

# **TTL Enterprises Limited**

(Formally Known as Trupti Twisters Limited)

CIN - L17119GJ1988PLC096379

**Regd. Office:** 1118, Fortune Business Hub, Nr. Satyamev Elysiym, Science City Road,  
Sola, Ahmedabad-380060

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

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Contact No: +91-9998952293

## **NOTICE OF 35<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 35<sup>th</sup> Annual General Meeting of the Members of **TTL Enterprises Limited** (Formerly Known as Trupti Twisters Limited) will be held on **Saturday, 30<sup>th</sup> September, 2023** at **11:00 AM** at the Registered Office of the Company situated at **1118, Fortune Business Hub, Nr. Satyamev Elysiym, Science City Road, Sola, Ahmedabad-380060, Gujarat**, to transact the following business:

### **ORDINARY BUSINESS:**

#### **ITEM NO 1: ADOPTION OF FINANCIAL STATEMENTS**

To receive, consider and adopt the financial statements of the company including audited balance sheet as at 31st march, 2023, statement of profit and loss and cash flow statement for the year ended on 31st march, 2023 together with the directors' report and the auditors' report thereon.

#### **ITEM NO 2: TO APPOINT MS. BHAGYASHRI BRIJESHKUMAR RAJGOR AS A DIRECTOR, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFER HERSELF FOR RE-APPOINTMENT**

**“RESOLVED THAT**, Ms Bhagyashri Brijeshkumar Rajgor [DIN: 09673623], who retires by rotation and being eligible offers herself for re-appointment be and hereby re-appointed as Director of the Company liable to retire by rotation.

#### **ITEM NO.3: TO APPROVE THE APPOINTMENT OF STATUTORY AUDITORS AND FIXING OF THEIR REMUNERATION.**

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

**“RESOLVED THAT**, pursuant to the provisions of Sections 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **M/S V S S B & ASSOCIATES**, Chartered Accountants (Firm Registration No-121356W) 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 2028 of the Company, on a remuneration as may be mutually agreed upon by the Board of Directors and the Auditors.

**RESOLVED FURTHER THAT**, any of the Directors and the Company Secretary of the company be and are hereby severally authorized to certify and make available true copy of the forgoing resolution to anyone including but not limited to any statutory authority, if concerned or deemed interest in the matter.”

**SPECIAL BUSINESS:**

**ITEM NO 4. TO APPROVE RELATED PARTY TRANSACTION(S) WITH RAJGOR CASTOR DERIVATIVES LIMITED (ASSOCIATE COMPANY) FOR VARIOUS TRANSACTIONS DURING FY 2023-24**

**To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution**

"**RESOLVED THAT**, pursuant to the Section 188 of Companies Act,2013 read with rules made thereunder and the Company's policy on Related Party Transaction(s), consent of the members of the company be and is hereby accorded to the Board of Directors of the company to enter into contracts /arrangement(s)/transaction(s) with Rajgor Castor Derivatives Limited (an Associate Company), a related party within the meaning of Section 2(76) of the Act for purchase and sale of Edible and non-edible oil seeds, edible and nonedible oil, DOC, High proteins and other agri products and transactions on such terms and conditions as the Board of directors may deem fit, up to a maximum aggregate value of Rs. 20 crore each for financial year 2023-2024 provided that the said contract(s) /arrangements/ transactions shall be at arm's length basis and in the ordinary course of business.

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

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

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

**ITEM NO 5. TO APPROVE RELATED PARTY TRANSACTION(S) WITH RAJGOR PROTEINS LIMITED (ASSOCIATE COMPANY) FOR VARIOUS TRANSACTIONS DURING FY 2023-24**

**To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution.**

"**RESOLVED THAT**, pursuant to the Section 188 of Companies Act,2013 read with rules made thereunder and the Company's policy on Related Party Transaction (s), consent of the members of the company be and is hereby accorded to the Board of Directors of the company to enter into contracts /arrangement(s)/transaction(s) with Rajgor Proteins Limited (an Associate Company), a related party within the meaning of Section 2(76) of the Act for purchase and sale of Edible and non-edible oil seeds, its derivatives, agri commodities and other products and transactions on such terms and conditions as the Board of directors may deem fit, up to a maximum aggregate value of Rs. 50.crore each for financial year 2023-2024, provided that the said contract(s) /arrangements/ transactions shall be at arm's length basis and in the ordinary course of business.

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

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

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

**ITEM NO 6. TO APPROVE RELATED PARTY TRANSACTION(S) WITH RAJGOR AGRO LIMITED (ASSOCIATE COMPANY) FOR VARIOUS TRANSACTIONS DURING FY 2023-24**

**To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution.**

"**RESOLVED THAT**, pursuant to the Section 188 of Companies Act, 2013 read with rules made thereunder and the Company's policy on Related Party Transaction (s), consent of the members of the company be and is hereby accorded to the Board of Directors of the company to enter into contracts /arrangement(s)/transaction(s) with Rajgor Agro Limited (an Associate Company), a related party within the meaning of Section 2(76) of the Act for purchase and sale of Edible and non-edible oil seeds, edible and non-edible oil, DOC, High proteins and other agri products and other transactions like leasing and subleasing of any premises/properties/place on such terms and conditions as the Board of directors may deem fit, up to a maximum aggregate value of Rs. 100 crore each for financial year 2023-2024, provided that the said contract(s) /arrangements/ transactions shall be at arm's length basis and in the ordinary course of business.

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

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

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

**ITEM NO 7. TO APPROVE RELATED PARTY TRANSACTION(S) WITH RAJGOR INDUSTRIES PRIVATE LIMITED (ASSOCIATE COMPANY) FOR VARIOUS TRANSACTIONS DURING FY 2023-24**

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

**"RESOLVED THAT**, pursuant to the Section 188 of Companies Act,2013 read with rules made thereunder and the Company's policy on Related Party Transaction (s), consent of the members of the company be and is hereby accorded to the Board of Directors of the company to enter into contracts /arrangement(s)/transaction(s) with Rajgor Industries Private Limited (an Associate Company), a related party within the meaning of Section 2(76) of the Act for purchase and sale of Edible and non-edible oil seeds, its derivatives and agri commodities and other products and transactions on such terms and conditions as the Board of directors may deem fit, up to a maximum aggregate value of Rs. 50 crore each for financial year 2023-2024, provided that the said contract(s) /arrangements/ transactions shall be at arm's length basis and in the ordinary course of business.

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

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

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

**ITEM NO 8. TO APPROVE RELATED PARTY TRANSACTION(S) WITH EXAOIL REFINERY LIMITED (ASSOCIATE COMPANY) FOR VARIOUS TRANSACTIONS DURING FY 2023-24**

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

**"RESOLVED THAT**, pursuant to the Section 188 of Companies Act,2013 read with rules made thereunder and the Company's policy on Related Party Transaction(s), consent of the members of the company be and is hereby accorded to the Board of Directors of the company to enter into contracts /arrangement(s)/transaction(s) with Exaoil Refinery Limited (an Associate Company), a related party within the meaning of Section 2(76) of the Act for purchase and sale of Edible and non-edible oil seeds, its derivatives and agri commodities and other products and transactions on such terms and conditions as the Board of directors may deem fit, up to a maximum aggregate value of Rs. 50.crore each for financial

year 2023-2024 provided that the said contract(s) /arrangements/ transactions shall be at arm's length basis and in the ordinary course of business.

