutions, investors, debenture holders or any other lenders and their agents or trustees (together, the "Lenders") to secure any borrowings, debentures, financial assistance or financial indebtedness availed by the Company or any third party from time to time (including without limitation, the due payment of the principal and/or together with interest, at the respective agreed rates, additional interest, compound interest, accumulated interest, liquidated damages, commitment charges, remuneration of the agent(s), trustee(s), prepayment premium, all other costs, charges and expenses and all other monies payable by the Company) (together, the "Financial Indebtedness") in terms of the financing documents, or any other documents, entered into or to be entered into between the Company and any Lender(s) in respect of the Financial Indebtedness, on such terms and conditions as may be agreed between the Company and any Lender(s).

**RESOLVED FURTHER THAT**, the pledge, mortgage, lien, hypothecation and/or charge created or to be created and all agreements, deeds, instruments or documents executed or to be executed and all acts necessary in terms of this resolution required to be done by the Company or the Board are hereby approved, confirmed and ratified.

**RESOLVED FURTHER THAT**, for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this resolution.”

**5. APPOINTMENT OF M/S V S S B & ASSOCIATES, CHARTERED ACCOUNTANTS AS AUDITORS OF THE COMPANY TO FILL CASUAL VACANCY CAUSED BY RESIGNATION OF M/S. JK SARAWGI & CO., CHARTERED ACCOUNTANTS:**

To consider and if thought fit, to pass with or without modification(s) the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT**, pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment there to or re-enactment thereof or the time being in force), as recommended by the Board of Directors of the company and as per recommendation of the Audit committee, and pursuant to the provisions of section 139(3) of the companies Act, 2013, M/s. V S S B & Associates, (FRN.:121356W) (New Auditor) Chartered Accountants, Ahmedabad be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. JK Sarawgi & CO., Chartered Accountants (FRN.:006836C), Ahmedabad.

**RESOLVED FURTHER THAT**, M/s. V S S B & Associates., Chartered Accountants (FRN: 121356W), be and are hereby appointed as the Statutory Auditors of the Company from this Extraordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and do audit/review/certification/work as may be required and/or deemed expedient, on such remuneration and out-of-pocket expenses, as may be fixed by the Management of the Company, in consultation with them.

**RESOLVED FURTHER THAT**, any of the Directors and/or the Company Secretary be and are hereby severally authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolutions.”

**6. APPOINTMENT OF MR. PARTH ASHVINKUMAR PATEL (DIN – 09718601) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass, with or without modification the following resolution as Ordinary Resolution:

“**RESOLVED THAT**, pursuant to the provisions of Section 149,150, 152, and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment (s) thereof for the time being in force) read with Schedule IV of the Companies Act,2013 (“Act”), and on the recommendation of the nomination and remuneration committee of the Board and approval of the Board of Directors for appointment of Mr. Parth Ashvinkumar Patel (DIN – 09718601) as an Additional Director (Category – Independent) of the Company, who has submitted a declaration that he meets the criteria for Independence as provided under Section 149(6) of the Act and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation to hold office for a period of 3 (Three) consecutive years w.e.f. 01<sup>st</sup> October, 2022.

**RESOLVED FURTHER THAT**, in order to give effect to the above resolution, any Director of the Company and Company Secretary be and are hereby severally authorized to do all such acts, deeds and things including filing of necessary forms with the Registrar of Companies to give effect to the above resolution.”

**7. APPOINTMENT OF MS. SHIVANGI BIPINCHANDRA GAJJAR (DIN – 07243790) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass, with or without modification the following resolution as Ordinary Resolution:

“**RESOLVED THAT**, pursuant to the provisions of Section 149,150, 152, and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment (s) thereof for the time being in force) read with Schedule IV of the Companies Act,2013 (“Act”), and on the recommendation of the nomination and remuneration committee of the Board and approval of the Board of Directors for appointment of Ms. Shivangi Bipinchandra Gajjar (DIN – 07243790) as an Additional Director (Category – Independent) of the Company, who has submitted a declaration that She meets the criteria for Independence as provided under Section 149(6) of the Act and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation to hold office for a period of 3 (Three) consecutive years w.e.f. 01<sup>st</sup> October, 2022.

**RESOLVED FURTHER THAT**, in order to give effect to the above resolution, any Director of the Company and Company Secretary be and are hereby severally authorized to do all such acts, deeds and things including filing of necessary forms with the Registrar of Companies to give effect to the above resolution.”

**8. APPOINTMENT OF MRS. BHAGYASHRI BRIJESHKUMAR RAJGOR (DIN: 09673623) AS “NON-EXECUTIVE NON-INDEPENDENT DIRECTOR”:**

To consider and if thought fit, to pass, with or without modification the following resolution as Special Resolution

**“RESOLVED THAT**, pursuant to the provisions of sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and in terms of Articles of Association of the Company and pursuant to the recommendation of the nomination and remuneration committee of the Board and approval of the Board of Directors for appointment of Mrs. Bhagyashri Brijeshkumar Rajgor (DIN: 09673623) as an Additional Director (Category – Non-Executive and Non-Independent), consent of the members of the Company be and is hereby accorded to appoint Mrs. Bhagyashri Brijeshkumar Rajgor (DIN: 09673623), as Non-Executive Director (Non-independent) of the Company with effect from 10<sup>th</sup> day of October,2022, who is not disqualified to become a director and whose office shall be liable to retire by rotation.

