

TTL ENTERPRISES LIMITED

(Formerly known as Trupli Twisters Limited)

ANNUAL REPORT 2018-19



BOARD OF DIRECTORS

Name	Designation
Mr. Mayank Devashrayee*	Managing Director
Ms. Trupti Devashrayee *	Director
Mr. Keyoor Bakshi	Independent Director
Mrs. Kamini Bakshi *	Additional Director
Mr. Bhavin Mehta	Independent Director
Mr. Prdip Vyas *	Independent Director

*Mr. Manyank Devashryee and Mrs. Trupti Devashrayee Resignation effective from 03rd September, 2019

*Mr. Prdip Vyas Appointment as on 08th April, 2019

* Mrs. Kamini Bakshi Appointment as on 03rd September, 2019

AUDIT COMMITTEE

Name	Designation
Mr. Bhavin Mehta	Chairman
Mr. Mayank Devashrayee*	Member
Mr. Keyoor Bakshi	Member
Mrs. Kamini Bakshi	Member

*Mr. Manyank Devashryee Resignation effective from 03rd September, 2019

* Mrs. Kamini Bakshi Appointment as on 03rd September, 2019

STAKEHOLDER'S RELATIONSHIP COMMITTEE

Name	Designation
Mr. Prdip Vyas	Chairman
Ms. Trupti Devashrayee*	Member
Mr. Keyoor Bakshi	Member
Mr. Bhavin Mehta	Member

*Mrs. Trupti Devashrayee Resignation effective from 03rd September, 2019

* Mrs. Kamini Bakshi Appointment as on 03rd September, 2019

COMPANY SECRETARY, COMPLIANCE OFFICER AND CFO:

Mr. Malay Desai

AUDITORS

M/s. V.D Shukla & Co.
Chartered Accountants
Ahmedabad

REGISTERED OFFICE

304, 3rd Floor, Shoppers Plaza – 5,
Opp. Municipal Market, C.G. Road,
Navrangpura,
Ahmedabad – 380009.

Bank:

 **State Bank of India**

REGISTRAR:

Accurate Securities and Registry Pvt. Ltd.

Address: 203, Shangrila Arcade, Above Samsung Showroom, Shyamal Cross Roads, Satellite, Ahmedabad - 380015.

NOTICE

Notice is hereby given that the 31st **Annual General Meeting** of **TTL Enterprises Limited** (Formerly Known as **Trupti Twisters Limited**) will be held at the 306, Sarthik Complex, Nr. Iscon Cross Roads, Satellite, Ahmedabad - 380015 on Monday, 30th Day of September, 2019 at 11:00 A.M. to transact following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2019 including audited Balance Sheet as at 31st March, 2019 and Statement of Profit and Loss for the year ended on that date and the Reports of the Directors, Auditors and the Secretarial Auditors thereon.
2. To re-appoint Keyoor Bakshi (DIN: 00133588), who retires by rotation, and being eligible, offers himself for re-appointment as a Director of the Company.
3. To re-appoint Auditors of the Company and to fix their remuneration.

“RESOLVED THAT pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made there under, M/s V. D. Shukla & Co., Chartered Accountants (Firm Registration No. 110240W), Ahmedabad be and are hereby appointed as the Auditors of the Company for a term of 5 years, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Annual General Meeting to be held in 2021 (subject to ratification of reappointment by the members at every AGM held after this AGM) of the Company, on a remuneration as may be mutually agreed upon by the Board of Directors and the Auditors.”

SPECIAL BUSINESS:

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 161(1) of the Companies Act, 2013 and Articles of Association of the Company, Mrs. Kamini Bakshi (holding DIN: 01852243) who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on 03rd September, 2019 and who holds office up to the date of ensuing Annual General Meeting of the Company and in respect of whom a notice has been received from the member in writing, under section 160 of the Companies Act, 2013 be and is hereby appointed as director of the company liable to retire by rotation.”

“RESOLVED FURTHER THAT any of the directors of the company and Mr. Malay Desai, Company Secretary be and are hereby authorized to do all such acts, deeds and things as may be required for the above resolution.”

Place: Ahmedabad

Date: 04th September, 2019

For and on behalf of the Board

Sd/-

Malay Desai

Company Secretary

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/her self 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 Register of Members of the company will remain closed from September 25, 2019 to September 30, 2019 (both days inclusive) in connection with ensuing Annual General Meeting for Financial Year 2018-19.
5. Members are requested to inform the company of any change in their addresses immediately so as to enable the Company for any further communication at their correct addresses.
6. The Companies Act provides nomination facility to the members. As a member of the Company you have an option to nominate any person as your nominee to whom you shares shall vest in case of unfortunate event of death. It is advisable to avail this facility especially by the members holding shares on single name. This nomination would avoid process of acquiring rights in shares through transmission. In case of joint holders, nomination shall be effective only on deal of the all the joint holders.
7. Members seeking any information or clarification on the accounts are requested to send written queries to the Company; at least 10 days before the meeting to enable the management keep the required information available at meeting.
8. Annual Report for the Financial year 2018-19 of the company has been uploaded on website of the Company www.truptwisters.com
9. All documents referred to in the accompanying notice and the explanatory statement shall be open for inspection at the registered office of the Company during normal business hours up to the date of and during the Annual general Meeting.
10. Electronic copy of the Notice along with Annual Report including remote E Voting instructions, Attendance Slips, Proxy Form is being sent to all the members whose emails id are registered with the Company / Depository Participants for communication purpose. For members who have not registered their email ids, physical copy of notice along with Annual Report, Attendance Slips, Proxy Form is sent by permitted mode of dispatch.
11. For protection of environment and to conserve natural resources, members are requested to register their emails, with Company / RTA or Depository Participant to enable company to send communication including Annual Report, notices, circulars etc. electronically.
12. Trading in Equity Shares of the Company is compulsorily in Dematerialized mode by all the investors. Members are therefore requested to convert their Physical Shareholding in Demat Form in case they wish to trade their Equity Shares
13. Pursuant to SEBI Circular Dated 20th April 2018 vide Circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73, all the share holders of the company holding shares in physical form are requested to provide and update their

respective self certified copy of PAN AND Bank Statement of Active Bank account to the Issuer Company and / or Registrar and Share Transfer Agent of the Company

14. Pursuant to SEBI Circular dated 20th April 2018 vide circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73, the Shareholder may please be informed that w. e. f. 5th December 2018, the shareholders holding shares in Physical form will not be able to Sale/transfer their shares in physical form. However, transmission and transposition of Shares shall be permitted in Physical Form. Hence Shareholders are again requested to get their shares demated. For any help / assistance for Demat of shares, shareholder may approach the Registrar and Share Transfer Agent of the Company or the Secretarial Department of the Company
15. Members holding shares in physical form in multiple folios on the same name and in the same order are requested to consolidate all their folios. For this purpose, application may be submitted to M/s Accurate Securities and Registry Pvt. Ltd.
16. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member / beneficial owner as on the cutoff date i. e. **Friday, 20th September 2019**.
17. In terms of section 108 of Companies Act 2013 read with Companies (Management and Administration) Rules 2014, as amended from time and time and as per Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, the Company is pleased to provide the e voting facility through Central Depository Services Limited (CDSL) to its members holding shares in physical or dematerialized form, as on cutoff date to exercise their right to vote by electronic means on any or all of the business specified in the accompanying notice.

This is to clarify that it is not mandatory for a member to vote using the E voting facility and a member may avail the facility at his / her discretion, subject to compliance with the instruction for Remote E-Voting.

Further in case of Members who are entitled to vote, amongst members present in person at the meeting, but have not exercised right to vote by electronics means, the Chairman of the Company shall allow voting by way of poll in terms of Rule 20(4)(xi) of the said rules for the business specified in the accompanying notice.

It is specifically clarified that members who have exercised their right to vote by remote electronics means, may be allowed to participate in Annual General Meeting but shall not be eligible to vote by way of poll at the meeting as per proviso to Rule 20(4)(vii).

The Information with respect to voting process and other instructions regarding remote e-voting are detailed in note no. 19.

18. Shri Viral Ranpura, Practicing Company Secretary, Ahmedabad (Mem. No. A28496) has been appointed as Scrutinizer to scrutinize voting and remote e voting process in fair and transparent manner.
19. The Scrutinizer shall within a period not exceeding 2 (two) working days from the conclusion of the AGM make a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting or a person so authorized by him in writing, who shall countersign the same.
20. The results shall be declared forthwith by the Chairman or a person so authorized by him in writing on receipt of report from the Scrutinizer. The Results declared along with Scrutinizer's Report shall be placed on the Company's website www.truptitwisters.com and on the website of CDSL and shall also be communicated to the BSE Limited.
21. The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to the same being passed with requisite majority.

22. Voting process and other instructions regarding Remote E Voting

- (i) The voting period commences on Thursday, 26th September 2019 at 09.00 am and shall end on Saturday 28th September 2019 at 05.00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20th September 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Share holders who have already voted prior to meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders/ Members
- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field. In case the sequence number is less than 8 digits enter the applicable No. of '0' before the number after the first two character of the name in CAPITAL letters EG. IF Your name is Ramesh Kumar with sequence no 1 than RA0000001 in the PAN filed.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant **TTL Enterprises Limited** on which you choose **i.e. 190904033** to vote.

- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to **www.evotingindia.com** and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at **www.evotingindia.com**, under help section or write an email to **helpdesk.evoting@cdslindia.com**

Place: Ahmedabad

Date: 04th September, 2019

For and on behalf of the Board

Sd/-

Malay Desai

Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item no.3

Mrs. Kamini Bakshi who has been appointed as an Additional Director of the Company pursuant to the provision of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company effective from 03rd September, 2019 holds office upto the date of this Annual General Meeting and is eligible for appointment as a Director.

Mrs. Kamini Bakshi is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

Mrs. Kamini Bakshi is appointed as a director of the Company as disclosed in the Letter of Offer issued by Ardent Ventures LLP to the shareholders of the Company. Mrs. Bakshi will represent the promoters on the Board of Directors of the Company. She will be a non-executive director liable to retire by rotation.