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

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

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

**ITEM NO 9: APPOINTMENT MR. VASANTKUMAR SHANKARLAL RAJGOR [DIN: 08745707], BY APPOINTING HIM AS MANAGING DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the members of the Company be and is hereby accorded for the appointment of Mr. Vasantkumar Shankarlal Rajgor [DIN: 08745707], as Managing Director of the Company with effect from 02<sup>nd</sup> September, 2023 and his appointment as Managing Director of the Company be and is hereby made for a period of 3 (three) years and who is liable for retire by rotation and the remuneration payable to him in the capacity of Managing Director for the period commencing from 02<sup>nd</sup> September, 2023 until the expiration of his tenure by 01<sup>st</sup> September, 2026 on the following terms and conditions until further revision is made:

- A) **Tenure** : From 02<sup>nd</sup> September, 2023 to 01<sup>st</sup> September, 2026.
- B) **Salary** : Salary plus allowances with different breakup be revised and payable monthly/yearly basis within overall limit of yearly package not exceeding Rs. 6,00,000/-, subject to ceiling of the managerial remuneration under the Companies Act, 2013 and rules made thereunder, for each year.
- C) The company shall provide the Managing Director with rent free furnished accommodation or otherwise accommodation or house rent allowance in lieu thereof together with reimbursement of expenses for utilization of Gas, Electricity, Water charges;

- D)** The Managing Director shall be entitled to participate in provident fund, gratuity fund or such other schemes for the employees, which the company may establish from time to time.
- E) Perquisites:** In addition to the salary, the said Director shall be eligible for the following perquisites, which shall not be included in the computation of ceiling of remuneration specified hereinabove.
- (i) Encashment of leave at the end of the tenure.
  - (ii) Medical Reimbursement: Expenses incurred for self and his family subject to a ceiling of Rs. 24,000/- per year or Rs. 72,000/- over a period of three years.
  - (iii) Motor Car for official use and purpose shall be provided by the Company and entitled for expenses for Driver and fuel reimbursement shall be made.
  - (iv) Free Telephone Facility
  - (v) Reimbursement of all actual cost, charges, expenses incurred in course of Company's business.
  - (vi) In addition to above, the said Director shall be entitled to all other perquisites and benefits as applicable to the Executive Directors of the Company as per the existing rules and policies of the HR Department of the Company.
- F) Performance Linked Bonus:**

In addition to the Salary, Benefits, Perquisites and Allowances, Mr. Vasantkumar Shankarlal Rajgor may be paid such remuneration by way of annual performance linked bonus. This performance linked bonus would be payable subject to the achievement of certain performance criteria and such other parameters as may be considered appropriate from time to time by the Board. An indicative list of factors that may be considered for determination of the extent of the Performance Linked Bonus by the Board are:

- Company performance on certain defined qualitative and quantitative parameters as may be decided by the Board from time to time,
- Industry benchmarks of remuneration,
- Performance of the individual.

**RESOLVED FURTHER THAT**, notwithstanding anything herein, where in any financial year during the tenure of Mr. Vasantkumar Shankarlal Rajgor, the Company incurs a loss or its profits are inadequate, the Company shall pay to him the above remuneration by way of salary, perquisites and others as a minimum remuneration subject to the limits specified under Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), or such other limits as may be prescribed by the Government from time to time as maximum remuneration and in the event, such minimum remuneration is in excess of the ceiling, if any, prescribed under Schedule V to the Act, the Company shall seek the permission of Shareholders as may be necessary in accordance with the provisions governing the payment of remuneration in force at the relevant point of time.

**RESOLVED FURTHER THAT**, the appointment is terminable by one months' notice or by payment of one months' salary in lieu thereof by either party.

**RESOLVED FURTHER THAT**, the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) and the Company Secretary of the Company be and are hereby authorised severally to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to the above resolution."

**ITEM NO 10: RE-DESIGNATION OF MR. BRIJESHKUMAR VASANTLAL RAJGOR [DIN: 08156363], FROM THE POST OF MANAGING DIRECTOR TO THE EXECUTIVE DIRECTOR OF THE COMPANY.**

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

**“RESOLVED THAT**, Mr. Brijeshkumar Vasantlal Rajgor [DIN: 08156363], who was re-designated from Managing Director to the Executive Director on the Board of Directors meeting held on 2<sup>nd</sup> September, 2023 subject to the approval of shareholders in forthcoming Annual General Meeting, pursuant to Section 196,197 and 203 of the Companies Act, 2013 and all other applicable provisions, if any (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013 and rule 7 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to such other consent, approvals and permissions if any needed .Mr. Brijeshkumar Vasantlal Rajgor[ DIN: 08156363] be and is hereby appointed as the Executive Director of the Company, and he is liable for retire by rotation, on the terms and conditions of the said appointment as it may deem fit.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorised to take all the necessary steps or procedures to bring in effect the said resolution.”

**Registered Office:**

Office No. 1118, Fortune Business Hub  
Nr Satyamev Elysium,  
Science City Road, Sola  
Ahmedabad-380060, Gujarat, India

**By Order of the Board  
For TTL Enterprises Limited  
(Formerly Known as Trupti Twister Limited)**

**Sd/-  
Shagun Rathi  
Company Secretary  
& Compliance Officer**

**Date: 2<sup>nd</sup> September, 2023  
Place: Ahmedabad, Gujarat**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF  
THE COMPANIES ACT, 2013:**

**SPECIAL BUSINESS:**

**Item No. 4:**

**Context:**

The estimated value of the contract(s)/arrangement(s)/transaction(s) exceeds the threshold limit of 10% of the annual turnover i.e. 11,69,25,886/- as per the latest financial statement of the company for FY 2022-23, resulting in a material related party transaction. To ensure uninterrupted operation, approval of the shareholders is being sought, for entering into related party transactions with Rajgor Castor Derivatives Limited for a maximum aggregate value of Rs. 20 crores for the financial year 2023-24

**Background and Details of the Transaction**

In order to sustain quality standards and ease of customer reach, in the best interest of the company and its stakeholders, some of the transactions of the company pertain to sales and purchase of goods and materials related to Edible and Non-Edible Oil Seeds, Edible and Non-Edible Oil, DOC, High Proteins etc. with Rajgor Castor Derivatives Limited. Considering the prevailing market trend this transaction will continue in the year 2023-24 also.

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

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

**Approval Sought**

The estimated maximum aggregate value of the transaction with RCDL for the financial year 2023-24 is expected to be Rs.20 Crores which would breach the materiality threshold of 10% of the annual turnover of the company i.e. Rs. 11,69,25,886 as per latest audited financial statements of the company for FY 2022-23. Hence, to ensure uninterrupted operation of the company, it is proposed to secure shareholders' approval for the related party contract(s)/ arrangement(s)/transaction(s) to be entered into with RCDL for a maximum aggregate value of Rs. 20 crores for the financial year 2023-24.