**RESOLVED FURTHER THAT**, any of the Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such things, acts, deeds and matters as may be considered necessary, usual, proper or expedient to give effect to the above resolution, including but not limited to incorporation of amendment / suggestion / observation made by the jurisdictional Registrar of Companies, to the extent applicable, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT**, in order to give effect to the above resolution, any Director of the Company and Company Secretary be and are hereby severally authorized to do all such acts, deeds and things including filing of necessary forms with the Registrar of Companies to give effect to the above resolution.”

**9. TO APPROVE RELATED PARTY TRANSACTION(S) WITH RAJGOR CASTOR DERIVATIVES LIMITED (ASSOCIATE COMPANY) FOR VARIOUS TRANSACTIONS DURING FY 2022-2023**

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

**“RESOLVED THAT**, pursuant to the Section 188 of Companies Act, 2013 read with rules made thereunder and the Company’s policy on Related Party Transaction(s), consent of the members of the company be and is hereby accorded to the Board of Directors of the company to enter into contract(s)/arrangement(s)/transaction(s) with Rajgor Castor Derivatives Limited (an Associate Company) , a related party within the meaning of Section 2(76) of the Act , for purchase and sale of edible and non-edible oil seeds, edible and non-edible oil, DOC, High proteins and other products and transactions on such terms and conditions, as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 50 crore each for financial year 2022-2023 ,provided that the said contract(s) / arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the company.

**RESOLVED FURTHER THAT**, the Board, be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary

documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT**, the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Chief Financial Officer or Company Secretary or any other Officer(s)/ Authorized Representative(s) of the company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT**, all action taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respect.”

10. **TO APPROVE RELATED PARTY TRANSACTION(S) WITH RAJGOR PROTEINS LIMITED (ASSOCIATE COMPANY) FOR VARIOUS TRANSACTIONS DURING FY 2022-2023**

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

“**RESOLVED THAT**, pursuant to the Section 188 of Companies Act, 2013 read with rules made thereunder and the Company’s policy on Related Party Transaction(s), consent of the members of the company be and is hereby accorded to the Board of Directors of the company to enter into contract(s)/arrangement(s)/transaction(s) with Rajgor Proteins Limited (an Associate Company) , a related party within the meaning of Section 2(76) of the Act , for purchase and sale of edible and non-edible oil seeds, edible and non-edible oil, DOC, High proteins and other products and transactions on such terms and conditions, as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 50 crore each for financial year 2022-2023 ,provided that the said contract(s) / arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the company.

**RESOLVED FURTHER THAT**, the Board, be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT**, the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Chief Financial Officer or Company Secretary or any other Officer(s)/ Authorized Representative(s) of the company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT**, all action taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respect.”

**Regd. Office:**

**608, Titanium One, Nr. Pakwan  
Cross Road, Nr. Shabri Water  
Works, S.G. Highway, Bodakdev,  
Ahmedabad-380054**

**By Order of the Board**

**For TTL Enterprises Limited  
(Formerly Known as Trupti Twisters Limited)**

**Sd/-**

**Brijeshkumar V. Rajgor  
Managing Director  
DIN: 08156363**

**Date: 03.12.2022**

**Place: Ahmedabad, Gujarat**

## Notes

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him/herself and the proxy need not be the member of the company. A person can act as proxy on behalf members not exceeding 50 (fifty) and holding in aggregate not more than 10% (ten per cent) of share capital of the Company. However, a member holding more than 10% (ten per cent) of share capital in company may appoint a single person as proxy and in such case, proxy shall not act as proxy for any other member.
2. A form of proxy is herewith attached. The proxies in order to be effective must be submitted at the registered office of the company not less than 48 hours before the commencement of the meeting duly signed by the member. Proxies submitted on behalf of the Companies, Societies etc. must be supported by an appropriate resolution/ authority, as applicable. Members/ proxies/ authorized representative are requested to bring the attendance slip sent herewith, duly filled in for attending the meeting.
3. In case of joint holders, only a 1st Joint holder will be permitted to vote.
4. The Statement pursuant to section 102 of Companies act 2013 and /or Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2016 with regard to Explanatory Statement is herewith annexed to this notice
5. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this EGM is annexed.
6. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [ajitsantoki@gmail.com](mailto:ajitsantoki@gmail.com) and/or on company's email address [truptitwister@gmail.com](mailto:truptitwister@gmail.com) .
7. In case members have not registered their email addresses with the Company/Depository, please follow the below instructions to register email address for obtaining login details for e-voting. For members holding shares in physical mode – Please provide necessary details like Folio No., Name of Shareholder by email to [truptitwister@gmail.com](mailto:truptitwister@gmail.com) Members holding shares in demat mode can get their email ID registered by contacting their respective depository participant or by email to [truptitwister@gmail.com](mailto:truptitwister@gmail.com)
8. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and shares are held by them in physical form.
9. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice will also be available on the Company's website [www.tilent.com](http://www.tilent.com) websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL <https://www.evoting.nsdl.com>.
10. The Company has appointed Mr. Ajit Mahendrakumar Santoki, Proprietor of M/s A. Santoki & Associates, Practicing Company Secretary (Membership No. 4189 and COP No.2539), Ahmedabad to act as the Scrutinizer for conducting the remote e-voting process and Venue voting through Ballot.