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT

Particulars	Profile of the Director	
	Mr. Keyoor Bakshi	Mrs. Kamini Bakshi
Name of the Directors	Mr. Keyoor Bakshi	Mrs. Kamini Bakshi
DIN	00133588	01852243
Date of Birth	May 31, 1957	July 15, 1958
Date of Appointment of the Board	November 11, 2016	September 03, 2019
Qualifications	Bachelor's Degree in Commerce, Bachelor of Law (LLB) and Fellow member of the Institute of Company Secretaries of India	Bachelor's Degree in Commerce
Experience & Expertise in specific functional areas	Mr. Keyoor Bakshi is qualified as a Company Secretary having over 40 years of experience in the areas of corporate laws, finance and management. He had rendered professional services to various companies as a Practicing Company Secretary since 1991. His areas of expertise include Corporate Governance, Corporate and Securities Compliance Management, Due Diligence, Mergers, Acquisitions and Takeovers, Public offerings of Securities and appearances before the Company Law Board, Securities Appellate Tribunal and SEBI. He is trained as a Trainer on Corporate Governance by the Global Corporate Governance Forum, a body of the International Finance Corporation of the World Bank. He also served as President of the Institute of Company Secretaries of India during the year 2008 and also as the President of International Federation of Company Secretaries (which has since merged with the Corporate Secretaries International Association) during the year 2009-10. At present, Mr. Bakshi is a Designated Partner of Ardent Ventures LLP which is engaged in identifying, promoting and investing in various business opportunities	Mrs. Kamini Bakshi, aged 61 years is a graduate in Commerce. She is a Designated Partner of Ardent Ventures LLP. She has over 10 years' experience in business.
Remuneration last Drawing (including Sitting Fees)	NIL	NIL
Number of Meeting of the Board attended during the Financial Year (2018-19)	6 (Six)	Not Applicable
Names of other Companies in which the Director holds Directorship as on 31.03.2019	1. Kiri Industries Limited 2. Gokul Agro Resources Limited 3. Saanvi Advisors Limited 4. TTL Enterprises Limited	1. Vardhman Infracon Private Limited 2. Travel Jini.com Limited 3. Kanha Associates Private Limited

	5. Innovative Tyres & Tubes Limited 6. Cemseal Infraaid Private Limited 7. Ardent Avenues Limited					
Names of Committees of other listed Companies in which the Director holds Chairmanship/ Membership as on 31.03.2019	Audit Committee <ul style="list-style-type: none"> • Kiri Industries Limited* • Gokul Agro Resources Limited* • Saanvi Advisors Limited • TTL Enterprises Limited • Innovative Tyres & Tubes Limited* Stakeholders' Relationship Committee <ul style="list-style-type: none"> • TTL Enterprises Limited Nomination and Remuneration Committee <ul style="list-style-type: none"> • Kiri Industries Limited • Gokul Agro Resources Limited 			Nil		
Shareholding in the Company as on 31.03.2019	Nil			Nil		
Relationships between Directors, Key Managerial Personnel and Managers of the Company	Name of the Director	Related to	Nature of Relationship	Name of the Director	Related to	Nature of Relationship
	Keyoor Bakshi	Kamini Bakshi	Husband	Kamini Bakshi	Keyoor Bakshi	Wife

Directors' Report

To,
The Members,

Your Directors have pleasure in presenting their **Annual Report** on the business and operations of the Company and the Audited Accounts for the Financial Year ended 31st March, 2019.

1. FINANCIAL SUMMARY/HIGHLIGHTS OF PERFORMANCE OF THE COMPANY:

Financial Results		
Particulars	Year ended 31/03/2019	Year ended 31/03/2018
Total Revenue	00	00
Expenditure	10,33,526	43,59,932
Profit before Depreciation	00	00
Depreciation	00	00
Profit/(Loss) before Tax	(10,33,526)	(43,59,932)
Provision for Taxation	00	00
Income Tax	00	00
Deferred Tax	00	00
Profit/(Loss) after Tax	(10,33,526)	(43,59,932)

2. PERFORMANCE:

Due to recession and acute competition in the Industry, Performance of your Company for the year under review was affected. The Board of Directors of the Company is continuously making efforts for the growth of the Company.

3. DIVIDEND:

Due to loss during the year, the Company is not able to declare Dividend

4. SHARE CAPITAL:

At present, the Company has only one class of shares – equity shares with face value of `10/- each. The authorized share capital of the company is ` 35,000,000/- divided into 35,00,000 equity shares of `10/- each. The paid up share capital of the company is ` 6,96,000/- divided into 69,600 equity shares of `10/- each.

(*Reduction of share capital pursuant to the Scheme of Arrangement sanctioned by the Order of the Hon'ble NCLT, Ahmadabad Bench on 22.10.2018)

5. DEPOSITS:

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

6. ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE:

During the period under review, several energy conservation initiatives were adopted and were taken by the Company and its subsidiaries. There are no plans to import any kind of technology for the project and hence information regarding its absorption is not applicable. There was no research activities carried out during the year as well as no foreign exchange income or outgo during the year.

7. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There were no such material changes occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report which can affect the financial position of the Company.

8. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS:

No such Orders have been passed by the Regulators/Court or Tribunals which can impact the going concern status and Company's operation in future.

9. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES:

The Company has no Subsidiary/Associate Company. Hence, details relating to Subsidiary/Associate Company are not provided for.

10. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT BY THE COMPANY:

Details of Loans, Guarantees and Investments, if any covered under the provisions of Section 186 of the Act are given in the notes to the Financial Statements.

11. MEETING OF BOARD OF DIRECTORS:

During the year under the review, 6 (six) Board meetings were held, with gap between Meetings not exceeding the period prescribed under the Companies Act, 2013 and Rules made there under. Details of Board and Board committee meetings held during the year are given as under:

Board meeting dates are finalized in consultation with all directors and agenda papers backed up by comprehensive notes and detailed background information are circulated well in advance before the date of the meeting thereby enabling the Board to take informed decisions.

The intervening gap between the Board Meetings was within the period prescribed under the Companies Act, 2013.

➤ **Composition of the Board of Directors**

The Company's policy is to maintain optimum combination of Executive and Non-Executive Directors Pursuant Regulation 17 of SEBI (LODR) Regulations, 2015. The composition of the Board and category of Directors are as follows:

Executive Director (Promoters)	Mr. Mayank Devashrayee (Director) Ms. Trupti Devashrayee (Director)
Independent (Non-Executive) Director	Mr. Keyoor Bakshi (Independent Director) Mr. Bhavin Mehta (Independent Director)

➤ **Number of Board Meetings and Attendance of Directors:**

During the financial year 2018-19, **6 (Six)** Board Meetings were held on **19/05/2018, 11/08/2018, 30/08/2018, 05/11/2018, 11/02/2019 and 29/03/2019.**

Board meeting dates are finalized in consultation with all the directors and agenda papers with detailed notes and other background information, which are essential for the Board to effectively and reasonably perform their duties and functions, are circulated well in advance before the meeting thereby enabling the Board to take informed decisions.

The composition of Directors and the attendance at the Board Meeting during the year 2018-2019 and last Annual General Meeting are as under:

Name of Director	Category	No. of other Directorships	Membership of Board Committees		No. of Board Meetings	Attendance at last AGM
			Chairman	Member		
Mayank Devashrayee	D	Nil	Nil	3	6	Yes
Trupti Devashrayee	D	Nil	1	2	6	Yes
Keyoor Bakshi	D.I	9	1	2	3	Yes
Bhavin Mehta	D.I	1	1	2	2	Yes

*D= Director, I.D= Independent Director, A.D = Additional Director

12. EXTRACTS OF ANNUAL RETURN:

An extract of Annual Return in Form **MGT-9** is attached herewith as **ANNEXURE-II**. Available on www.truptwisters.com

13. INSURANCE:

All the Properties of the Company are adequately insured.

14. RELATED PARTY TRANSACTIONS:

There are no materially significant related party transactions made by the Company which may have a potential conflict with the interest of the Company at large and thus disclosure in Form AOC-2 is not required. The Board has formulated Policy on Related Party Transactions. Related Party Transaction Policy available on www.truptwisters.com

15. DIRECTORATE AND KEY MANAGERIAL PERSONNEL:

The Board of Directors of your company has various executive and non-executive directors including Independent Directors who have wide and varied experience in different disciplines of corporate functioning.

In accordance with the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Mr. Keyoor Bakshi (DIN: 00133588) retires by rotation at the ensuing Annual General Meeting and being eligible in terms of Section 164 of the Act offers himself for re-appointment.

Please note that Mr. Mayank Devashrayee and Mrs. Trupti Devashrayee were the erstwhile promoters of the Company. Subsequent to the takeover of the Company by Ardent Ventures LLP in terms of the SEBI (SAST) Regulations, 2011, they have ceased to be the promoters of the Company and have resigned as directors as per the agreement executed by them with Ardent Ventures LLP.

The Company had, pursuant to the provisions of Regulation 17 read with Regulation 25 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 entered into with Stock Exchanges, appointed Mr. Keyoor Bakshi (DIN: 00133588) and Mr. Bhavin Mehta (DIN: 00023850), as an Independent Directors of the Company.

As per section 149(4) of the Companies Act, 2013 (Act), which came into effect from 1st April, 2014, every listed public company is required to have at least one-third of the total number of directors as Independent Director. In accordance with the provisions of section 149 of the Act, these Directors are being appointed as Independent Directors to hold office as per their tenure of appointment mentioned in the Notice of the forthcoming Annual General Meeting (AGM) of the Company.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

As required under Section 203 of the Companies Act, 2013, the Company has Mr. Mayank Devashrayee under Key Managerial Personnel of the Company.

16. EVALUATION OF BOARD, COMMITTEES AND DIRECTORS:

Pursuant to the provisions of the Act and Regulation 17(10) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Companies Act, 2013, the Board had carried out performance evaluation of its own, the Board Committees and of the Independent directors. Independent Directors at a separate meeting evaluated performance of the Non-Independent Directors, Board as a whole and of the Chairman of the Board.

The following were the Evaluation Criteria:

(a) For Independent Directors:

- Knowledge and Skills
- Professional conduct
- Duties, Role and functions

(b) For Executive Directors:

- Performance as Team Leader/Member.
- Evaluating Business Opportunity and analysis of Risk Reward Scenarios
- Key set Goals and achievements
- Professional Conduct, Integrity
- Sharing of Information with the Board

The Directors expressed their satisfaction with the evaluation process.

17. POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS:

The Board has on the recommendation of the Nomination & Remuneration Committee, formulated criteria for determining Qualifications, Positive Attributes and Independence of a Director and also a Policy for remuneration of Directors, Key managerial Personnel and senior management.

18. MANAGERIAL REMUNERATION

The Company had not paid any remuneration to Executive Directors or any sitting fees to Non-Executives Directors for attending any meetings during the financial year ended 31st March, 2019.

19. INDEPENDENT DIRECTORS' MEETING:

Independent Directors of the Company had met during the year under the review on 29/03/2019.

20. COMMITTEES OF THE BOARD:

During the year, in accordance with the Companies Act, 2013, the Board re-constituted some of its Committees and also formed a Nomination and Remuneration Committee.