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

| Sr. No. | Particulars               | Remarks                           |
|---------|---------------------------|-----------------------------------|
| 1       | Name of the Related Party | Rajgor Castor Derivatives Limited |



|   |   |  |
|---|---|--|
| 2 | Name of the Director or KMP who is related  | <ul style="list-style-type: none"> <li>• Mr. Brijeshkumar Rajgor, Director of the Company is also the Managing Director of RCDL.</li> <li>• Mr. Vasantkumar Rajgor, Managing Director of the company is also an Executive Director of RCDL.</li> <li>• Mr. Mahesh Rajgor Director of RCDL is brother of Mr. Vasantkumar Shankarlal Rajgor.</li> <li>• Ms. Shivangi Gajjar, Independent Director of the Company is also Independent Director of Rajgor Castor Derivatives Limited.</li> </ul> |
| 3 | Nature of Relationship  | Rajgor Castor Derivatives Limited is an Associate Company  |
| 4 | Nature, material terms, monetary value and particulars of the contract or arrangement                     | The transaction involves the purchase and sale of materials related to Edible and Non-Edible Oil Seeds, Edible and Non-Edible Oils, DOC, High Proteins etc. for a maximum aggregate value of Rs. 20 crores during FY 2023-24   |
| 5 | Any other information relevant or important for the members to take a decision on the proposed resolution | All important information forms part of the statement setting out material facts pursuant to Section 102(1) of the companies act, 2013 which has been mentioned in the foregoing paragraph   |

Except Mr. Brijesh Rajgor, Ms. Bhagyashri Rajgor and Vasantlal S Rajgor Directors of the Company and their relatives none the other Directors, KMP's and shareholders are concerned or interested in the Resolution.

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

#### **Item No 5.**

##### **Context:**

The estimated value of the contract(s)/arrangement(s)/transaction(s) exceeds the threshold limit of 10% of the annual turnover i.e. Rs. 11,69,25,886/- as per the latest financial statement of the company for FY 2022-23, resulting in a material related party transaction. To ensure uninterrupted operation, approval of the shareholders is being sought, for entering into related party transactions with Rajgor Proteins Limited for a maximum aggregate value of Rs. 50 crores for the financial year 2023-24

##### **Background and Details of the Transaction**

In order to sustain quality standards and ease of customer reach, in the best interest of the company and its stakeholders, some of the transactions of the company pertain to sales and purchase of goods and materials related to Edible and Non-Edible Oil Seeds, its derivatives and agri-commodities etc. with Rajgor Proteins Limited. Considering the prevailing market trend this transaction will continue in the year 2023-24 also.

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

- TTL is engaged into the Trading of Edible and Non Edible Oils, Oil Seeds, its derivatives and agri-commodities etc. RPL also engaged into the same line of Business involved into the Manufacturing and Trading of Edible and Non Edible oil, Oil Seeds, its derivatives and agri-commodities.
- TTL will purchase and sales its produces with RPL which involved into the same line of activity.

### Approval Sought

The estimated maximum aggregate value of the transaction with RPL for the financial year 2023-24 is expected to be Rs.50 Crores which would breach the materiality threshold of 10% of the annual turnover of the company i.e. 11,69,25,886/- as per latest audited financial statements of the company for FY 2022-23. Hence, to ensure uninterrupted operation of the company, it is proposed to secure shareholders' approval for the related party contract(s)/ arrangement(s)/transaction(s) to be entered into with RPL for a maximum aggregate value of Rs. 50 crores for the financial year 2023-24.

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

| Sr. No. | Particulars   | Remarks  |
|---------|---|--|
| 1       | Name of the Related Party   | Rajgor Proteins Limited  |
| 2       | Name of the Director or KMP who is related  | <ul style="list-style-type: none"> <li>• Mr. Brijeshkumar Rajgor, Director of the Company is the brother of Director Rahulkumar Vasantlal Rajgor of Rajgor Proteins Limited.</li> <li>• Mr. Vasantkumar Shankarlal Rajgor Director of the Company is the father of the Mr. Rahulkumar Vasantlal Rajgor Director of Rajgor Proteins Limited.</li> </ul> |
| 3       | Nature of Relationship  | Rajgor Proteins Limited is an Associate Company  |
| 4       | Nature, material terms, monetary value and particulars of the contract or arrangement                     | The transaction involves the purchase and sale of materials related to Edible and Non-Edible Oil Seeds, Edible and Non-Edible Oils, its derivatives and agri-commodities etc. for a maximum aggregate value of Rs. 50 crores during FY 2023-24   |
| 5       | Any other information relevant or important for the members to take a decision on the proposed resolution | All important information forms part of the statement setting out material facts pursuant to Section 102(1) of the companies act, 2013 which has been mentioned in the foregoing paragraph   |

Except Mr. Brijesh Rajgor, Ms. Bhagyashri Rajgor and Vasantkumar Shankarlal Rajgor Directors of the Company and their relatives none the other Directors, KMP's and other shareholders are concerned or interested in the Resolution.

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

**Item No 6:****Context:**

The estimated value of the contract(s)/arrangement(s)/transaction(s) exceeds the threshold limit of 10% of the annual turnover i.e. Rs.11,69,25,886/- as per the latest financial statement of the company for FY 2022-23, resulting in a material related party transaction. To ensure uninterrupted operation, approval of the shareholders is being sought, for entering into related party transactions with Rajgor Agro Limited for a maximum aggregate value of Rs. 100 crores for the financial year 2023-24

**Background and Details of the Transaction**

In order to sustain quality standards and ease of customer reach, in the best interest of the company and its stakeholders, some of the transactions of the company pertain to sales and purchase of goods and materials of Edible and non-edible oil seeds, edible and non-edible oil, DOC, High proteins and other agri products and leasing and sub-leasing of the office premises, property with Rajgor Agro Limited. Considering the prevailing market trend this transaction will continue in the year 2023-24 also.

**Rationale/ Benefits of Dealing with Rajgor Agro Limited (RAL)**

- TTL is engaged into the Trading of Edible and Non Edible Oils, Oil Seeds, its derivatives and other agri commodities. RAL also engaged into the same line of Business involved into the Manufacturing and Trading of Non Edible oil, Oil Seeds, its derivatives and agri commodities.
- TTL will purchase and sales its produces with RAL which involved into the same line of activity.

**Approval Sought**

The estimated maximum aggregate value of the transaction with RAL for the financial year 2023-24 is expected to be Rs.100 crores which would breach the materiality threshold of 10% of the annual turnover of the company i.e. Rs. 11,69,25,886/-as per latest audited financial statements of the company for FY 2022-23. Hence, to ensure uninterrupted operation of the company, it is proposed to secure shareholders' approval for the related party contract(s)/ arrangement(s)/transaction(s) to be entered into with RAL for a maximum aggregate value of Rs. 100 crores for the financial year 2023-24.

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

| Sr. No. | Particulars                                | Remarks   |
|---------|--|---|
| 1       | Name of the Related Party                  | Rajgor Agro Limited   |
| 2       | Name of the Director or KMP who is related | <ul style="list-style-type: none"><li>• Mr. Brijeshkumar Rajgor, Director of the Company is also the Director of Rajgor Agro Limited.</li><li>• Mrs Bhagyashri Vasantlal Rajgor, Director of the Company is also the Director of Rajgor Agro Limited and wife of Mr. Brijeshkumar Rajgor.</li><li>• Mrs. Induben Rajgor, Director of the RAL is the mother of Mr Brijeshkumar V. Rajgor.</li><li>• Mr. Vasantkumar Shankarlal Rajgor Director of the company is also the father of Mr. Brijeshkumar Vasantlal Rajgor Director</li></ul> |

|   |   |   |
|---|---|---|
|   |   | of RAL and RCDL and Husband of Mrs. Induben Rajgor, Director of RAL   |
| 3 | Nature of Relationship  | Rajgor Agro Limited is an Associate Company.  |
| 4 | Nature, material terms, monetary value and particulars of the contract or arrangement                     | The transaction involves the purchase and sale of materials related to Edible and Non-Edible Oil Seeds, Edible and Non-Edible Oils, its derivatives and etc. for a maximum aggregate value of Rs.100 crores during FY 2023-24 |
| 5 | Any other information relevant or important for the members to take a decision on the proposed resolution | All important information forms part of the statement setting out material facts pursuant to Section 102(1) of the companies act, 2013 which has been mentioned in the foregoing paragraph                                    |

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

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

#### **Item No 7:**

##### **Context:**

The estimated value of the contract(s)/arrangement(s)/transaction(s) exceeds the threshold limit of 10% of the annual turnover i.e. Rs. 11,69,25,886/- as per the latest financial statement of the company for FY 2022-23, resulting in a material related party transaction. To ensure uninterrupted operation, approval of the shareholders is being sought, for entering into related party transactions with Rajgor Industries Private Limited for a maximum aggregate value of Rs. 50 crores for the financial year 2023-24.