11. Members are requested to contact Registrar and Transfer Agent (RTA) namely **Skyline Financial Services Pvt. Ltd, at D-153A , 1st Floor, Okhla Industrial Area, Phase -I, New Delhi - 110 020** for recording any change of address, bank mandate, ECS or nominations, and for redressal of complaints contact the Compliance Officer at the Registered Office of the Company.
12. An explanatory statement pursuant to Section 102 of Companies Act, 2013, in respect of special business mentioned in the notice under item No. 1 to 10 as annexed hereto.
13. The equity shares of the company are available for dematerialization, as the company has entered into an agreement with **National Securities Depository Limited (NSDL)** and the **Central Depository Services Limited (CDSL)**.
14. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for easy identification of attendance at the meeting.
15. Members, who have multiple accounts in identical names or joint names in same order, are requested to intimate **M/s. Skyline Financial Services Pvt. Ltd**, the Ledger Folios of such accounts to enable the Company to consolidate all such share holdings into one account.
16. Pursuant to Section 108 of the Companies Act, 2013 and the rules framed thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to its members holding shares in physical or dematerialized form as on the cut-off date, i.e., 22<sup>nd</sup> December, 2022, to exercise their right to vote by electronic means on any or all of the agenda items specified in the accompanying notice of Extra Ordinary General Meeting.
17. The e-voting period commences on Monday, 26<sup>th</sup> December, 2022 at 9.00 a.m. and ends on Wednesday, 28<sup>th</sup> December, 2022 at 5.00 p.m. During this period, Members holding shares either in physical form or in dematerialized form as on Thursday, 22<sup>nd</sup> December, 2022 i.e., cut-off date, may cast their vote electronically.
18. The voting rights of Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on Thursday, 22<sup>nd</sup> December, 2022. Any person, who is a Member of the Company as on the cut-off date is eligible to cast vote electronically on all the resolutions set forth in the Notice of EGM.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

**The remote e-voting period begins on Monday, 26th December, 2022 at 09:00 A.M. and ends on Wednesday, 28th December, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 22<sup>nd</sup> December, 2022 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22/12/2022.**

**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"> <li data-bbox="591 617 1385 1241">1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="591 1247 1385 1793">2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li data-bbox="591 1799 1385 1917">3. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>

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
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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:
- a) If you are already registered for e-Voting, then you can use your existing 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](http://www.evoting.nsdl.com).
  - b) **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.co.in](mailto:evoting@nsdl.co.in) 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.

## **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 is in active status.
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 [ajitsantoki@gmail.com](mailto:ajitsantoki@gmail.com) **of Scrutinizer** with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). 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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ketan kumar Patel at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [ketankumarp@nsdl.co.in](mailto:ketankumarp@nsdl.co.in)

**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 [truptitwister@gmail.com](mailto:truptitwister@gmail.com)
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 [truptitwister@gmail.com](mailto:truptitwister@gmail.com). If you are an Individual shareholders 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.co.in](mailto:evoting@nsdl.co.in) 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.

**ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.:**

Name of Director	Parth Ashvinkumar Patel	Shivangi Bipinchandra Gajjar	Bhagyashri Brijeshkumar Rajgor
Date of first appointment	01/10/2022	01/10/2022	10/10/2022
Term of Appointment	Three (3) years	Three (3) years	---
Brief profile	<ul style="list-style-type: none"> <li>• He is a qualified Company Secretary from the Institute of Company Secretaries of India.</li> <li>• He has completed M.Com. in April 2016 from National College of Commerce, Gujarat University, Ahmedabad, Gujarat and B.Com. in April, 2013 from C. U. Shah Commerce College, Gujarat University, Ahmedabad, Gujarat.</li> <li>• Currently, he is associated with Ardi Investment And Trading Co Ltd as Whole-time Company Secretary since December 2021.</li> </ul> <p>He has more than 4 Years of experience in the field of Secretarial Operations, Legal Operations, Corporate Matters and Legal Affairs..</p>	<ul style="list-style-type: none"> <li>• She is a qualified Company Secretary from the Institute of Company Secretaries of India.</li> <li>• She has completed Master of Business Administration in Finance in June 2014 and Bachelor of Business Administration in June, 2012 from K. S. School of Business Administration, Gujarat University, Ahmedabad,</li> <li>• She has completed Bachelor of Laws from D.T. Law College, Gujarat University, Ahmedabad, Gujarat.</li> <li>• Since, July, 2017, she is enrolled as a Research Scholar (Ph.D. B. K. School of Management, Gujarat University) and is pursuing research on the subject of Corporate Social Responsibility.</li> <li>• Currently, she is associated with Sabarmati River Front Development Corporation Limited as Whole-time Company Secretary since 2018,</li> <li>• She is serves as independent Directors in following companies.</li> </ul>	<ul style="list-style-type: none"> <li>• She has completed her bachelor's in Computer Application (BCA) and B.Ed.</li> <li>• She has more than 2 Years of experience in the field of General Administration and management.</li> </ul>



		She is proficient in the field of Compliance and has an experience of more than 6 years in this field.	
Directorship/ Partnership in other companies	NIL	<ul style="list-style-type: none"> <li>• Kenrik Industries Limited</li> <li>• Franklin Industries Limited</li> <li>• Bright Solar Limited</li> <li>• City Crops Agro Limited</li> </ul>	Rajgor Agro Limited
No. of shares held in the Company	NIL	NIL	NIL
DIN	09718601	07243790	09673623

**For, TTL Enterprises Limited**

**Sd/-**

**Brijeshkumar V Rajgor**  
**Managing Director**

**Date:03/12/2022**

**Place: Ahmedabad**

## ANNEXURE TO THE NOTICE

### Explanatory Statement pursuant to section 102 of the Companies Act, 2013

#### 1) **AMENDMENT IN MAIN OBJECT OF MOA :**

Due to changed circumstances and business opportunities, your Company desires to explore and enter into a manufacturing and trading business of edible and non-edible oils, oilseeds, DOC, high proteins and other allied derivatives. As of now, main and ancillary objects of your company is only into the trading of various commodities and hence it is proposed to make an amendment to the Main Objects Clauses to include dealing with trading as well as manufacturing of various edible and non-edible oils, oilseeds, DOC, high proteins and other allied derivatives

The above amendment would be subject to the approval of the Statutory or Regulatory Authority, as may be necessary.