There are currently **Three Committees** of the Board, as follows:

Audit Committee

Nomination and Remuneration Committee

Stakeholders' Relationship Committee

As per the requirement of the Companies Act, 2013 read with Rules and Regulations of SEBI (LODR) Regulations, 2015, various Board committees have been formed for better governance and accountability viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee.

The terms of reference of each committee are determined by the Board as per the requirement of law and their relevance is reviewed from time to time.

A. AUDIT COMMITTEE:

As a measure of good Corporate Governance and to provide assistance to the Board of Directors in fulfilling the Board's responsibilities, an Audit Committee had been constituted by the Board. The terms of reference of this committee covers matters specified under Regulation read with Regulation 18 of SEBI (LODR) Regulations, 2015 and Section 177 of the Companies Act, 2013 and other matters referred by the Board from time to time. Committee lays emphasis on adequate disclosures and compliance with all relevant statutes.

Main areas are deliberated as under.

- To provide an open avenue of communication between the independent auditors, internal auditors and the Board of Directors (BOD).
- To oversee the work of the independent auditors for the purpose of preparing or issuing an audit report or related work.
- Relying on the review and discussions with the management and the independent auditor, the Audit Committee believes that the Company's financial statements are fairly presented in conformity with Generally Accepted Accounting Principles in all material aspects.
- To consider and review the adequacy of internal control including computerized information system controls an periodically to the Board of Directors on significant activities.

The Constitution of the committee and the attendance of each member of the committee is given below:

The Committee comprises of Three Directors. All members of the Audit Committee are financially literate. In the financial year 2018-19, four meetings were held on 19/05/2019, 11/08/2018, 05/11/2018 and 11/02/2019. Composition of committee as on 31st March, 2019 and member's attendance at the meetings during the year are as under:

Name	Designation	Category
Mr. Bhavin Mehta	Member	Non-Executive Director Independent
Mr. Keyoor Bakshi	Chairman	Non-Executive Director Independent
Mr. Mayank Devashrayee	Member	Executive Director

Attendance of each member of the committee:

Committee Members	Meetings held	Meetings attended
Mr. Bhavin Mehta	4	3
Mr. Keyoor Bakshi	4	4
Mr. Mayank Devashrayee	4	4

B. NOMINATION AND REMUNERATION COMMITTEE:

Terms of reference of the committee comprise various matters provided under Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and section 178 of the Companies Act, 2013, and other matters referred by the Board from time to time. The Committee comprises of Three Directors.

The Constitution of the committee and the attendance of each member of the committee is given below:

Name	Designation	Category
Mr. Bhavin Mehta	Member	Independent Director
Mr. Mayank Devashrayee	Member	Director
Ms. Trupti Devashrayee	Chairman	Director

C. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

Stakeholders' Relationship Committee performs various functions provided under Regulation 20 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and section 178 of the Companies Act, 2013. The Committee comprises of Three Directors out of which Two is independent. It is headed by Mr. Mayank Devashrayee, a Director.

Name	Designation	Category
Mr. Keyoor Bakshi	Member	Independent Director
Mr. Bhavin Mehta	Chairman	Independent Director
Ms. Trupti Devashrayee	Member	Director

The Stakeholders' Relationship Committee has been constituted to administer the following activities:

- a. Transfer of shares
- b. Transmission of shares
- c. Issue of Duplicate Share Certificates
- d. Change of Status
- e. Change of Name
- f. Transposition of Shares
- g. Sub-Division of Share Certificates
- h. Consolidation of folios
- i. Shareholders' requests for Dematerialization of shares
- j. Shareholders' requests for Rematerialization of shares

The Committee meets from time to time and approves the transfer and transmission of shares, deletion of names, issue of duplicate share certificates etc. The Committee facilitates prompt and effective redressal of investors' complaints and the reporting of the same to the Board of Directors.

- ✓ No. of shareholders' complaints received – **NIL**.
- ✓ No. of complaints not solved to the satisfaction of shareholders -- **NIL**.
- ✓ No. of pending share transfers -- **NIL**.
- ✓ As at 31st March, 2019 no equity Shares were pending for transfer.

21. AUDITORS:**A. Statutory Auditors**

M/s. V . D Shukla & Co., Chartered Accountants (Firm Registration No.110240W) were re-appointed as Statutory Auditors of your Company at the Annual General Meeting held on 30th September, 2016 for a term of five consecutive years. As per the provisions of Section 139 of the Companies Act, 2013, the appointment of Auditors is required to be ratified by Members at every Annual General Meeting.

The Report given by the Auditors on the financial statements of the Company is part of the Annual Report. The notes to the accounts referred to in the Auditors' Report are self-explanatory and therefore do not call for any further comments.

There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

B. Secretarial Auditors

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Viral Ranpura, Practicing Company Secretaries, Ahmedabad to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as **Annexure IV**

There is no qualification, reservation or adverse remark in the report.

22. INTERNAL CONTROL SYSTEM AND COMPLIANCE FRAMEWORK:

The Company has an Internal Control System, commensurate with size, scale and complexity of its operations. The internal financial controls are adequate and are operating effectively so as to ensure orderly and efficient conduct of business operations. The Audit Committee in consultation with the internal auditors formulates the scope, functioning, periodicity and methodology for conducting the internal audit. The internal auditors carry out audit, covering inter alia, monitoring and evaluating the efficiency & adequacy of internal control systems in the Company, its compliance with operating systems, accounting procedures and policies at all locations and submit their periodical internal audit reports to the Audit Committee. Based on the internal audit report and review by the Audit committee, process owners undertake necessary actions in their respective areas. The internal auditors have expressed that the internal control system in the Company is robust and effective. The Board has also put in place requisite legal compliance framework to ensure compliance of all the applicable laws and that such systems are adequate and operating effectively.

23. RISK MANAGEMENT:

Company has implemented an integrated risk management approach through which it reviews and assesses significant risks on a regular basis to help ensure that there is a robust system of risk controls and mitigation in place. Senior management periodically reviews this risk management framework to keep updated and address emerging challenges. Major risks identified for the Company by the management are Currency fluctuation, Compliances of various applicable Laws, Regulatory changes, Manufacturing & Supply, Litigation, Technological Changes and new capital investments return. The management is however, of the view that none of the above risks may threaten the existence of the Company as robust Risk mitigation mechanism is put in place to ensure that there is nil or minimum impact on the Company in case any of these risks materialize.

24. VIGIL MECHANISM AND WHISTLE BLOWER POLICY:

In accordance with Section 177 of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company has constituted a Whistle Blower Policy/ Vigil Mechanism to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed and to report to the management instances of unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct.

25. PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All Board Directors and the designated employees have confirmed compliance with the Code.

26. DIRECTORS' RESPONSIBILITY STATEMENT:

In accordance with the provisions of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013 and to the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors state that-

- i. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii. The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year 31st March, 2019 and of the profit and loss of the company for that period;
- iii. The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 and Rules made there under for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv. The directors had prepared the annual accounts on a going concern basis; and
- v. The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

- vi. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

27. CORPORATE GOVERNANCE:

The compliance with the corporate governance provisions as specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and Para C, D and E of Schedule V shall not apply, in respect of the listed entity having paid up equity share capital not exceeding rupees ten corer and net worth not exceeding rupees twenty five corer, as on the last day of the previous financial year. At present, the Company is not required to comply with Corporate Governance regulations as none of the above referred limits have been triggered.

28. CORPORATE GOVERNANCE CERTIFICATE:

The Non-Applicability of Corporate Governance Certificate from the Director as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is herewith attached in **Annexure-V**.

29. VOLUNTARY DELISTING UNDER AHMEDABAD STOCK EXCHANGE:

Company was Voluntary Delisted under Ahmedabad Stock Exchange (ASE) w.e.f 30th June, 2016.

30. GENERAL SHAREHOLDER INFORMATION:

General Shareholder Information to the Shareholder:

I. ADDITIONAL INFORMATION TO SHAREHOLDERS

A. Annual General Meeting:

Date: 30th September, 2019

Time: 11:00 A.M

Address: 306, Sarthik Complex, Nr. Iscon Cross Roads, Satellite, Ahmedabad - 380015

B. Calendar of Financial Year ended 31st March, 2019

The meetings of Board of Directors for approval of quarterly financial results during the Financial Year ended 31st March, 2019 were held on the following dates:

First Quarter Results: 11th August, 2018

Second Quarter and Half yearly Results: 05th November, 2018

Third Quarter Results: 11th February, 2019

Fourth Quarter and Annual Results: 21st May, 2019

C. Tentative Calendar for financial year ending 31st March, 2019

Unaudited Results for the quarter ended 30/06/2018	Second Week of August, 2018
Unaudited Results for the quarter ended 30/09/2018	Second Week of November, 2018,
Unaudited Results for the last quarter ended 31/12/ 2018	Second Week of February 2019
Audited Results for the quarter ended 31/03/2019	Fourth Week of May 2019
Annual General Meeting for the year ending 31 st March, 2019	September 30, 2019

D. Date of Book Closure

25th September, 2019 to 30th September, 2019 (both days inclusive) for Annual General Meeting.

E. Regd. Office

304, 3rd Floor, Shoppers Plaza -5, Opp. Municipal Market, C.G. Road, Navrangpura, Ahmedabad – 380009

F. Equity shares of the Company are listed on BSE Limited Stock Exchange.

Scrip Code:-**514236** (BSE), Scrip ID: **TTLEL**, ISIN : **INE664X01025**

G. Stock Market Data (in ` / Per Share)

Month	The Bombay Stock Exchange Ltd.	
	Month's High	Month's Low
April, 2018	0.00	0.00
May, 2018	0.00	0.00
June, 2018	0.00	0.00
July, 2018	0.00	0.00
August, 2018	0.00	0.00
September, 2018	0.00	0.00

October, 2018	0.00	0.00
November, 2018	0.00	0.00
December, 2018	0.00	0.00
January, 2019	0.00	0.00
February, 2019	0.00	0.00
March, 2019	0.00	0.00

H. Share Transfer System

Applications for transfer of shares held in physical form are received at the registered office of the Company. All valid transfers are processed within 15 days from the date of receipt.