##### **Background and Details of the Transaction**

In order to sustain quality standards and ease of customer reach, in the best interest of the company and its stakeholders, some of the transactions of the company pertain to sales and purchase of goods and materials related to Edible and Non-Edible Oil Seeds, Edible and Non-Edible Oil, its derivatives and agri-commodities etc. with Rajgor Industries Private Limited. Considering the prevailing market trend this transaction will continue in the year 2023-24 also.

##### **Rationale/ Benefits of Dealing with Rajgor Industries Private Limited (RIPL)**

- TTL is engaged into the Trading of Edible and No Edible Oils, Oil Seeds, its derivatives and other agri commodities . RIPL also engaged into the same line of Business involved into the Trading of Non Edible oil, Oil Seeds, its derivatives and other agri commodities.
- TTL will purchase and sales its produces with RIPL which involved into the same line of activity.

##### **Approval Sought**

The estimated maximum aggregate value of the transaction with RIPL for the financial year 2023-24 is expected to be Rs.50 Crores which would breach the materiality threshold of 10% of the annual turnover of the company i.e. Rs. 11,69,25,886/- as per latest audited financial statements of the company for FY 2022-23. Hence, to ensure uninterrupted operation of the company, it is proposed to secure shareholders'

approval for the related party contract(s)/ arrangement(s)/transaction(s) to be entered into with RIPL for a maximum aggregate value of Rs. 50 crores for the financial year 2023-24.

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

| Sr. No. | Particulars   | Remarks   |
|---------|---|---|
| 1       | Name of the Related Party   | Rajgor Industries Private Limited   |
| 2       | Name of the Director or KMP who is related  | <ul style="list-style-type: none"> <li>• Mr. Vasantkumar Rajgor Director of the Company is also the Director of the RIPL.</li> <li>• Mr. Vasant Rajgor Director of the Company is brother of Mr. Mahesh Rajgor, Director of RIPL.</li> <li>• Mr. Vasantkumar Rajgor, Director of the RIPL and RCDL is father of Mr. Brijeshkumar Rajgor Director of the Company.</li> </ul> |
| 3       | Nature of Relationship  | Rajgor Industries Private Limited is an Associate Company   |
| 4       | Nature, material terms, monetary value and particulars of the contract or arrangement                     | The transaction involves the purchase and sale of materials related to Edible and Non-Edible Oil Seeds, Edible and Non-Edible Oils, its derivatives and agri-commodities for a maximum aggregate value of Rs. 50 crores during FY 2023-24   |
| 5       | Any other information relevant or important for the members to take a decision on the proposed resolution | All important information forms part of the statement setting out material facts pursuant to Section 102(1) of the companies act, 2013 which has been mentioned in the foregoing paragraph  |

Except Mr. Brijesh Rajgor, Ms. Bhagyashri Rajgor and Mr. Vasant Rajgor Directors of the Company and their relatives none the other Directors, KMP's and shareholders are concerned or interested in the Resolution.

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

#### **Item No 8:**

##### **Context:**

The estimated value of the contract(s)/arrangement(s)/transaction(s) exceeds the threshold limit of 10% of the annual turnover i.e. Rs. 11,69,25,886/- as per the latest financial statement of the company for FY 2022-23, resulting in a material related party transaction. To ensure uninterrupted operation, approval of the shareholders is being sought, for entering into related party transactions with Exaoil Refinery Limited for a maximum aggregate value of Rs. 50 crores for the financial year 2023-24.

## Background and Details of the Transaction

In order to sustain quality standards and ease of customer reach, in the best interest of the company and its stakeholders, some of the transactions of the company pertain to sales and purchase of goods and materials related to Edible and Non-Edible Oil Seeds, Edible and Non-Edible Oil, its derivatives and agri-commodities etc. with Exaoil Refinery Limited. Considering the prevailing market trend this transaction will continue in the year 2023-24 also.

### Rationale/ Benefits of Dealing with Exaoil Refinery Limited (ERL)

- TTL is engaged into the Trading of Edible and No Edible Oils, Oil Seeds, its derivatives and agri-commodities etc. ERL also engaged into the same line of Business involved into the Manufacturing and Trading of Non Edible oil, Oil Seeds, its derivatives and agri-commodities etc
- TTL will purchase and sales its produces with ERL which involved into the same line of activity.

### Approval Sought

The estimated maximum aggregate value of the transaction with ERL for the financial year 2023-24 is expected to be Rs.50 Crores which would breach the materiality threshold of 10% of the annual turnover of the company i.e. Rs.11,69,25,886/- as per latest audited financial statements of the company for FY 2022-23. Hence, to ensure uninterrupted operation of the company, it is proposed to secure shareholders' approval for the related party contract(s)/ arrangement(s)/transaction(s) to be entered into with ERL for a maximum aggregate value of Rs. 50 crores for the financial year 2023-24.

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

| Sr. No. | Particulars   | Remarks   |
|---------|---|---|
| 1       | Name of the Related Party   | Exaoil Refinery Limited   |
| 2       | Name of the Director or KMP who is related  | <ul style="list-style-type: none"><li>• Mr. Brijeshkumar Rajgor, Director of the Company is the brother of Director Rahulkumar Vasantlal Rajgor of ERL.</li><li>• Mr. Vasantkumar Rajgor, Director of the Company is father of Mr. Rahulkumar Rajgor Director of ERL.</li></ul> |
| 3       | Nature of Relationship  | Exaoil Refinery Limited is an Associate Company   |
| 4       | Nature, material terms, monetary value and particulars of the contract or arrangement                     | The transaction involves the purchase and sale of materials related to Edible and Non-Edible Oil Seeds, Edible and Non-Edible Oils, its derivatives and agri-commodities etc. for a maximum aggregate value of Rs. 50 crores during FY 2023-24.                                 |
| 5       | Any other information relevant or important for the members to take a decision on the proposed resolution | All important information forms part of the statement setting out material facts pursuant to Section 102(1) of the companies act, 2013 which has been mentioned in the foregoing paragraph  |

Except Mr. Brijesh Rajgor, Ms. Bhagyashri Rajgor and Vasantkumar Rajgor Directors of the Company and their relatives none the other Directors, KMP's and shareholders are concerned or interested in the Resolution.

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

**ITEM 9:**

**Appointment Mr. Vasantkumar Shankarlal Rajgor [DIN: 08745707], by appointing him as Managing Director of the company**

Mr.Vasantkumar Shankarlal Rajgor [DIN: 08745707], was appointed as the Managing Director with effect from 2<sup>nd</sup> September, 2023 for a period of three years subject to approval of shareholders in next Annual General Meeting of the Company will be held on 30<sup>th</sup> September, 2023. The terms and conditions of the appointment are set out in a draft Appointment letter to be issued to Mr.Vasantkumar Shankarlal Rajgor[DIN: 08745707] by the Company. The Board is of the opinion that the appointment and presence of Mr.Vasantkumar Shankarlal Rajgor[DIN: 08745707]on the Board as the Managing will be desirable, beneficial and in the best interest of the Company. The Board recommends the resolution set out in item no. 9 of the accompanying Notice for approval and adoption of the Members.