The Board at its meeting held on 10<sup>th</sup> November, 2022 has approved alteration of the object clause of MOA of the Company and the Board now seeks Members' approval for the same.

The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

A copy of the amended MOA of the Company would be available on the website of the Company- [www.tlent.com](http://www.tlent.com)

None of the Directors, Key Managerial Personnel of the Company or their relatives is/ are in anyway, concerned or interested financially or otherwise in the resolution set out in the notice.

The Board recommends the Resolution(s) set out at Item No. 1 of this EGM Notice to the Members for their consideration and approval, by way of Special Resolution(s).

#### 2) **POWER TO MAKE LOAN(S) AND/OR GIVE ANY GUARANTEE(S)/PROVIDE ANY SECURITY(IES) UNDER SECTION 186 OF THE COMPANIES ACT 2013:**

Section 186 of the Companies Act, 2013 permits the Company to invest the surplus funds of the Company in shares and securities of the any other body corporates in excess of the 60% of the aggregate of the paid-up share capital and free reserves and securities premium account of the Company or 100% of its free reserves and securities premium account of the Company, whichever is more, if the same is approved by the members of the Company.

Hence, members of the Company are requested to give their approval to invest the surplus funds of the Company in excess of the Hundred per cent of its free reserves and securities premium account of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives is/ are in anyway, concerned or interested financially or otherwise in the resolution set out in the notice.

The Board recommends the Resolution(s) set out at Item No. 2 of this EGM Notice to the Members for their consideration and approval, by way of Special Resolution(s).

**3) POWER TO BORROW UNDER SECTION 180(1)(c) OF THE COMPANIES ACT:**

Section 180 (1) (c) of the Companies Act, 2013 permits the Company to borrow money along with the money already borrowed by the Company, except the temporary loans obtained from the Companies banker in ordinary course of business, beyond the paid –up capital and free reserve of the Company, only if the same is approved by the Members of the Company.

Hence, members of the Company are requested to give their approval to borrow the money along with the money already borrowed by the Company in excess of its paid –up capital and free reserve i.e. Up to Rs. 250 Crores.

None of the Directors, Key Managerial Personnel of the Company or their relatives is/ are in anyway, concerned or interested financially or otherwise in the resolution set out in the notice.

The Board recommends the Resolution(s) set out at Item No. 3 of this EGM Notice to the Members for their consideration and approval, by way of Special Resolution(s).

**4) CREATION OF CHARGES, MORTGAGES, HYPOTHICATION ON IMMOVABLE AND MOVABLE PROPERTIES OF THE COMPANY UNDER SECTION 180(1)(a) OF THE COMPANIES ACT,2013:**

In order to facilitate securing the borrowing availed / to be availed by the Company or subsidiary(ies) or associates of Company, by way of loans or any other securities or otherwise, it is proposed to obtain the approval of the shareholders by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013, to create charge/ mortgage/ hypothecation /pledge on the Company's assets including tangible and intangible, both present and future, or provide other securities in favour of the Banks, Financial Institutions, any other Lender(s), Agent(s) and Trustee(s), from time to time up to the limits approved or as may be approved by the shareholders from time to time under Section 180(1)(c) of the Companies Act, 2013.

The Board has unanimously approved the above proposal at its meeting held on 10<sup>th</sup> November, 2022.

None of the Directors, Key Managerial Personnel of the Company or their relatives is/ are in anyway, concerned or interested financially or otherwise in the resolution set out in the notice.

The Board recommends the Resolution(s) set out at Item No. 4 of this EGM Notice to the Members for their consideration and approval, by way of Special Resolution(s).

**5) APPOINTMENT OF M/S V S S B & ASSOCIATES, CHARTERED ACCOUNTANTS AS AUDITORS OF THE COMPANY TO FILL CASUAL VACANCY CAUSED BY RESIGNATION OF M/S. J K SARAWGI & CO., CHARTERED ACCOUNTANTS:**

The Members of the Company at its Extra Ordinary General Meeting held on 29<sup>th</sup> day of December,2022 had appointed M/s V S S B & Associates, Chartered Accountants (Firm Registration No.121356W) as the statutory auditor of the company till the conclusion of next Annual General meeting of the Company.

M/s. J K Sarawgi & Co., Chartered Accountants (Firm Registration No.: 006836C), vide their letter dated 01/10/2022 have tendered their resignation from the position of Statutory Auditor of the Company due to pre occupation in other assignment and not in a position to devote their service to the company, resulting into a casual vacancy in the office of Statutory Auditor of the Company as envisaged by Section 139(8) of the Companies Act, 2013.