I. Shareholding pattern as on 31-03-2019 is as given below :

Sr. No.	Category	No. of Shares	% of holding
1	Promoters	19,616	28.18
2	Persons acting in Concert	--	--
3	Mutual Funds, UTI, Banks, Financial Institutions, Insurance Companies Central /State Govt., Government institutions	--	--
4	FII's	--	--
5	NRIs	4,484	6.44
6	Bodies Corporate	60	0.09
7	HUF	606	0.87
8	Others	44,834	64.40
	Grand Total	69,600	100.00

(*Reduction of share capital pursuant to the Scheme of Arrangement sanctioned by the Order of the Hon'ble NCLT, Ahmadabad Bench on 22.10.2018)

J. Distribution of Shareholding as on 31st March, 2019 is as under:

Slab of Share Holdings	No. of Shareholders	% of Shareholders	Amount (in Rs.)	% of Capital
1-500	13,884	99.94	4,20,000	60.34
501-1000	2	0.014	16,000	2.30
1001-2000	2	0.014	26,000	3.74
2001-3000	1	0.01	30,000	4.30
3001-4000	1	0.01	34,000	4.89
4001-5000	-	-	-	-
5001-10000	3	0.022	1,70,000	24.43
10001 and above	-	-	-	-
TOTAL	13,892	100.00	6,96,000	100.00

K. Dematerialization of Shares and liquidity

The shares of the company are permitted for demat on NSDL and CDSL

Issued, Subscribed and Paid up Capital as on March 31, 2019: 69,600

A. Electronic Holding in NSDL	:	42
B. Electronic Holding in CDSL	:	112
C. Physical Holding	:	69,446

L. Outstanding GDRs / ADRs / Warrants or Conversion instruments, Conversion date and like impact on equity- Not applicable

M. Investors' correspondence:

For transfer / dematerialization of shares, Change of Address, Change in Status of investors, payment of dividend on shares and other query relating to the shares of the Company:

Accurate Securities & Registry Pvt Ltd, 203, Shangrila Complex, above Samsung Showrrom, Shyamal Cross Roads, Satellite, Ahmedabad – 380015

N. Share Transfer System

Shares in physical form sent for registering transfer, to the Company, are registered and returned within a period of 15 days from the date of receipt, if the documents are in order in all respects. The Share Transfer Committee of the Company meets as often as required.

O. Company Secretary & Compliance Officer of the Company:

Mr. Malay Desai

Address: 304, 3rd Floor Shoppers Plaza-5, Opp. Municipal Market, C.G.Road, Navrangpura, Ahmedabad -380009

(E)malaydesai21@yahoo.in

(O)+91 9408271797

31. ACKNOWLEDGEMENT:

Your Directors take this opportunity to express their gratitude for the unstinted commitment, dedication, hard work and significant contribution made by employees at all levels in ensuring sustained growth of the Company. Your Directors also sincerely thank to all the stakeholders, customers, vendors, bankers, business associates, government, other statutory bodies and look forward to their continued assistance, co-operation and support.

Place: Ahmedabad

Date: 04th September, 2019

For and on behalf of the Board

Keyoor Bakshi

Director

DIN:00133588

Kamini Bakshi

Director

DIN:01852243

MANAGEMENT DISCUSSION AND ANALYSIS REPORT**➤ INDUSTRIAL STRUCTURE AND DEVELOPMENT:**

The Company operates within a solitary business segment i.e since Company did not carry any business during the Financial Year, segment or product wise report is not applicable.

➤ OVERVIEW:

The financial statements have been prepared in compliance with the requirement of the Companies Act, 2013 and Generally Accepted Accounting Principles (GAAP) in the India. The management of the company accepts responsibility for the integrity and objectivity of these financial statements, as well as for various estimates and judgments used therein. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, in order that the financial statements reflect in a true and fair manner the form and substance of transactions, and reasonably present the company's state of affairs and profit for the year.

➤ THREATS:**COMPETITION:**

Competition in the domestic as well as international market has intensified and forced the players to adopt aggressive marketing strategy and promotional campaigns to capture and protect their market shares, The Company has the plans to penetrate better in to world market, especially through the customer retention and business development in the regions which have not been tapped.

Sharp fluctuations in value of the Indian Rupee and the rising inventory prices have put pressure on the profitability of the Company.

➤ SEGMENT WISE AND PRODUCT WISE PERFORMANCE:

The Company operates within a solitary business segment i.e. since Company did not carry any business during the Financial Year, segment or product wise report is not applicable.

➤ RISK AND CONCERN:

The risk management function is integral to the company and its objectives includes ensuring that critical risk are identified continuously, monitored and managed effectively in order to protect the company's business.

However, the changes in the tax laws, Government policies and regulatory requirement might affect the company's business. Uncontrolled variation in price of input materials could impact the company's profitability to the extent that the same are not absorbed by the market through price increase and / or could have a negative impact on the demand in the market.

The management has already taken initiatives in advance for mitigating the above mentioned risk and concerns/challenges. The company has taken major initiatives like strong marketing efforts, focus on cost reduction through inventory management techniques, introduction of new products and manufacturing process without compromising quality of products and retain talented employees etc.

➤ **INITIATIVES BY THE COMPANY:**

The Company has taken the following initiatives:

- Concentration on reduction of costs by undertaking specific exercise in different fields.
- Concentration in Increase of Shareholders Wealth and Profit of the Company.
- The Company is quite confident that the overall productivity, profitability would improve in a sustainable manner, as a result of this strategy.

➤ **OUTLOOK:**

The profit margins in the industry are under pressure. However, the Company has taken remedial measures. The Company is confident to meet the challenges with its strength in marketing network, its strategic planning, Research & Development productivity improvement and cost reduction exercise.

➤ **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

Your Company places significant emphasis and efforts on the internal control systems. The Company has appointed and independent firm of Chartered Accountant for the same with such powers and responsibilities that are required to ensure the adequacy of the internal Control System.

➤ **HUMAN RESOURCE:**

Your Company firmly believes that employees are the most valuable assets and key players of business success and sustained growth. Various employee benefits, recreational and team building efforts are made to enhance employee skills, motivation as also to foster team spirit. Industrial relations were cordial throughout the year.

➤ **HEALTH, SAFETY AND ENVIRONMENTAL PROTECTION:**

Your Company has complied with all the applicable environmental laws and labour laws. The Company has been complying with the relevant laws and has taking all necessary measures to protect the environment.

➤ **CAUTIONARY STATEMENT**

The statements in the "Management Discussion and Analysis Report" section describes the Company's objectives, projections, estimates, expectations and predictions, which may be "forward looking statements" within the meaning of the applicable laws and regulations. The annual results can differ materially from those expressed or implied, depending upon the economic and climatic conditions, Government policies and other incidental factors.

Place: Ahmedabad
Date: 04th September, 2019

For and on behalf of the Board

Keyoor Bakshi
Director
DIN:00133588

Kamini Bakshi
Director
DIN:01852243

ANNEXURE – I TO THE DIRECTORS REPORT

FOREIGN EXCHANGE EARNINGS AND OUTGO:

	2018-19	2017-18
Foreign Exchange Earning	Nil	Nil
Foreign Exchange out go	Nil	Nil

Place: Ahmedabad
Date: 04th September, 2019

For and on behalf of the Board

Keyoor Bakshi
Director
DIN:00133588

Kamini Bakshi
Director
DIN:01852243

ANNEXURE – II TO THE DIRECTORS REPORT

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2019**

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014

II. REGISTRATION & OTHER DETAILS:

1.	CIN	L17119GJ1988PLC096379
2.	Registration Date	2 nd November, 1988
3.	Name of the Company	TTL Enterprises Limited (Formerly Known as Trupti Twisters Limited)
4.	Category/Sub-category of the Company	Company limited by shares and Indian Non-Government Company
5.	Address of the Registered office & contact details	304, 3 rd Floor, Shoppers Plaza – 5, Opp. Municipal Market, C.G. Road, Navrangpura, Ahmedabad - 380009
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Accurate Securities & Registry Pvt. Ltd. 203 Shangrila Arcade, Above Samsung Showroom, Shyamal Cross Roads, Satellite, Ahmedabad – 380015.

III. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :

All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Nil	Nil	Nil

IV. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr. No.	Name and address of the Company	CIN/GLN	Holding / Subsidiary / Associate	% of shares held	Applicable section
NA	NA	NA	NA	NA	NA

V. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY):

A) CATEGORY-WISE SHARE HOLDING

Category of Shareholders	No. of Shares held at the beginning of the year as on 1 st April, 2018				No. of Shares held at the end of the year as on 31 st March, 2019*				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF **	Nil	980800	980800	28.19	Nil	19616	19616	28.18	Nil
b) Central Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Bodies Corp.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Any other Foreign Individual	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total shareholding of Promoter (A)	Nil	980800	980800	28.19	Nil	19616	19616	28.18	Nil
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Central Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
g) FIs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
h) Foreign Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (B)(1):-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	Nil	3000	3000	0.09	Nil	60	60	0.09	Nil
ii) Overseas	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.2 lakh	Nil	1845600	1845600	53.05	154	44834	44834	64.42	Nil
ii) Individual shareholders holding nominal share capital in excess of Rs 2lakh	Nil	395000	395000	11.35	Nil	Nil	Nil	Nil	Nil
c) Others (specify) NRI/OCB	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
OTHERS	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Non Resident Indians	Nil	224200	224200	6.44	Nil	4484	4484	6.44	Nil
Overseas Corporate Bodies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Foreign Nationals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Clearing Members	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Hindu Undivided Family	Nil	30300	30300	0.87	Nil	606	606	0.87	Nil
Foreign Bodies - D R	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (B)(2):-	Nil	2498100	2498100	71.81	154	49984	49984	71.82	Nil
Total Public Shareholding (B)=(B)(1)+ (B)(2)	Nil	2498100	2498100	71.81	154	49984	49984	71.82	Nil
C. Shares held by Custodian for GDRs & ADRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Grand Total (A+B+C)	Nil	3478900	3478900	100	154	69600	69600	100	Nil

(*Reduction of share capital pursuant to the Scheme of Arrangement sanctioned by the Order of the Hon'ble NCLT, Ahmadabad Bench on 22.10.2018)

B) SHAREHOLDING OF PROMOTER-

Sr. No.	Shareholder's Name	No. of Shares held at the beginning of the year as on 1 st April, 2018			No. of Shares held at the end of the year as on 31 st March, 2019			% change in shareholding during the year
		No. of Shares	% of total Shares of the co.	% of Shares Pledged / encumbered to total shares	No. of Shares*	% of total Shares of the co.	% of Shares Pledged / encumbered to total shares	
1	MAYANK DEVASHRAYEE	312500	8.98	Nil	6250	8.98	Nil	Nil
2	TRUPTI DEVASHRAYEE	277500	7.98	Nil	5550	7.98	Nil	Nil
3	MAYANK DEVASHRAYEE (HUF)	260000	7.47	Nil	5200	7.47	Nil	Nil
4	RUTVIJ M DEVASHRAYEE	65000	1.87	Nil	1300	1.87	Nil	Nil
5	KASMIN M DEVASHRAYEE	65000	1.87	Nil	1300	1.87	Nil	Nil
6	UPENDRAPRASAD DERASARI	500	0.01	Nil	10	0.01	Nil	Nil
7	MUKESH U DERASARI	300	0.01	Nil	06	0.00	Nil	Nil