The Board of Directors of the Company (“the Board”) at its meeting held on 02<sup>nd</sup> September,2023 has, subject to the approval of members appointed Mr. **Vasantkumar Shankarlal Rajgor** as the Managing Director of the Company for a period of 3 (three) years from 02<sup>nd</sup> September, 2023, on the terms and conditions including remuneration as recommended by the Board (which shall include any committee formed for this purpose thereof) at its Meeting. It is proposed to seek the members’ approval for the appointment of Mr. Vasantkumar Shankarlal Rajgor as a Managing Director of the Company and the remuneration payable to him in his capacity as Managing Director, in terms of the applicable provisions of the Act as mentioned in the Resolutions mentioned under item No. 9 of the Notice.

Mr. Vasantkumar Shankarlal Rajgor is Graduate and have nearly 8 years of rich experience in general management and operations. In view of the current business scenario and the future expansions the company and to have him continued services for the smooth business operations and future growth of the company, it is proposed to appoint Mr. Vasantkumar Shankarlal Rajgor as the Managing Director of the Company.

The Board at its meeting dated 02<sup>nd</sup> September,2023 appointed Mr. Vasantkumar Shankarlal Rajgor as Managing Director of the Company, for a period of 3 years at a salary of Rs. 6,00,000/- (Rupees Six Lakhs only) per annum subject to the approval of members.

The Board of Directors (which term shall be deemed to include any committee of the Board constituted to exercise its powers) can alter and vary the terms and conditions of appointment and/or remuneration, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modifications or re-enactment thereof.

Keeping in view the experience of Mr. Vasantkumar Shankarlal Rajgor and utilising his expertise for the the growth of the Company, the Board of Directors of the Company have recommended the appointment of Mr. Vasantkumar Shankarlal Rajgor on the following terms for the period of three years from 02<sup>nd</sup> September,2023 to 01<sup>st</sup> September,2026 as provided in Schedule V of the Companies Act, 2013:

**Period of appointment:** From 02<sup>nd</sup> September,2023 to 01<sup>st</sup> September,2026

**Remuneration:** In consideration of performance of duties, the company shall pay to the Managing Director of the Company as under during the contention of her tenure:

**Salary:** Up to Rs. 6,00,000 /- (Rupees Six Lakhs only) per annum with the authority to the Board of Directors (including its Committee thereof) to vary/alter the remuneration in terms of Schedule V and other applicable provisions if any, of the Companies Act, 2013. Subject to Section 197, 198, Schedule V of the Companies Act, 2013, any subsequent increase in remuneration beyond the limits as stated herein shall be done by way of passing a special resolution in a general meeting of the members of the Company.

**Perquisites:**

Mr. Vasantkumar Shankarlal Rajgor Managing Director shall be entitled to perquisites like rent free residential furnished or otherwise accommodation or house rent allowance in lieu thereof together with reimbursement of expenses for utilization of Gas, Electricity, Water, reimbursement of medical expenses incurred in India or abroad (including insurance premium for medical and hospitalization policy) for self and family, leave travel concession for self and her family including dependents, Children education allowance, club fees, premium towards personal accident insurance premium and other payments in nature of benefits, perquisites and allowances as per rules of the Company subject to a ceiling of 10% of annual salary per annum.

“Family” covers the spouse, the dependent children, and dependent parents of Managing Director.

In the computation of the ceiling on remuneration the following perquisites shall not be included:

- (1) Encashment of leave at the end of the tenure.
- (2) Medical Reimbursement: Expenses incurred for self and her family subject to a ceiling of Rs. 24,000/- per year or Rs. 72,000/- over a period of three years.
- (3) Motor Car for official use and purpose shall be provided by the Company and entitled for expenses for Driver and fuel reimbursement shall be made.
- (4) Free telephone at the residence.
- (5) Reimbursement of all actual cost, charges, expenses incurred in course of Company's business.
- (6) In addition to above, the said Director shall be entitled to all other perquisites and benefits as applicable to the Executive Directors of the Company as per the existing rules and policies of the HR Department of the Company.

**OVERALL REMUNERATION:**

The aggregate of the remuneration payable to Managing Director by way of Salary and perquisites in any financial year shall not exceed the limit prescribed under section 197 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 as amended from time to time.

**MINIMUM REMUNERATION**

In the event where the company has no profit or its profits are inadequate in any financial year during the currency of tenure of service of Managing Director, the remuneration by way of Salary and perquisites as mentioned above shall be paid to her as minimum remuneration subject to the limit as prescribed in section II of Part II of Schedule V of the Companies Act, 2013 or any statutory amendments, modifications or re-enactment thereof for the time being in force.

**NATURE OF DUTIES & POWERS:**

Mr. Vasantkumar Shankarlal Rajgor, Managing Director, shall look after the day-to-day management and business affairs of the Company and He shall have substantial powers of management of the company. Subject to superintendence, control and directions of the Board of Directors He shall exercise such other powers as may be assigned, granted and entrusted to her by the Board of Directors of the Company from time to time for the proper performance, discharge and execution of her duties and responsibilities.

The position may be terminated by the Company or by Managing Director by giving one-month prior notice in writing.

According to the provisions of Schedule V of the Companies Act, 2013, In case the companies doesn't earn sufficient profit or there is inadequate profit, resolution shall be passed for the remuneration payable to the



Managing director for the period not exceeding three years, hence the remuneration payable to Mr. Vasantkumar Shankarlal Rajgor is proposed to be fixed for the period not exceeding three years.

**Information required under Section II, Part II of Schedule V of the Companies Act, 2013**

**I. GENERAL INFORMATION:**

**Nature of Industry:**

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

**1. Date of Commencement of Commercial production:**

Not applicable as the company has already undertaken commercial activities long back.

**2. Financial Performance of the Company:**

(In Rs.)

| Particulars   | 31-03-2023   | 31-03-2022 | 31-03-2021 |
|---|--------------|------------|------------|
|   | Audited      | Audited    | Audited    |
| Sales and Other Income  | 11,69,25,886 | 0.00       | 0.00       |
| Profit before Depreciation, Interest and Tax but after Prior Period Items | 47,87,086    | (8,93,542) | (7,27,354) |
| Depreciation/Amortization   | 0.00         | 0.00       | 0.00       |
| Interest and Finance Charges  | 0.00         | 0.00       | 0.00       |
| Profit (Loss) before Exceptional Items and Tax                            | 47,87,086    | (8,93,542) | (7,27,354) |
| Exceptional Gain (Loss)   | 9,48,000     | 0.00       | 0.00       |
| Profit (Loss) before tax  | 38,39,086    | (8,93,542) | (7,27,354) |

**3. Foreign Earning, investments or collaborations:**

|     |   |     |
|-----|---|-----|
| (a) | The Foreign Exchange earned during the FY_2022-23 | NIL |
| (b) | The Foreign Exchange outgo during the FY_2022-23  | NIL |