The Board of Directors at its meeting held on 10<sup>th</sup> Day of October, 2022 and as per recommendation of the Audit committee, and pursuant to the provisions of section 139(3) of the companies Act, 2013 has appointed M/s V S S B & Associates, Chartered Accountants (Firm Registration No.121356W), to hold office as the Statutory Auditors of the Company till the conclusion of next annual general meeting of the Company, at such remuneration as may be determined by the Board and mutually decided with such auditor.

The Company has received consent letter and eligibility certificate from M/s V S S B & Associates, Chartered Accountants to act as Statutory Auditor of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company or their relatives is/ are in anyway, concerned or interested financially or otherwise in the resolution set out in the notice.

The Board recommends the Resolution(s) set out at Item No. 5 of this EGM Notice to the Members for their consideration and approval, by way of Ordinary Resolution(s).

**6) APPOINTMENT OF MR. PARTH ASHVINKUMAR PATEL (DIN-09718601) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

The Board has recommended the appointment of Mr. Parth Patel (DIN: 09718601), as an independent director of the Company with effect from 01<sup>st</sup> October,2022 vide their resolution date 01/10/2022. In terms of section 152(2) of the Companies Act, 2013, the power to appoint the directors lies with the members in a general meeting. The Company has received from him all statutory disclosures / declarations including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (“the Appointment Rules”), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

In the opinion of the Board, Mr. Parth Patel (DIN: 09718601), is a Company Secretary by profession and his knowledge and expertise will be beneficial to the company. Further, he possesses integrity and relevant proficiency, which will bring tremendous value to the Board and to the Company. He fulfills the conditions for independence specified in the Act, the Rules made thereunder and such other laws / regulations for the time being in force, to the extent applicable to the Company. A copy of the draft letter for the appointment of Mr. Parth Patel as an independent director setting out the terms and conditions is available for inspection without any fee by the members.

The Board recommended Mr. Parth Patel to be appointed as an independent director. The resolution seeks the approval of members for the appointment of Mr. Parth Patel as an independent director of the Company for consecutive 3 years starting from 01<sup>st</sup> October,2022.

pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation

None of the Directors, Key Managerial Personnel of the Company or their relatives is/ are in anyway, concerned or interested financially or otherwise in the resolution set out in the notice.

The Board recommends the Resolution(s) set out at Item No. 6 of this EGM Notice to the Members for their consideration and approval, by way of Ordinary Resolution(s).

**7) APPOINTMENT OF MS. SHIVANGI BIPINCHANDRA GAJJAR (DIN – 07243790) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

The Board has recommended the appointment of Ms. Shivangi Bipinchandra Gajjar (DIN – 07243790), as an independent director of the Company with effect from 01st October, 2022 vide their resolution date 01/10/2022. In terms of section 152(2) of the Companies Act, 2013, the power to appoint the directors lies with the members in a general meeting. The Company has received from her all statutory disclosures / declarations including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (“the Appointment Rules”), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

In the opinion of the Board, Ms. Shivangi Bipinchandra Gajjar (DIN – 07243790), is a Company Secretary by profession and her knowledge and expertise will be beneficial to the company. Further, she possesses integrity and relevant proficiency, which will bring tremendous value to the Board and to the Company. She fulfills the conditions for independence specified in the Act, the Rules made thereunder and such other laws / regulations for the time being in force, to the extent applicable to the Company. A copy of the draft letter for the appointment of Ms. Shivangi Bipinchandra Gajjar as an independent director setting out the terms and conditions is available for inspection without any fee by the members.

The Board recommended Ms. Shivangi Bipinchandra Gajjar to be appointed as an independent director. The resolution seeks the approval of members for the appointment of Ms. Shivangi Bipinchandra Gajjar as an independent director of the Company for consecutive 3 years starting from 01st October,2022.

pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and her office shall not be liable to retire by rotation

None of the Directors, Key Managerial Personnel of the Company or their relatives is/ are in anyway, concerned or interested financially or otherwise in the resolution set out in the notice.

The Board recommends the Resolution(s) set out at Item No. 7 of this EGM Notice to the Members for their consideration and approval, by way of Ordinary Resolution(s).

**8) APPOINTMENT OF MRS. BHAGYASHRI BRIJESHKUMAR RAJGOR (DIN: 09673623) AS “NON-EXECUTIVE NON-INDEPENDENT DIRECTOR”:**

The Board has recommended the appointment of Mrs. Bhagyashri Brijeshkumar Rajgor (DIN: 09673623), an non-executive and non-independent director of the Company with effect from 10<sup>th</sup> October, 2022 vide their resolution dated 10/10/2022. The Company has received from her all the statutory disclosures / declarations including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (“the Appointment Rules”) and (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act, of the Act.

In the opinion of the Board, Mrs. Bhagyashri Brijeshkumar Rajgor posses the expertise in general administration of business. Further, she possesses integrity and relevant proficiency, which will bring tremendous value to the Board and to the Company.

The Board, recommended Mrs. Bhagyashri Brijeshkumar Rajgor to appoint as a non-executive non-independent director. The resolution seeks the approval of members for the appointment of Ms. Kiranben Rajgor as such director of the Company pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and her office shall be liable to retire by rotation.

Except Mr. Brijeshkumar Vasantlal Rahgor, Director and CFO of the Company none of the Directors, Key Managerial Personnel of the Company or their relatives is/ are in anyway, concerned or interested financially or otherwise in the resolution set out in the notice.