(*Reduction of share capital pursuant to the Scheme of Arrangement sanctioned by the Order of the Hon'ble NCLT, Ahmadabad Bench on 22.10.2018)

C) CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE)

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding During the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	MAYANK DEVASHRAYEE				
2	At the beginning of the year	312500	8.98	6250	8.98
3	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	(*Reduction of share capital pursuant to the Scheme of Arrangement sanctioned by the Order of the Hon'ble NCLT, Ahmadabad Bench on 22.10.2018)			
4	At the end of the year	312500	8.98	6250	8.98
5	TRUPTI DEVASHRAYEE				
6	At the beginning of the year	277500	7.98	5550	7.98
7	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	(*Reduction of share capital pursuant to the Scheme of Arrangement sanctioned by the Order of the Hon'ble NCLT, Ahmadabad Bench on 22.10.2018)			
8	At the end of the year	277500	7.98	5550	7.98
9	MAYANK DEVASHRAYEE (HUF)				
10	At the beginning of the year	260000	7.47	5200	7.47
11	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	(*Reduction of share capital pursuant to the Scheme of Arrangement sanctioned by the Order of the Hon'ble NCLT, Ahmadabad Bench on 22.10.2018)			
12	At the end of the year	260000	7.47	5200	7.47
13	RUTVIJ M DEVASHRAYEE				
14	At the beginning of the year	65000	1.87	1300	1.87
15	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	(*Reduction of share capital pursuant to the Scheme of Arrangement sanctioned by the Order of the Hon'ble NCLT, Ahmadabad Bench on 22.10.2018)			
16	At the end of the year	65000	1.87	1300	1.87
17	KASMIN M DEVASHRAYEE				

18	At the beginning of the year	65000	1.87	1300	1.87
19	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	(*Reduction of share capital pursuant to the Scheme of Arrangement sanctioned by the Order of the Hon'ble NCLT, Ahmadabad Bench on 22.10.2018)			
20	At the end of the year	65000	1.87	1300	1.87
21	UPENDRAPRASAD DERASARI				
22	At the beginning of the year	500	0.01	10	0.01
23	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	(*Reduction of share capital pursuant to the Scheme of Arrangement sanctioned by the Order of the Hon'ble NCLT, Ahmadabad Bench on 22.10.2018)			
24	At the end of the year	500	0.01	10	0.01
25	MUKESH U DERASARI				
26	At the beginning of the year	300	0.00	06	0.00
27	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	(*Reduction of share capital pursuant to the Scheme of Arrangement sanctioned by the Order of the Hon'ble NCLT, Ahmadabad Bench on 22.10.2018)			
28	At the end of the year	300	0.00	06	0.00

**D) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS AS ON 31ST MARCH, 2019:
(OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND DRS):**

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Increase / Decrease	Reason*	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company			No. of shares	% of total shares of the company
1	MANUBHAI JIYANI	1,70,000	4.88	--	--	3,400	4.88
2	SANDEEP MAHADIK	1,50,000	4.31	--	--	3,000	4.31
3	VIJAYSINGH PADODE	50,000	1.43			1,000	1.43
4	PRAFUL GANDHI (HUF)	30,000	0.86	--	--	600	0.86
5	RAJNI KHANEJA	25,000	0.72	--	--	500	0.72
6	KAMLESH J SHROFF	15,000	0.43	--	--	300	0.43
7	NARAYAN VSWANI	10,000	0.06	--	--	200	0.30
8	VARSHA R PARIKH	8,000	0.23	--	--	160	0.23
9	MUKESH T SHROFF	35,00	0.10	--	--	70	0.10
10	FELIX PINTO	32,00	0.09	--	--	64	0.09

E) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sr. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	MAYANK DEVASHRAYEE				
2	At the beginning of the year	312500	8.98	6250	8.98
3	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	(*Reduction of share capital pursuant to the Scheme of Arrangement sanctioned by the Order of the Hon'ble NCLT, Ahmadabad Bench on 22.10.2018)			
4	At the end of the year	312500	8.98	6250	8.98
5	TRUPTI DEVASHRAYEE				
6	At the beginning of the year	277500	7.98	5550	7.98
7	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	(*Reduction of share capital pursuant to the Scheme of Arrangement sanctioned by the Order of the Hon'ble NCLT, Ahmadabad Bench on 22.10.2018)			
8	At the end of the year	277500	7.98	5550	7.98
9	KEYOOR BAKSHI				
10	At the beginning of the year	00	00	00	00
11	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	NA			
12	At the end of the year	00	00	00	00
13	BHAVIN MEHTA				
14	At the beginning of the year	00	00	00	00
15	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	NA			
16	At the end of the year	00	00	00	00

None of the Directors expect from above hold any shares in the Company.

VI. INDEBTEDNESS –

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(` in Lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0.00	0.00	0.00	0.00
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	0.00	0.00	0.00	0.00
Change in Indebtedness during the financial year				
* Addition	0.00	0.00	0.00	0.00
* Reduction	0.00	0.00	0.00	0.00
Net Change	0.00	0.00	0.00	0.00
Indebtedness at the end of the financial year				
i) Principal Amount	0.00	0.00	0.00	0.00
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	0.00	0.00	0.00	0.00

REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-
A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER:

(` in Lacs)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
	Name of Director	NIL	NIL
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL
2	Stock Option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission - as % of profit - others, specify...	NIL	NIL
5	Others, please specify 1. PF Contribution 2. Gratuity Accrued for the year (Payable at Retirement/resignation)	NIL	NIL
	Total (A)	NIL	NIL
	Ceiling as per the Companies Act 2013		5%

B. REMUNERATION TO OTHER DIRECTORS

	Particulars of Remuneration	Name of Directors Amount			Total
1	Independent Directors				
	Fee for attending board committee meetings				
	Commission				
	Others, please specify				
	Total (1)				
2	Other Non-Executive Directors				
	Fee for attending board committee meetings				
	Commission				
	Others, please specify				
	Total (2)				
	Total (B)=(1+2)	NIL	NIL	NIL	NIL
	Total Managerial Remuneration				NIL
	Overall Ceiling as per the Companies Act 2013				

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS Malay Desai	CFO	Total
1	Gross salary	Nil	2,60,000	Nil	2,60,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		Nil		Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		Nil		Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act,		Nil		Nil
2	Stock Option		Nil		Nil
3	Sweat Equity		Nil		Nil
4	Commission		Nil		Nil
	- as % of profit		Nil		Nil
	others, specify...		Nil		Nil
5	Others, please specify		Nil		Nil
	Total		2,60,000		2,60,000

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NONE
B. DIRECTORS					
Penalty	NONE				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NONE				
Punishment					
Compounding					

Place: Ahmedabad
Date: 04th September, 2019

For and on behalf of the Board

Keyoor Bakshi
Director
DIN:00133588

Kamini Bakshi
Director
DIN:01852243

ANNEXURE-III TO THE DIRECTORS REPORT**1. Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

- i. The ratio of the remuneration of each Director to the Median Remuneration of the Employees of the Company for the Financial Year 2018-19 and
- ii. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year

(` In Lacs)

Sr. No.	Name of Director/KMP and its Designation	Remuneration to the Director/KMP for the Financial Year 2018-19	Percentage increase / decrease in remuneration in the Financial Year 2018-19	Ratio of Remuneration of each Director to the Median Remuneration of Employees
1	Mr. Mayank Devashrayee (Director)	Nil	Nil	Nil
2	Mr. Keyoor Bakshi (Independent Director)	Nil	Nil	Nil
3	Mr. Bhavin Mehta (Independent Director)	Nil	Nil	Nil
4	Ms. Trupti Devashrayee (Director)	Nil	Nil	Nil
5	Malay Desai (Company Secretary & Compliance Officer)	2.60	10%	Nil

2. There were no employees covered under rule 5(2) of the Companies (Appointment and Remuneration) Rules, 2014

Place: Ahmedabad

Date: 04th September, 2019

For and on behalf of the Board

Keyoor Bakshi
Director
DIN:00133588

Kamini Bakshi
Director
DIN:01852243

ANNEXURE – IV TO THE DIRECTORS REPORT**Form No. MR – 3****Secretarial Audit Report**

For the Financial year ended on 31st March 2019

[Pursuant to section 204(1) of the Companies Act 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014]

To
The Members of
TTL Enterprises Limited
(Formerly known as Trupti Twisters Limited)
304, 3rd Floor, Shoppers Plaza -5,
Opp. Municipal Market, C G Road,
Navrangpura, Ahmedabad 380009.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by TTL Enterprises Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of TTL Enterprises Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by TTL Enterprises Limited (CIN: L17119GJ1988PLC096379) having its Registered Office at 304, 3rd Floor, Shoppers Plaza -5, Opp. Municipal Market, C G Road, Navrangpura, Ahmedabad 380009. for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not Applicable to the Company during Audit Period.)
 - (d) The Securities and Exchange Board of India (Employee Stock option Scheme and Employee Stock Purchase Scheme) Rules 1999. (Not Applicable to the Company during Audit Period.)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable to the Company during Audit Period.)

- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - (Not Applicable to the Company during Audit Period);
- (vi) No specific acts were applicable to the Company.

We have also examined compliance with following applicable clauses:

- i) Secretarial Standard issued by Institute of Company Secretaries of India.
- ii) SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, guidelines, Standards etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were usually sent seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

There were no dissenting views on any matter by the members.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has no specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

Note: This Report is to be read with Our Letter of even date which is annexed as Annexure "A" and forms an integral part of this report.

Place: Ahmedabad

Date: 25.07.2019

Viral Ranpura
Practicing Company Secretary
(ACS 28496) (COP 10361)

Annexure A to Secretarial Audit Report

To
The Members of
TTL Enterprises Limited
(Formerly known as Trupti Twisters Limited)
304, 3rd Floor, Shoppers Plaza -5,
Opp. Munciple Market, C G Road,
Navrangpura, Ahmedabad 380009.

Our Report of even date is to be read along with this Letter;

1. Maintenance of Secretarial Record is the responsibility of the management of the company. Our responsibility is to express an opinion on Secretarial Records based on our Audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of the procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Ahmedabad

Date: 25.07.2019

Viral Ranpura
Practicing Company Secretaries
(ACS 28496) (COP 10361)

ANNEXURE V – TO THE DIRECTORS REPORT**NON APPLICABILITY OF SUBMISSION OF REPORT ON CORPORATE GOVERNANCE AS PER EXEMPTION GIVEN
IN REGULATION 15 (2) (A) OF CHAPTER IV OF SEBI (LODR) REGULATIONS, 2015**

To
The Members of
TTL Enterprises Limited
(Formerly known as Trupti Twisters Limited)
304, 3rd Floor, Shoppers Plaza -5,
Opp. Municiple Market, C G Road,
Navrangpura, Ahmedabad 380009.