**II. INFORMATION ABOUT THE APPOINTEE: MR. VASANTKUMAR SHANKARLAL RAJGOR**

| S.N. | Particulars                               | Details  |
|------|---|--|
| 1.   | Background details, Recognition awards or | He is associated with the Company on 2 <sup>nd</sup> September, 2023 by the Board of Directors in their meeting held on 2 <sup>nd</sup> September, 2023 as Managing Director for a period of three years subject to the approval of shareholders in General Meeting. |

|    |   |   |
|----|---|---|
| 2. | Past remuneration   | NIL   |
| 3. | Job Profile & Responsibility  | He is responsible for overall day to day management of the Company under the supervision and control of the Board of Directors of the Company.  |
| 4. | Remuneration proposed   | <p><b>Remuneration:</b> In consideration of performance of duties, the company shall pay to the Managing Director as under during the contention of her tenure:</p> <p><b>Salary:</b> Upto Rs. 6,00,000/- (Rupees Six Lakh only) per annum with the authority to the Board of Directors (including its Committee thereof) to vary/alter the remuneration in terms of Schedule V and other applicable provisions if any, of the Companies Act, 2013. Subject to Section 197, 198, Schedule V of the Companies Act, 2013, any subsequent increase in remuneration beyond the limits as stated herein shall be done by way of passing a special resolution in a general meeting of the members of the Company.</p> <p><b>Perquisites:</b> Mr.Vasantkumar Shankarlal Rajgor Managing Director shall be entitled to perquisites like rent free residential furnished or otherwise accommodation or house rent allowance in lieu thereof together with reimbursement of expenses for utilization of Gas, Electricity, Water, reimbursement of medical expenses incurred in India or abroad (including insurance premium for medical and hospitalization policy) for self and family, leave travel concession for self and his family including dependents, Children education allowance, club fees, premium towards personal accident insurance premium and other payments in nature of benefits, perquisites and allowances as per rules of the Company subject to a ceiling of 10% of annual salary per annum.</p> <p>“Family” covers the spouse, the dependent children, and dependent parents of Managing Director.</p> <p>In the computation of the ceiling on remuneration the following perquisites shall not be included:<br/> 1) Contribution to Provident fund or Superannuation or Annuity fund and Gratuity as per the Rules of the Company."<br/> 2) Leave and encashment of un availed leave as per the Rules of the Company.</p> <p><b>Other Amenities:</b> The following amenities shall not be considered as perquisites: -<br/> Free use of the Company's Car with Driver for the Business of the Company.<br/> Free telephone at the residence.<br/> Reimbursement of all actual cost, charges, expenses incurred in course of Company's business.</p> |
| 5. | Comparative remuneration profile with respects to industry, size of the | Considering the size of the Company’s operation the proposed remuneration is well within the general industry trends  |

|    |  |   |
|----|--|---|
|    | Company, profile of position and person  |   |
| 6. | Pecuniary relationship, directly or indirectly, with the Company or relationship with the managerial personnel, if any | Mr.Vasantlal Shankarlal Rajgor is Managing Director of the Company. |

### III. OTHER INFORMATION:

#### Reason of loss or inadequate profits

The Company has not incurred loss.

#### Steps taken or proposed to be taken for improvement

The Management is looking new opportunity in Agro related product. The Company undertook several steps aimed at lowering the overheads and aligning resources with current levels of operations. The Company will remain committed to generating superior returns for its stakeholders. The Company continued to right size its employee base to current level of operations. The Company continues to focus on product innovation, upholding of its high-quality standards, increase in its cost competitiveness and on widening of its distribution network.

Above steps are expected to positively impact the Company's operations in the near to medium term.

#### Expected increase in productivity and profits in measurable terms

The Management has adopted focused and aggressive business strategies in all spheres of functions to improve the sales and profitability of the Company. Considering the present business scenario, the Company is expecting increase in revenue and profitability. The Management is confident of keeping a higher growth ratio in the period to come.

As per the provisions of the Companies Act 2013, as amended the Board seeks the member's approval by way of a special resolution.

This resolution together with the explanatory statement may also be treated and construed to be Memorandum setting terms of appointment as specified under Section 190 of the Companies Act, 2013.

A copy of the Board Resolution and other documents appointing Mr.Vasantlal Shankarlal Rajgor, as the Managing Director referred to in the resolution will be available for inspection at the registered office of the Company on all working days except Saturday, Sunday and public holiday between 10.00 a.m. to 07:00 p.m. up to the date of the meeting.

Except Mr Vasantkumar S Rajgor, Mr. Brijeshkumar V Rajgor and Mrs. Bhagyashri Rajgor , and their relatives, none of the other Directors, Key Managerial Persons and their relatives are concerned or interested, financially or otherwise in this resolution.

#### **Details of Director seeking Appointment at the General Meeting as per requirements of Secretarial Standard 2 (SS-2)**

| <b>Particulars</b>   | <b>Information</b>   |
|--|--|
| Name   | Mr. Vasantkumar Shankarlal Rajgor  |
| Age  | 58 Years   |
| Qualification  | Graduate   |
| Experience   | 8 Years  |
| Terms and conditions of appointment  | As set out in the resolution   |
| Remuneration sought to be paid   | As set out in the resolution   |
| Remuneration last drawn  | Nil  |
| Date of first appointment on the board   | 02/09/2023   |
| Shareholding in the company  | NIL  |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the Company | Related to all the Executive and Non-executive non-independent directors |
| Number of Meetings of the Board attended during the year                                     | NIL  |
| Other Directorships, Membership/Chairmanship of Committees of other Boards                   | NIL  |

**Item No 10: Re-designation of Mr Brijeshkumar Vasantlal Rajgor [DIN: 08156363], from Managing director to the Executive director of the Company.**

Mr. Brijeshkumar Vasantlal Rajgor [DIN: 08156363], was re-designated as the Executive Director with effect from 2<sup>nd</sup> September, 2023 subject to approval of shareholders in next Annual General Meeting of the Company will be held on 30<sup>th</sup> September, 2023. The terms and conditions of the appointment are set out in a draft Appointment letter to be issued to Mr. Brijeshkumar Vasantlal Rajgor [DIN: 08156363] by the Company. The Board is of the opinion that the appointment and presence of Mr. Brijeshkumar Vasantlal Rajgor [DIN: 08156363] on the Board as the Managing will be desirable, beneficial and in the best interest of the Company. The Board recommends the resolution set out in item no. 10 of the accompanying Notice for approval and adoption of the Members.

None of the other Directors or Key Managerial Personnel of the Company and their respective relatives except Mr. Brijeshkumar Vasantlal Rajgor himself, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

**Registered Office:**

Office No. Office No. 1118, Fortune Business Hub  
Nr Shabri Water Works, S.G. Highway, Bodakdev  
Ahmedabad-380054, Gujarat

**By Order of the Board  
For TTL Enterprises Limited  
(Formerly Known as Trupti Twisters Limited)**

Sd/-  
**Shagun Rathi**  
**Company Secretary  
& Compliance Officer**

**Date: 2<sup>nd</sup> September, 2023**  
**Place: Ahmedabad, Gujarat.**

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

|  |   |  |
|--|---|--|
| Name of Director                             | Vasantkumar Shankarlal Rajgor   | Brijeshkmar Vasantlal Rajgor   |
| Date of first appointment                    | 2 <sup>nd</sup> September,2023  | Re-designation from Managing Director to Executive director w.e.ef 2 <sup>nd</sup> September,2023  |
| Term of Appointment                          | Appointed for a period of Three (3) years commences from 2 <sup>nd</sup> September,2023 to 1 <sup>st</sup> September,2026   | Re-designation w.e.f 2 <sup>nd</sup> September,2023  |
| Brief profile                                | <p>He is having vast experience in Trading and Manufacturing of Agro and related Businesses.</p> <p>In addition to the above he looks after the organization development, strategic policies and operations of our Company.</p> | <p>He is having vast experience in Trading and Manufacturing of Agro and related Businesses.</p> <p>In addition to the above he is also dealing with a range of external stakeholders including the Company's key client groups ,within the industry and business support at local ,regional and national levels in addition to the Company's board,</p> |
| Directorship/ Partnership in other companies | <p>2 (Two) Companies as mentioned below:</p> <p>01.) M/s Rajgor Castor Derivatives Limited</p> <p>02.) M/s Rajgor Industries Private Limited</p>  | <p>2 (Two) Companies as mentioned below:</p> <p>01.) M/s Rajgor Castor Derivatives Limited</p> <p>02.) M/s Rajgor Agro Limited</p>   |
| No. of shares held in the Company            | NIL   | NIL  |
| DIN  | 08745707  | 08156363   |