The Board recommends the Resolution(s) set out at Item No. 8 of this EGM Notice to the Members for their consideration and approval, by way of Special Resolution(s).

**9) TO APPROVE RELATED PARTY TRANSACTION(S) WITH RAJGOR CASTOR DERIVATIVES LIMITED (ASSOCIATE COMPANY) FOR VARIOUS TRANSACTIONS DURING FY 2022-2023**

**Context:**

The estimated value of the contract(s)/arrangement(s)/transaction(s) exceeds the threshold limit of 10% of the annual turnover i.e. Nil as per the last audited financial statement of the company for FY 2021-22, resulting in a material related party transaction. To ensure uninterrupted operation, approval of the shareholders is being sought, for entering into related party transactions with Rajgor Castor Derivatives Limited for a maximum aggregate value of Rs. 50 crores for the financial year 2022-23.

**Background and Details of the Transaction**

In order to sustain quality standards and ease of customer reach, in the best interest of the company and its stakeholders, some of the transactions of the company pertain to sales and purchase of goods and materials related to Edible and Non-Edible Oil Seeds, Edible and Non-Edible Oil, DOC, High Proteins etc. with Rajgor Castor Derivatives Limited. Considering the prevailing market trend this transaction will continue in the year 2022-23 also.

**Rationale/ Benefits of Dealing with Rajgor Castor Derivatives Limited (RCDL)**

- TTL will be engaged into the Manufacturing and Trading of Edible and No Edible Oils, Oil Seeds, DOC, High protein etc. RCDL also engaged into the same line of Business involved into the Manufacturing and Trading of Non Edible oil, Oil Seeds, DOC and High Proteins.
- TTL will purchase and sales its produces RCDL which involved into the same line of activity.

**Approval Sought**

The estimated maximum aggregate value of the transaction with RCDL for the financial year 2022-23 is expected to be Rs.50 Crores which would breach the materiality threshold of 10% of the annual turnover of the company i.e nil as per last audited financial statements of the company for FY 2022-23. Hence, to ensure uninterrupted operation of the company, it is proposed to secure shareholders' approval for the related party contract(s)/arrangement(s)/transaction(s) to be entered into with RCDL for a maximum aggregate value of Rs. 50 crores for the financial year 2022-23.

**Pursuant to Rule 15 of the Companies (Meeting of Board and its powers) Rules,2014, as amended till date, particulars of the transaction(s), etc. are as under:**

Sr. No.	Particulars	Remarks
1	Name of the Related Party	Rajgor Castor Derivatives Limited
2	Name of the Director or KMP who is related	<ul style="list-style-type: none"> <li>• Mr. Brijeshkumar Rajgor , Director of the Company is also the Director of Rajgor Castor Derivatives Limited.</li> <li>• Mr. Vasantkumar Rajgor, Director of the RCDL is father of Mr. Brijeshkumar Rajgor Director of the Company.</li> </ul>
3	Nature of Relationship	Rajgor Castor Derivatives Limited is an Associate Company
4	Nature, material terms, monetary value and particulars of the contract or arrangement	The transaction involves the purchase and sale of materials related to Edible and Non-Edible Oil Seeds, Edible and Non-Edible Oils, DOC, High Proteins etc. for a maximum aggregate value of Rs. 50 crores during FY 2022-23.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	All important information forms part of the statement setting out material facts pursuant to Section 102(1) of the companies act, 2013 which has been mentioned in the foregoing paragraph

Except Mr. Brijesh Rajgor and Bhagyashri Rajgor Directors of the Company and their relatives none the other shareholders are concerned or interested in the Resolution.

The Board recommends the Resolution(s) set out at Item No. 9 of this EGM Notice to the Members for their consideration and approval, by way of Special Resolution(s).

**10) TO APPROVE RELATED PARTY TRANSACTION(S) WITH RAJGOR PROTEINS LIMITED (ASSOCIATE COMPANY) FOR VARIOUS TRANSACTIONS DURING FY 2022-2023**

**Context:**

The estimated value of the contract(s)/arrangement(s)/transaction(s) exceeds the threshold limit of 10% of the annual turnover i.e. Nil as per the last audited financial statement of the company for FY 2021-22, resulting in a material related party transaction. To ensure uninterrupted operation, approval of the shareholders is being sought, for entering into related party transactions with Rajgor Proteins Limited for a maximum aggregate value of Rs. 50 crores for the financial year 2022-23.

**Background and Details of the Transaction**

In order to sustain quality standards and ease of customer reach, in the best interest of the company and its stakeholders, some of the transactions of the company pertain to sales and purchase of goods and materials related to Edible and Non-Edible Oil Seeds, Edible and Non-Edible Oil, DOC, High Proteins etc. with Rajgor Proteins Limited. Considering the prevailing market trend this transaction will continue in the year 2022-23 also.

**Rationale/ Benefits of Dealing with Rajgor Proteins Limited (RPL)**

- TTL will be engaged into the Manufacturing and Trading of Edible and Non Edible Oils, Oil Seeds, DOC, High protein etc. RPL also engaged into the same line of Business involved into the Manufacturing and Trading of Non Edible oil, Oil Seeds, DOC and High Proteins.
- TTL will purchase and sales its produces RPL which involved into the same line of activity.