This is to certify that in order to comply with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with, Regulation 15 (2) (a) of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Paid up capital of the Company TTL Enterprises Limited is not exceeding Rs. 10 Crores i.e. Rs.6,96,000/- (Rupees Six Lakh Ninety Six Thousand Only) and the Net worth is less than Rs. 25 Crores i.e. Rs. (66,96,368)/- (Rupees Sixty Six Lakhs Ninety Six Thousand Three Hundred Sixty Eight only) as on the last day of the previous financial year i.e. 31st March, 2019. Therefore it is not required to submit Report on Corporate Governance.

Place: Ahmedabad
Date: 04th September, 2019

For and on behalf of the Board

Keyoor Bakshi
Director
DIN:00133588

Kamini Bakshi
Director
DIN:01852243

DECLARATION

All Board Members and Senior Management personnel have affirmed compliance with the code of conduct of Directors and Senior Management as approved by the Board.

Place: Ahmedabad
Date: : 04th September, 2019

For and on behalf of the Board

Keyoor Bakshi
Director
DIN:00133588

Kamini Bakshi
Director
DIN:01852243

CEO CERTIFICATION

To,
The Board of Directors,
TTL Enterprises Limited
(Formerly known as Trupti Twisters Limited)

We hereby certify that:

- i. We have reviewed the financial statements and the cash flow statement of the Financial Year 2018-19 and that to the best of our knowledge and belief.
 - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- ii. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violated of the Company's code of conduct.
- iii. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we hereby disclose to the Auditors and the Audit Committee that there have been no efficiencies in the design or operation of internal controls, prevailing in the company.
- iv. We hereby certify that :
 - a. There have been no significant changes in internal control during the year.
 - b. There have been no significant changes in accounting policies during the year and
 - c. No instances of fraud were observed in the Company by the management or an employee having a significant role in the company's internal control system.

Place:Ahmedabad
Date: 04th September, 2019

For and on behalf of the Board

Keyoor Bakshi
Director
DIN:00133588

INDEPENDENT AUDITOR'S REPORT

To
The Members of
TTL Enterprises Limited
(Formerly known as Trupti Twisters Limited)

Report on the Audit of the Financial Statements**Opinion**

We have audited the accompanying financial statements of TTL Enterprises Limited (Formerly Known as Trupti Twister Ltd.). ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the loss including total comprehensive income, changes in equity and the cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SA's) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. During the year under review, as per the scheme of arrangement approved by National Company Law Tribunal, Ahmedabad Bench vide their order dated 22.10.2018, the company restructured its paid up equity share capital by reduction of 98% of share capital and cancellation of equity shares on proportionate basis to adjust the debit balance of profit and loss account against such cancellation. As a result, the paid up equity share capital of the company was reduced from Rs.3,47,89,000/- to Rs.6,96,000/-. The company has complied with the provisions of Section 91 of Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued there under and all the applicable Indian Accounting Standards notified by the Central Government under the Companies Act, 2013.

These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the management for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind-AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Standards on Audit (SAs), we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by Central Government of India in terms of sub-Section (11) of section 143 of the Act, we give in "**Annexure-1**", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The Balance Sheet, Statement of Profit and Loss including Statement of other comprehensive income, Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid Ind AS financial statement comply with the Indian Accounting Standards specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules 2015, as amended;
 - e. On the basis of written representations received from the directors as on March 31, 2019, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019, from being appointed as a director in terms of section 164(2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these financial statements and the operating effectiveness of such controls, refer to our separate report in "**Annexure-2**" to this report.
 - g. In our opinion the Managerial remuneration for the year ended March 31, 2019 has been paid/ provided by the company to its directors in accordance with the provisions of Section 197 read with Schedule V to the Act.
 - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred to the Investors Education and Protection Fund by the company

Place: Ahmedabad

Date: 21.05.2019

For V. D. Shukla & Co.

Chartered Accountants

FRN: 110240W

Vimal D. Shukla

(Proprietor)

MRN: 036416

Annexure-1 to The Independent Auditors' Report to members of**TTL Enterprises Limited (Formerly Known as Trupti Twister Ltd.) for the year ended 31st March 2019**

(Referred to in Paragraph 1 under "Report on Other Legal and Regulatory Requirements" section of our report of even date on the Ind AS financial statements of the company for the year ended 31st March, 2019)

On the basis of such checks as we considered appropriate, according to the information and explanation given to us by the management and on the basis of examination of books of accounts during the course of our audit, we report that:

i. In respect of Fixed Assets

The company does not have any fixed assets so this clause does not apply to the company.

ii. In respect of Inventory

The company does not have any inventory so this clause does not apply to the company.

iii. In respect of Loans to parties covered u/s 189

According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 189 of the Companies Act, 2013. Consequently, the provisions of clauses iii (a), iii(b) and iii (c) of the order are not applicable to the Company.

iv. In respect of grant of loans u/s 185 and 186

In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

v. In respect of acceptance of deposits

The company has not accepted any deposits during the concerned financial year under section 73 to 76 or any other relevant provision of the companies act during the concerned financial year.

vi. In respect of Cost Records

We have been informed that maintenance of cost records under sub-section 1 of section 148 of the Companies Act, 2013 is not mandatory for the company and such records are maintained by the company.

vii. In respect of Statutory Dues

a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding undisputed statutory dues as on 31st of March, 2019 for a period of more than six months from the date they became payable.

b) There are no disputed statutory dues that have not been deposited on account of disputed matters pending before appropriate authorities.

viii. In respect of Default in repayment of dues to any Bank, Financial Institutions or Debenture holders

The Company has not defaulted in repayment of dues to any bank. The company has not borrowed from financial institution, government or debenture holder during the year.

ix. In respect of raising money through IPO

The Company has not raised money through initial public offer nor taken any term loan during the year. Hence, the requirement of application of funds for the purpose for which these were borrowed does not arise.

x. In respect of reporting of Fraud

No material fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

xi. In respect of Managerial Remuneration

During the year under review, the company has not paid any managerial remuneration in accordance with the requisite approvals mandated by the provisions of the section 197 read with schedule V to the companies act.

xii. In respect of the Company being a Nidhi Company

The company is not Nidhi Company, therefore provisions of clause 3 (xii) of the order are not applicable.

xiii. In respect of Related Party Transactions

The transactions with related party are in compliance with sections 177 and 188 of the Companies Act, 2013.

xiv. In respect of preferential allotment or private placement of Securities

The Company has not made any preferential allotment during the period under review.

xv. In respect of Transactions with Director or Connected Persons

The Company has not entered into non-cash transaction with directors or person connected with them during the year.

xvi. In respect of Registration u/s 45-IA of RBI

The Company is not required to be registered under section 45-IA of Reserve Bank of India Act, 1934.

Place: Ahmedabad
Date: 21.05.2019

For V. D. Shukla & Co.
Chartered Accountants
FRN: 110240W
Vimal D. Shukla
(Proprietor)
MRN: 036416

ANNEXURE 2 TO THE INDEPENDENT AUDITORS' REPORT

Referred to paragraph 2(f) of the Independent Auditor's report of even date to the members of TTL Enterprises Limited (Formerly known as Trupti Twisters Limited) for the year ended March 31, 2019

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

We have audited the internal financial controls over financial reporting of **TTL Enterprises Limited (Formerly Known as Trupti Twister Ltd.)** ("the Company") as of March 31st, 2019 in conjunction with our audit of the Standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- 1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- 3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31st, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Ahmedabad
Date: 21.05.2019

For V. D. Shukla & Co.
Chartered Accountants
FRN: 110240W
Vimal D. Shukla
(Proprietor)
MRN: 036416

Balance Sheet as at 31st March, 2019

Particulars	Note No.	31 st March, 2019	31 st March, 2018
I. ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment		-	-
(b) Capital work-in-progress		-	-
(c) Other Intangible assets		-	-
(d) Intangible assets under development		-	-
(e) Investment in Subsidiary / Associate		-	-
(h) Financial Assets		-	-
(i) Investments	2	2,00,000	2,00,000
(ii) Other Financial Assets		-	-
(j) Other Assets		-	-
Total Non - Current Assets		2,00,000	200,000
(2) Current assets			
(a) Inventories			-
(b) Financial Assets			
(i) Investments			-
(ii) Trade receivables			-
(iii) Cash and cash equivalents	3	42,807	15,633
(iv) Bank balances other than (iii) above			-
(v) Loans			-
(vi) Others Financial Assets			-
(c) Current Tax Assets (Net)			-
(d) Other current assets			-
Total Current Assets		42,807	15,633
Total Assets		2,42,807	2,15,633
II. EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity Share capital	4	6,96,000	34,789,000
(b) Other Equity	5	(72,92,368)	(40,451,842)
Total Equity		(66,96,368)	(5,662,842)
(2) Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings- Inter Corporate Deposits		-	-
(b) Provisions		-	-
(c) Deferred tax liabilities (Net)		-	-
(d) Other non-current liabilities		-	-
Total Non - Current Liabilities		-	-
(3) Current liabilities			
(a) Financial Liabilities			
(i) Borrowings		-	-
(ii) Trade payables	6	69,19,275	5,858,575
(iii) Other financial liabilities (other than those specified in item (c))		-	-
(b) Other current liabilities		-	-
(c) Provisions		-	-
(d) Current Tax Liabilities (Net)	7	19,900	19,900
Total Current Liabilities		69,39,175	5,878,475
Total Equity and Liabilities		2,42,807	2,15,633
See accompanying notes to the financial statements			

**For V. D. Shukla & Co.
Chartered Accountants
FRN: 110240W
Vimal D. Shukla
(Proprietor)
MRN: 036416**

**Place: Ahmedabad
Date: 21.05.2019**

**For and on behalf of the Board
TTL ENTERPRISES LIMITED**

**Malay Desai
Company Secretary**

**Mayank Devashryee
Director
05313186**

**Trupti Devashryee
Director
06468232**

**Place: Ahmedabad
Date: 21.05.2019**

Statement of Profit and Loss for the year ended on 31st March, 2019

(Amount in Rs.)