## Notes to Annual General Meeting

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 Statement pursuant to section 102 of Companies act 2013 and /or Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2016 with regard to Explanatory Statement is herewith annexed to this notice
5. In terms of section 124 of the Act, the amount of dividend not encashed or claimed within 7 years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund (IEPF) established by the Government. Members who have not encashed their dividend warrants are requested to approach the Company for payment. Further, pursuant to the provisions of section 124 of the Act and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“IEPF Rules”), all shares on which dividend has not been paid or claimed for seven consecutive years or more are required to be transferred to the Demat Account of the IEPF Authority. Hence Members are requested to claim their Unclaimed Dividend expeditiously failing which their shares shall be transferred to the Demat Account of IEPF Authority and no claim shall lay against the Company. The Members thereafter need to claim their shares from IEPF Authority by filing IEPF Form-5 and by following such procedures as prescribed therein.
6. Nomination facility is available for the Members as per section 72 of the Act. As a Member of the Company, you have an option to nominate any person as your nominee to whom your shares shall vest in the unfortunate event of your death. It is advisable to avail this facility especially by the Members who currently hold shares in their single name. Nomination can avoid the process of acquiring any right in shares through transmission by law. In case of nomination for the shares held by the joint holders, such nomination will be effective only on death of all the holders. In case the shares are held in dematerialised form, the nomination form needs to be forwarded to your Depository Participant (DP)
7. Trading in equity shares of the Company is compulsorily in dematerialised mode by all the Members. Also, as per provisions of Listing Regulations, transfer of listed securities shall not be processed unless the securities are in dematerialized form. This measure is aimed at curbing fraud and manipulation risk in physical transfer of securities by unscrupulous entities. Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares.
8. With a view to conserve natural resources, we request Members to update and register their email addresses with their DPs or RTA, as the case may be, to enable the Company to send communications including Annual Report, Notices, Circulars, etc. electronically. Members may register their email addresses by writing to the Registrar and Share Transfer agent of the Company, M/s Skyline Financial Services Private Limited.

9. Members who hold shares in physical form in multiple folios, in identical names or joint holding in the same order of names, are requested to send the share certificates to the RTA, for consolidation of such multiple folios into a single folio.
10. The SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs in case the shares are held by them in electronic form and to RTA in case the shares are held by them in physical form
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, PAN, mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to RTA in case the shares are held by them in physical form.
12. All documents referred to in the Notice along with the Statutory Registers maintained by the Company as per the Act will be available for inspection in electronic mode up to the date of the AGM of the Company. Members seeking to inspect such documents can send an email to [truptitwister@gmail.com](mailto:truptitwister@gmail.com)
13. Members may note that the Notice and Annual Report will also be available on the Company's website i.e., [www.ttlent.com](http://www.ttlent.com), websites of the Stock Exchanges i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of National Securities Depository Limited (NSDL).
14. In terms of section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations and MCA Circulars, the Company has provided the e-voting facility through NSDL. This facility is being provided to Members holding shares in physical or dematerialized form, as on the cut-off date to exercise their right to vote by electronic means on any or all of the business specified in the accompanying Notice. The information and other instructions regarding remote e-voting and e-voting at AGM are detailed in Note No. 20 and 21 respectively
15. M/s Dharti Patel & Associates, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner
16. The results shall be declared by the Chairperson or a person so authorised by him in writing on receipt of consolidated report from Scrutinizer. The results declared along with Scrutinizer's Report shall be placed on the Company's website i.e., [www.ttlent.com](http://www.ttlent.com) and shall also be communicated to the stock exchanges where the shares of the Company are listed
17. The resolutions shall be deemed to have been passed on the date of the AGM, subject to the same being passed with requisite majority
18. The Register of Members of the company will remain closed from September 23<sup>rd</sup>, 2023 to September 30<sup>th</sup>, 2023 (both days inclusive) in connection with ensuing Annual General Meeting for Financial Year 2022-23
19. 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, 22<sup>nd</sup> September 2023.
20. **Voting process and other instructions regarding Remote E Voting**

**The voting period commences on Wednesday, 27<sup>th</sup> September, 2023 at 09.00 am (IST) and shall end on Friday, 29<sup>th</sup> September 2023 at 05.00 pm (IST). 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 22<sup>nd</sup> September 2023 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.**

## How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

### Step 1: Access to NSDL e-Voting system





#### A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders  | Login Method  |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser bytyping the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold</li></ol> |



|   |   |
|---|---|
|   | <p>with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>                       |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> </ol> |

|   |  |
|---|--|
|   | <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>                |
| <p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

| <b>Login type</b>  | <b>Helpdesk details</b>  |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000                    |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33 |

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below:

| <b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b> | <b>Your User ID is:</b>   |
|---|---|
| a) For Members who hold shares in demat account with NSDL.            | 8 Character DP ID followed by 8 Digit Client ID<br><br>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.   |
| b) For Members who hold shares in demat account with CDSL.            | 16 Digit Beneficiary ID<br><br>For example if your Beneficiary ID is 12***** then your user ID is 12*****   |
| c) For Members holding shares in Physical Form.                       | EVEN Number followed by Folio Number registered with the company<br><br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csdhartipatel@gmail.com](mailto:csdhartipatel@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [truptionwister@gmail.com](mailto:truptionwister@gmail.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [truptionwister@gmail.com](mailto:truptionwister@gmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**Registered Office:**