### Approval Sought

The estimated maximum aggregate value of the transaction with RPL for the financial year 2022-23 is expected to be Rs.50 Crores which would breach the materiality threshold of 10% of the annual turnover of the company i.e nil as per last audited financial statements of the company for FY 2022-23. Hence, to ensure uninterrupted operation of the company, it is proposed to secure shareholders' approval for the related party contract(s)/ arrangement(s)/transaction(s) to be entered into with RPL for a maximum aggregate value of Rs. 50 crores for the financial year 2022-23.

**Pursuant to Rule 15 of the Companies (Meeting of Board and its powers) Rules,2014, as amended till date, particulars of the transaction(s), etc. are as under:**

Sr. No.	Particulars	Remarks
1	Name of the Related Party	Rajgor Proteins Limited
2	Name of the Director or KMP who is related	<ul style="list-style-type: none"> <li>• Mr. Rahulkumar Rajgor Director of the RPL is real brother of Brijeshkumar Rajgor, Director of the Company.</li> </ul>
3	Nature of Relationship	Rajgor Proteins Limited is an Associate Company
4	Nature, material terms, monetary value and particulars of the contract or arrangement	The transaction involves the purchase and sale of materials related to Edible and Non-Edible Oil Seeds, Edible and Non-Edible Oils, DOC, High Proteins etc. for a maximum aggregate value of Rs. 50 crores during FY 2022-23.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	All important information forms part of the statement setting out material facts pursuant to Section 102(1) of the companies act, 2013 which has been mentioned in the foregoing paragraph

Except Mr. Brijesh Rajgor and Bhagyashriben Rajgor Directors of the Company and their relatives none the other shareholders are concerned or interested in the Resolution.

The Board recommends the Resolution(s) set out at Item No. 10 of this EGM Notice to the Members for their consideration and approval, by way of Special Resolution(s).

**For, TTL Enterprises Limited**

Sd/-

**Brijeshkumar V Rajgor**  
Director

**Date:03/12/2022**

**Place: Ahmedabad**



# TTL ENTERPRISES LIMITED

(Formally Known as Trupti Twisters Limited)

(CIN - L17119GJ1988PLC096379)

**Regd. Office:** at 608, Titanium One, Nr. Pakwan Cross Road, Nr. Shabri Water Works, S.G. Highway,  
Bodakdev, Ahmedabad-380054 Gujarat, India

Email Id: [truptitwister@gmail.com](mailto:truptitwister@gmail.com) website: [www.ttlent.com](http://www.ttlent.com) Contact No: +91 9925457228

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Attendance Slip for Extra ordinary General Meeting  
(to be handed over the Registration Counter)

Registered Folio/DP ID & Client ID:

No. of Shares:

Name and Address of the Shareholder (s):

Joint Holder (s)

I/We hereby record my/our presence at the EGM of the Company at its Registered Office at 608, Titanium One, Nr. Pakwan Cross Road, Nr. Shabri Water Works, S.G. Highway, Bodakdev, Ahmedabad-380054 Gujarat, India on Thursday, the 29<sup>th</sup> day of December 2022 at 11:00 A.M

Note:

1. You are requested to sign and hand this over at the entrance.
2. If you are attending the meeting in person or by proxy, please bring copy of notice for reference at the meeting.

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Signature of the Member/Proxy / Authorised Representative

# TTL ENTERPRISES LIMITED

(Formally Known as Trupti Twisters Limited)

(CIN - L17119GJ1988PLC096379)

Regd. Office: at 608, Titanium One, Nr. Pakwan Cross Road, Nr. Shabri Water Works, S.G. Highway,  
Bodakdev, Ahmedabad-380054 Gujarat, India

Email Id: [truptitwister@gmail.com](mailto:truptitwister@gmail.com)

website: [www.ttlent.com](http://www.ttlent.com)

Contact No: +91 9925457228

## BALLOT PAPER ASSENT/ DISSENT FORM FOR VOTING ON EGM RESOLUTIONS

1.	Name(s) & Registered Address of the sole / first named Member	:	
2.	Name(s) of the Joint-Holder(s) If any	:	
3.	Registered Folio No./ DP ID No & Client ID No. [Applicable to Members holding shares in dematerialized form]	:	
4.	Number of Shares(s) held	:	

I/ We hereby exercise my/our vote in respect of the following resolutions to be passed for the business stated in the Notice of the Extra ordinary General Meeting dated 29/12/2022, by conveying my/ our assent or dissent to the resolutions by placing tick (v) mark in the appropriate box below:

Resolution No.	Resolutions	Optional	
		For	Against
1.	AMENDMENT IN MAIN OBJECT OF MOA :		
2.	POWER TO MAKE LOAN(S) AND/OR GIVE ANY GUARANTEE(S)/PROVIDE ANY SECURITY(IES) UNDER SECTION 186 OF THE COMPANIES ACT 2013:		
3.	POWER TO BORROW UNDER SECTION 180(1)(c) OF THE COMPANIES ACT:		
4.	CREATION OF CHARGES, MORTGAGES, HYPOTHICATION ON IMMOVABLE AND MOVABLE PROPERTIES OF THE COMPANY UNDER SECTION 180(1)(a) OF THE COMPANIES ACT,2013:		
5.	APPOINTMENT OF M/S V S S B & ASSOCIATES, CHARTERED ACCOUNTANTS AS AUDITORS OF THE COMPANY TO FILL CASUAL VACANCY CAUSED BY RESIGNATION OF M/S. JK SARA WGI & CO. ,CHARTERED ACCOUNTANTS		
6.	APPOINTMENT OF MS. SHIVANGI BIPINCHANDRA GAJJAR (DIN – 07243790) AS AN INDEPENDENT DIRECTOR OF THE COMPANY		
7.	APPOINTMENT OF MS. SHIVANGI BIPINCHANDRA GAJJAR (DIN – 07243790) AS AN INDEPENDENT DIRECTOR OF THE COMPANY		
8.	APPOINTMENT OF MRS. BHAGYASHRI BRIJESHKUMAR RAJGOR (DIN: 09673623) AS “NON-EXECUTIVE NON-INDEPENDENT DIRECTOR”:		
9.	APPOINTMENT OF MRS. BHAGYASHRI BRIJESHKUMAR RAJGOR (DIN: 09673623) AS “NON-EXECUTIVE NON-INDEPENDENT DIRECTOR”:		
10.	TO APPROVE RELATED PARTY TRANSACTION(S) WITH RAJGOR PROTEINS LIMITED (ASSOCIATE COMPANY) FOR VARIOUS TRANSACTIONS DURING FY 2022-2023		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2022 Signature of Shareholder \_\_\_\_\_