Particulars		Note No.	Year Ended on March, 2019	Year Ended on March, 2018
Income				
I	Revenue From Operations		-	-
II	Other Income		-	-
III	Total Income (I+II)		-	-
IV	Expenses			
	Cost of materials consumed			
	Purchases of Stock-in-Trade		-	-
	Changes in inventories of finished goods, Stock-in -Trade and work-in-progress		-	-
	Employee benefits expense		-	-
	Finance costs		-	-
	Depreciation and amortization expense		-	-
	Other expenses	8	10,33,526	43,59,932
	Total expenses (IV)		10,33,526	43,59,932
V	Profit/(loss) before exceptional items and tax (I-IV)		(10,33,526)	(43,59,932)
VI	Exceptional Items		-	-
VII	Profit/(loss) before tax (V-VI)		(10,33,526)	(43,59,932)
VIII	Tax expense:			
	(1) Current tax		-	-
	(2) Deferred tax		-	-
	(3) Adjustment of Tax for earlier years			
IX	Profit (Loss) for the period from continuing operations (VII-VIII)		(10,33,526)	(43,59,932)
X	Profit/(loss) For the Period		(10,33,526)	(43,59,932)
XI	Other Comprehensive Income			
	A (i) Items that will not be reclassified to Profit or Loss			
	(ii) Income tax relating to items that will not be reclassified to Profit or Loss			
	B (i) Items that will be reclassified to Profit or Loss			
	(ii) Income tax relating to items that will be reclassified to profit or loss			
	Total Other Comprehensive Income (XI)		(10,33,526)	(43,59,932)
XII	Total Comprehensive Income for the period (X+XI)(Comprising Profit (Loss) and Other Comprehensive Income for the period)		(10,33,526)	(43,59,932)
XIII	Earnings per equity share of Rs 10 each (For Continuing Operations)			
	(1) Basic		(0.52)	(1.25)
	(2) Diluted		(0.52)	(1.25)

XIV	Earnings per equity share (For Discontinued Operation)			
	(1) Basic		-	-
	(2) Diluted		-	-
XVIII	Earnings per equity share(For Discontinued & Continuing Operations)			
	(1) Basic		-	-
	(2) Diluted		-	-
	Significant Accounting Policies	1		
	Notes forming part of Accounts			
	See accompanying notes to the financial statements			

For V. D. Shukla & Co.
Chartered Accountants
FRN: 110240W
Vimal D. Shukla
(Proprietor)
MRN:036416

Place: Ahmedabad
Date: 21.05.2019

For and on behalf of the Board
TTL ENTERPRISES LIMITED

Malay Desai
Company Secretary

Mayank Devashryee
Director
05313186

Trupti Devashryee
Director
06468232

Place: Ahmedabad
Date: 21.05.2019

Cash Flow Statement for the year ended on 31st March 2019

	PARTICULARS	Year Ended on March, 2019		Year Ended on March, 2018	
A	CASH FLOW FROM OPERATING ACTIVITIES				
	Net Profit Before Tax		(10,33,526)		(43,59,932)
	Adjustments for:				
	Depreciation	-			
	Transfer to Reserve	-			
	Preliminary Expenses w/off	-			
	Provision for Professional Fees	-			
	Deferred Revenue Expenditure	-			
	(Profit)/loss on sale of Investments	-			
	Interest & Finance Charges	-			
	Interest on FD (Accrual)	-			
	Dividend Income	-	-		-
	Operating Profit before Working Capital Changes		(10,33,526)		(43,59,932)
	Adjustments for:				
	Decrease/(Increase) in Receivables				
	Decrease/(Increase) in Loans & Advances				
	Decrease/(Increase) in Inventories				
	Increase/(Decrease) in Payables	10,60,700	10,60,700	43,55,650	43,55,650
	Cash generated from operations		27,174		(4,282)
	Income Tax paid		-		-
	Net Cash flow from Operating activities		27,174		(4,282)
B	CASH FLOW FROM INVESTING ACTIVITIES				
	Purchase of Fixed Assets	-		-	
	Other Non Current Assets	-		-	
	Increase in Investments	-		-	
	Interest Income	-		-	
	Increase in Advances & others	-		-	
	(Profit)/loss on sale of Investments	-		-	
	Sale of Investments	-		-	
	Net Cash used in Investing activities		-		-
C	CASH FLOW FROM FINANCING ACTIVITIES				
	Proceeds from Long term Borrowings	-		-	
	(Increase) / Decrease in Long Term Loan & Advances				
	Increase in Share Capital				
	Net Cash used in financing activities		-		-
	Net increase/(Decrease) in cash & Cash Equivalents		27,174		(4,282)
	Cash and Cash equivalents as at 01.04.2018 & 01.04.2017		15,633		19,915
	Cash and Cash equivalents as at 31.03.2019 & 31.03.2018		42,807		15,633
	Cash & Cash Equivalents		As on 31.03.2019		As on 31.03.2018
	Cash in Hand		30,215		215
	Cash at Bank		12,592		15,418
	Cash & Cash equivalents as stated 31.03.2019		42,807		15,633

NOTES :

1. *The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard-3 on "Cash Flow Statement" issued by ICAI.*
2. *The previous year figures have been regrouped/restated wherever necessary to confirm to this year's classification.*

For V. D. Shukla & Co.
Chartered Accountants
FRN: 110240W
Vimal D. Shukla
(Proprietor)
MRN:036416

Place: Ahmedabad
Date: 21.05.2019

For and on behalf of the Board
TTL ENTERPRISES LIMITED

Malay Desai
Company Secretary

Mayank Devashryee
Director
05313186

Trupti Devashryee
Director
06468232

Place: Ahmedabad
Date: 21.05.2019

NOTE – 1 :

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS

1)	SIGNIFICANT ACCOUNTING POLICIES :	
1.1)	Accounting Convention:	The financial statements are prepared under the historical cost convention on the "Accrual Concept" of accountancy in accordance with the accounting principles generally accepted in India and comply with the accounting standards issued by the Institute of Chartered Accountants of India to the extent applicable and with the relevant provisions of the Companies Act, 2013.
1.2)	Disclosure of Accounting Policies :	The accounts are maintained on accrual basis as a going concern.
1.3)	Use of Estimates:	The preparation of the Financial statements requires estimates and assumption to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual result and estimates are recognized in the period in which the results are known / materialized.
1.4)	Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies :	Appropriate adjustments have been made in the accounts in conformity with the standard.
1.5)	Revenue Recognition:	
	Sales	Sales are recognized when goods are supplied and are recorded net of trade discounts, rebates, excise duty and Value Added Tax.
	Interest	Revenue is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.
1.6)	Related Party Disclosure:	Disclosure is made as per the requirement of the standard.
1.7)	Accounting for Taxes on Income:	Deferred tax resulting from "timing difference" between taxable incomes and accounting income is accounted for, using the tax rates and tax laws that have been enacted or substantially enacted as on the Balance Sheet date.
1.8)	Provisions, Contingent Liabilities and Contingent Assets:	Contingent Liabilities being a possible obligation as a result of past events the existence of which will be confirmed by the occurrence or non-occurrence of one or more future events not wholly in the control of the company. Contingent Liabilities are not recognized in the accounts.

2. FINANCIAL ASSETS – INVESTMENTS

Particulars	31st March, 2019	31st March, 2018
NAKODA TEXTILE IND.LTD.	2,00,000	2,00,000
Total	2,00,000	2,00,000

3. CASH AND CASH EQUIVALENTS

Particulars	31st March, 2019	31st March, 2018
Balance with Banks in Current Accounts	12,592	15,418
Cash on Hand	30,215	215
Total	42,807	15,633

4. SHARE CAPITAL

Particulars	31st March, 2019	31st March, 2018
Authorised		
35,00,000 Equity Share (P.Y. 35,00,000 Equity Shares) of par value of Rs. 10 each	3,50,00,000	3,50,00,000
	3,50,00,000	3,50,00,000
Issued Share Capital		
Equity Share Capital at the beginning of the accounting period 69,600 (Previous Year 34,80,000) equity shares of Rs.10 each fully paid up	6,96,000	3,48,00,000
	6,96,000	3,48,00,000
Subscribed & Paid-up Capital		
Equity Share Capital at the beginning of the accounting period 69,600 (Previous Year 34,78,900) equity shares of Rs.10 each fully paid up	6,96,000	3,47,89,000
Total	6,96,000	3,47,89,000

The reconciliation of the number of Equity Shares outstanding as at 31.03.2019 and 31.03.2018 is set out below:

Particulars	31 st March, 2019		31 st March, 2018	
	No of Shares	Share Value	No. of Shares	Share Value
Number of shares at the beginning of the year	34,80,000	34,80,0000	34,80,000	3,48,00,000
Add: Shares issued during the year	-	-	-	-
Less: Reduction during the year	(34,10,400)	(3,41,04,000)	-	-
Number of shares at the end of the year	69,600	6,96,000	34,80,000	3,48,00,000

The details of shareholder holding more than 5% Equity Shares:

Name of Share Holders	31 st March, 2019		31 st March, 2018	
	No. of shares	Amount	No. of shares	Amount
Mayank Devashrayee	6,250	62,500	3,12,500	31,25,000
Trupti Devashrayee	5,550	55,500	2,77,500	27,75,000
Mayank Devashrayee (HUF)	5,200	52,000	2,60,000	26,00,000

5. OTHER EQUITY

Particulars	31st March, 2019	31st March, 2018
Retained Earnings		
As per Last year accounts	(4,04,51,842)	(3,60,91,910)
Add : Surplus during the year	(10,33,526)	(43,59,932)
	(40,451,842)	(40,451,842)
Add : Reduction during the year	3,40,93,000	
Less : Redemption Reserve for Non Convertible Preference Shares	-	-
As per Last year accounts	-	-
	(73,92,368)	(40,451,842)
Total	(73,92,368)	(40,451,842)

6. TRADE PAYABLES

Particulars	31st March, 2019	31st March, 2018
Trade Payables	69,19,275	58,58,575
Total	69,19,275	58,58,575

Notes:

- Balances of Creditors are subject to confirmation and reconciliation, if any and they are stated in the Balance Sheet if realized in the ordinary course of business. The provision for all known liabilities is adequate and not in excess of the amount reasonably necessary.
- The company has not received information from the suppliers regarding their status under The Micro, Small & Medium Enterprises Development Act, 2006. Hence, disclosures, if any relating to amounts unpaid as at the balance sheet date together with interest paid or payable as per the requirement under the said Act, have not been made.

7. CURRENT TAX LIABILITIES

Particulars	31st March, 2019	31st March, 2018
Current Tax Payable	19,900	19,900
Total	19,900	19,900

8. ADMINISTRATION & OTHERS EXPENSES

Particulars	2018-19 Rs.	2017-18 Rs.
Audit Fees	8,500	8,500
Advertisement Exp	25,471	5,093
Bank Charges	650	708
Bonus Exp	18,000	15,000
CDSL/ NSDL Fees	78,217	58,710
Legal And Professional Fees	-	765
Misc. Exp	2,500	1,600
Office Expenses	-	-
Out of Pocket Expenses	-	-
Postage and Courier Expenses	-	-
Revocation Fees	-	35,40,000
ROC and BSE Filling Fees	5,78,928	5,76,671
Salary Expense	2,26,000	1,46,000
Stationery and Printing Expenses	89,340	2,135
Website Maintenance Exp	5,920	4,750
TOTAL	10,33,526	43,59,932

9. The Debit and Credit balances of debtors, creditors, loans and advances are subject to confirmation and reconciliation.

10. Earning Per Share

rs	Particulars	2018-19	2017-18
	Basic		
	Profit attributable to equity shareholders	Rs (10,33,526)	(43,59,932)
	Nominal Value of equity share	Rs. 10	10
	Weighted average number of ordinary equity shares -For Basic EPS	Nos. 19,85,030	34,78,900
	Basic EPS	Rs. (0.52)	(1.25)
	Diluted EPS	Rs. (0.52)	(1.25)

11. Figures have been rounded off to the nearest rupee.

For V. D. Shukla & Co.
Chartered Accountants
FRN: 110240W
Vimal D. Shukla
Proprietor
Mem. No.: 036416
Place- Ahmedabad
Date- 21.05.2018

Malay Desai
Company Secretary

Mayank Devashrayee
Director
DIN: 05313186

For TTL Enterprises Limited

Trupti Devashrayee
Director
DIN:06468232
Place- Ahmedabad
Date- 21.05.2018

TTL ENTERPRISES LIMITED**(Formerly known as Trupti Twisters Limited)**

304, 3rd Floor, Shoppers Plaza-5,
 Opp. Municipal Market, C.G. Road,
 Navarangpura, Ahmedabad,
 Email id: truptitwister@gmail.com
 Website: www.truptitwisters.com
CIN: L17119GJ1988PLC096379

ATTENDANCE SLIP

This attendance slip duly filled in is to be handed over at the entrance of the meeting hall.

For Demat Shares

For physical Shares

DP ID:	Regd. Folio No:
Client ID:	Nos. of shares held:

Full Name of the Member attending: _____

Name of the Proxy : _____

(To be filled in if proxy has been duly deposited with the Company)

I, hereby record my presence at the Annual General Meeting of the company to be held on Monday 30th September, 2019 at 11.00 a.m. at 306, Sarthik Complex, Nr. Iscon Cross Roads, Satellite, Ahmedabad -380015

 (Members' / Proxy's signature)

(To be signed at the time of handing over this slip)

*Persons attending the Annual General Meeting are required to bring their Annual Report.

TTL ENTERPRISES LIMITED
(Formally Known as Trupti Twisters Limited)

CIN - L17119GJ1988PLC096379

Regd. Office: 304/3rd Floor, Shoppers Plaza – 5, Nr. 5. Govt. Soc. Opp. Municipal Market, C.G Road, Navarngpura, Ahmedabad – 380 009.

Email Id: truptitwister@gmail.com

Contact No: +91 9408271797

Annual General Meeting – 30th September 2019

Form MGT-11

PROXY FORM

[Pursuant to section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies

(Management and Administration) Rules, 2014]

Name of the member (s): _____
Registered address: _____
E-mail Id: _____
Folio No. / Client Id: _____
DP Id: _____

I/ We, being the member of _____ Equity shares of Pervasive Commodities Limited, hereby appoint:

Name:	Email id:
Address:	Signature:

Or failing him / her

Name:	Email id:
Address:	Signature:

Or failing him / her

Name:	Email id:
Address:	Signature:

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Annual General Meeting** of the Company, to be held on the Monday 30th September, 2019 at 11.00 a.m. at 306, Sarthik Complex, Nr. Iscon Cross Roads, Satellite, Ahmedabad - 380015, and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Sr. No	Resolution	Vote – Refer Note 4		
		For	Against	Abstain
1	Adoption of the Financial Statements of the Company and reports of the Auditors and the Directors thereon.			
2	Reappointment of Mr. Keyoor Bakshi, a Director liable to retire by Rotation.			
3	Re-Appointment of M/s V D Shukla & Co., Chartered Accountant, Ahmedabad as Statutory Auditor for FY 2019 20.			
4.	Appointment of Mrs. Kamini Bakshi as Additional Director of the Company			

Signed this _____ day of _____, 2019

Signature of Member(s)

Signature of Proxy Holder

Affix Revenue Stamp of not less than Re. 1/-
--

Notes:

1. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the 31st Annual General Meeting.
2. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
3. A Proxy need not be a member of the Company.
4. It is optional to indicate your preference. If you leave 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in any manner as he/she may deem appropriate.

TTL ENTERPRISES LIMITED
(Formally Known as Trupti Twisters Limited)
CIN - L17119GJ1988PLC096379

Regd. Office: 304/3rd Floor, Shoppers Plaza – 5, Nr. 5. Govt. Soc. Opp. Municipal Market, C.G Road, Navarngpura, Ahmedabad – 380 009.

Email Id: truptitwister@gmail.com

Contact No: +91 9408271797

Form MGT-12

BALLOT FORM

Sr. No.

(To be returned to Scrutinizer appointed by the Company)

1. Name and Registered address of the Sole-First named Shareholder	
2. Name(s) of the Joint Shareholders	
3. Registered Folio No / Client ID No.* (In case of Holding in Demat Form)	
4. Number of shares held	

I/We hereby exercise my / our vote in respect of the ordinary / special resolutions to be passed through Postal Ballot for the Business stated in Notice of the Company by sending my/our Assent or Dissent to the said resolution by placing the tick mark(✓) at the appropriate box below:

Sr. No	Description	Type of Resolution	No. of Shares Held	Please mark the tick	
				I/We assent to the Resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Adoption of the Financial Statements of the Company and reports of the Auditors and the Directors thereon.	Ordinary Resolution			
2.	Reappointment of Mr. Keyoor Bakshi, a Director liable to retire by Rotation.	Ordinary Resolution			
3.	Re-Appointment of M/s V D Shukla & Co., Chartered Accountant, Ahmedabad as Statutory Auditor for FY 2019 20.	Ordinary Resolution			
4.	Appointment of Mrs. Kamini Bakshi Additional Director of the Company.	Special Resolution			

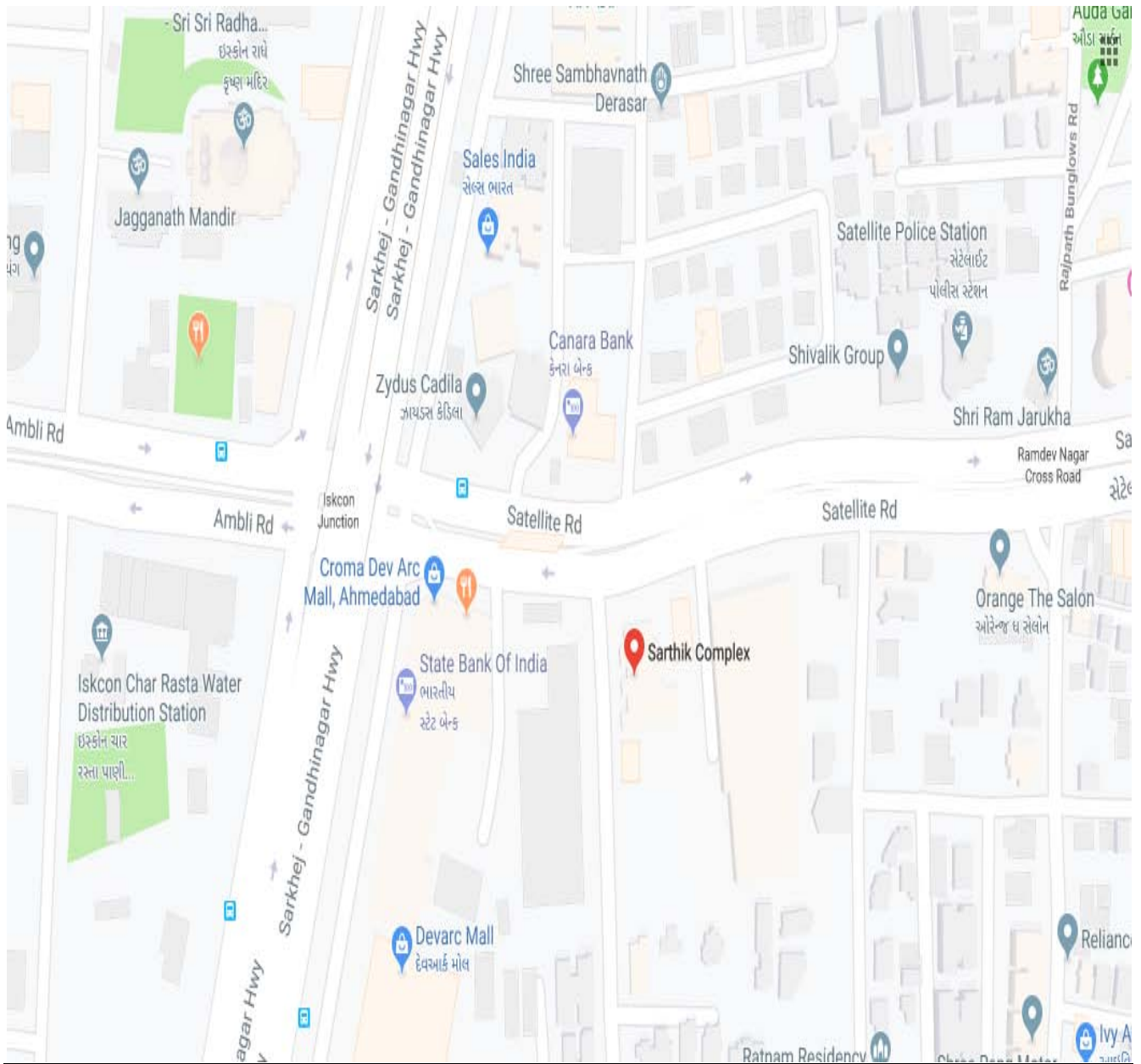
Place: Ahmedabad

Date:

Signature of Member/Beneficial owner

Venue of Annual General Meeting

Office No. 306, Sarthik Complex, Nr. Iscon Cross Roads, Satellite, Ahmedabad -380015



BOOK POST

To,

If undelivered please return to:

TTL ENTERPRISES LIMITED

(Formerly known as Trupti Twisters Limited)

304, 3rd Floor, Shoppers Plaza-5,

Opp. Municipal Market, C.G. Road,

Navarangpura, Ahmedabad - 380009

Gujarat, India.