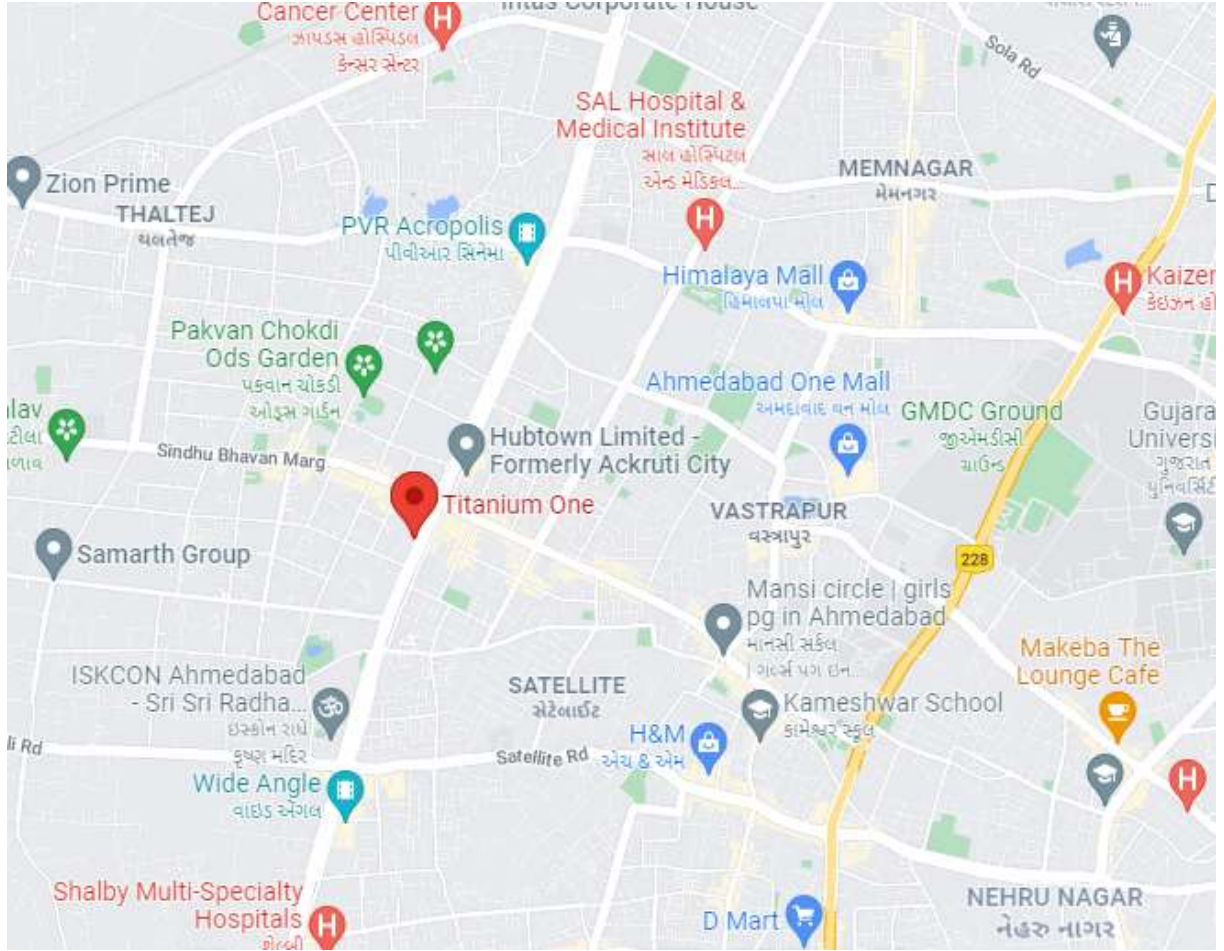
\_\_\_\_\_  
Signature of first proxy holder      Signature of second proxy holder      Signature of third proxy holder

### Notes:

This form, in order to be effective should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting. It is optional to indicate your preference. If you leave for or against column blank against above resolution, your proxy will be entitled to vote in the manner as he may deem fit.

Affix one  
Rupee  
Revenue  
Stamp

## ROUTE MAP TO EGM VENUE



**TTL Enterprises Limited**  
Address: 608, Titanium One,  
Nr. Pakwan Cross Road,  
Nr. Shabri Water Works,  
S.G. Highway, Bodakdev,  
Ahmedabad-380015.