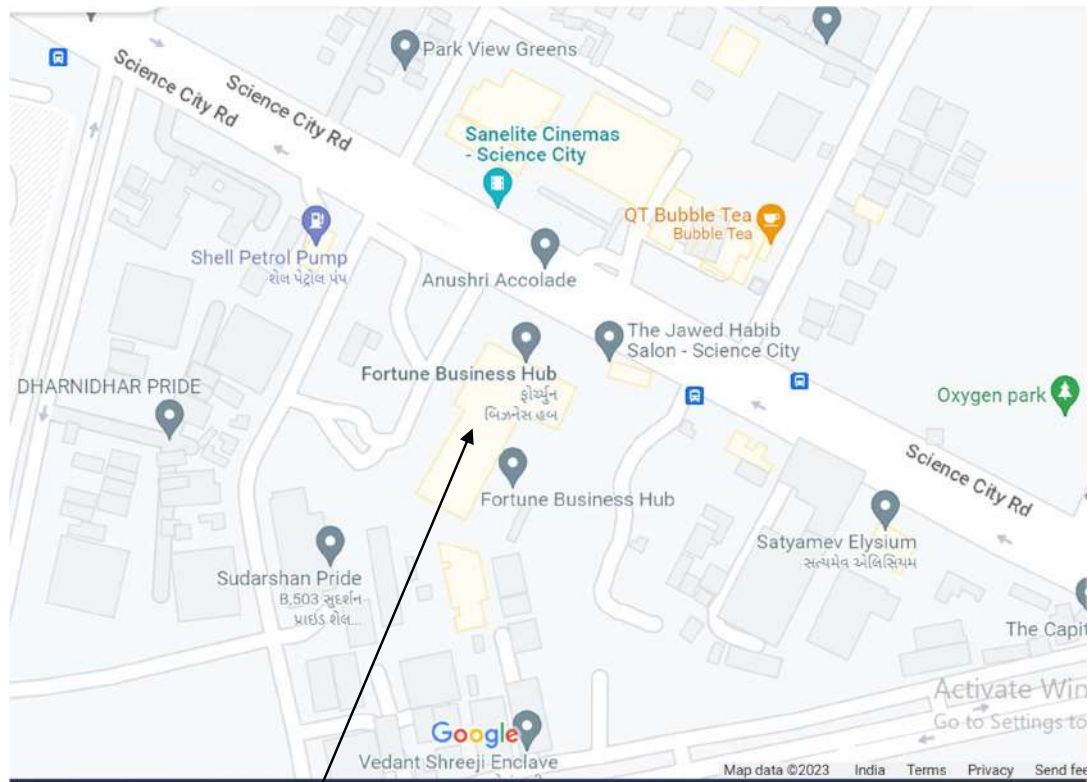
Office No. 1118, Fortune Business Hub  
Nr Satyamev Elysium,  
Science City Road, Sola  
Ahmedabad-380060, Gujarat, India

**By Order of the Board  
For TTL Enterprises Limited**  
(Formerly Known as Trupti Twister Limited)

**Date: 2<sup>nd</sup> September, 2023**  
**Place: Ahmedabad, Gujarat**

**Sd/-  
Shagun Rathi  
Company Secretary  
& Compliance Officer**

## ROUTE MAP OF VENUE OF GENERAL MEETING



### **REGISTERED OFFICE:**

TTL ENTERPRISE LIMITED  
1118, FORTUNE BUSINESS HUB,  
NEAR SATYAMEV ELYSIYM,  
SCIENCE CITY ROAD, SOLA,  
AHMEDABAD, GUJARAT 380060.

# TTL Enterprises Limited

(Formally Known as Trupti Twisters Limited)

CIN - L17119GJ1988PLC096379

Regd. Office: 1118, Fortune Business Hub, Nr. Satyamev Elysium, Science City Road, Sola, Ahmedabad-380060

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

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

Contact No: +91-9998952293

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

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

I/ We hereby exercise my/our vote in respect of the following resolutions to be passed for the business stated in the Notice of the Annual General Meeting dated September 30<sup>th</sup>, 2023, by conveying my/ our assent or dissent to the resolutions by placing tick (v) mark in the appropriate box below:

| Resolution No.            | Resolutions  | Optional |         |
|---------------------------|--|----------|---------|
|                           |  | For      | Against |
| <b>Ordinary Business:</b> |  |          |         |
| 1.                        | Adoption of Financial statements. (Ordinary Resolution)  |          |         |
| 2.                        | To appoint Ms Bhagyashri Brijeshkumar Rajgor as a Director, who retires by rotation and being eligible, offer herself for re-appointment (Ordinary Resolution)       |          |         |
| 3.                        | To approve the appointment of Statutory Auditors and fixing of their remuneration (Ordinary Resolution)  |          |         |
| <b>Special Business:</b>  |  |          |         |
| 4.                        | To approve Related Party Transaction(s) with Rajgor Castor Derivatives Limited (Associate Company) for various transactions during FY 2023-24 (Special Resolution)   |          |         |
| 5.                        | To approve Related Party Transaction(s) with Rajgor Proteins Limited (Associate Company) for various transactions during FY 2023-24 (Special Resolution)             |          |         |
| 6.                        | To approve Related Party Transaction(s) with Rajgor Agro Limited (Associate Company) for various transactions during FY 2023-24 (Special Resolution)                 |          |         |
| 7.                        | To approve Related Party Transaction(s) with Rajgor Industries Private Limited (Associate Company) for various transactions during FY 2023-24 (Special Resolution)   |          |         |
| 8.                        | To approve Related Party Transaction(s) with Exaol Refinery Limited (Associate Company) for various transactions during FY 2023-24 (Special Resolution)              |          |         |
| 9.                        | Appointment Mr. Vasantkumar Shankarlal Rajgor [DIN: 08745707], by appointing him as Managing Director of the company (Special Resolution)                            |          |         |
| 10.                       | Re-designation of Mr Brijeshkumar Vasantlal Rajgor [DIN: 08156363], from the post of Managing director to the Executive director of the Company (Special Resolution) |          |         |



**Place:**

\_\_\_\_\_  
**Signature of the Member**

**Date:**

**Or**

**Authorised Representative**

**Notes:**

- i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
- ii) Last date for receipt of Assent/ Dissent Form: September 29<sup>th</sup>, 2023 (5.00 pm IST)
- iii) Please read the instructions printed overleaf carefully before exercising your vote.

**General Instructions**

1. Shareholders have option to vote either through e-voting i.e., electronic means or to convey assent/dissent. If a shareholder has opted for physical Assent/Dissent Form, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through physical assent/dissent form and e-voting, then vote cast through e-voting shall be treated as valid.
2. Voting through physical assent/ dissent form cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization, as stated below.

**Instructions for voting physically on Assent / Dissent Form**

1. A member desiring to exercise vote by Assent/ Dissent should complete this (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, at their cost to reach the Scrutinizer at the registered office of the Company on or before the close of working hours i.e., 5.00 p.m. on Friday 29<sup>th</sup> September, 2023. All Forms received after this date will be strictly treated as if the reply from such Member has not been received.
2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies etc.) the completed Assent/ Dissent Form should be accompanied by a certified copy of the relevant Board Resolution/ appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
4. The consent must be accorded by recording the assent in the column "FOR" or dissent in the column "AGAINST" by placing a tick mark (V) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.
5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. There will be one Assent/ Dissent Form for every folio / Client id irrespective of the number of joint holders.
7. A member may request for a duplicate Assent/ Dissent Form, if so required and the same duly completed should reach the Scrutinizer not later than the specified under instruction No.1 above.
8. Members are requested not to send any other paper along with the Assent / Dissent Form. They are also requested not to write anything in the Assent/ Dissent form except giving their assent or dissent and putting their signature. If any such other paper is sent the same will be destroyed by the Scrutinizer.
9. The Scrutinizers decision on the validity of the Assent/ Dissent Form will be final and binding.
10. Incomplete, unsigned or incorrectly ticked Assent/ Dissent Forms will be rejected.

# TTL Enterprises Limited

(Formally Known as Trupti Twisters Limited)

CIN - L17119GJ1988PLC096379

Regd. Office: 1118, Fortune Business Hub, Nr. Satyamev Elysiym, Science City Road, Sola, Ahmedabad-380060

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

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

Contact No: +91-9998952293

Proxy form

Form No. MGT-11

[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. /DP ID and Client ID: ..... |

I/We, being the member (s) of ..... shares of the above-named Company, hereby appoint:

(1) Name: \_\_\_\_\_ Address: \_\_\_\_\_

Email Id: \_\_\_\_\_ Signature: \_\_\_\_\_

(2) Name: \_\_\_\_\_ Address: \_\_\_\_\_

Email Id: \_\_\_\_\_ Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35<sup>th</sup> Annual General Meeting of the Company, to be held on Saturday 30<sup>th</sup> September, 2023 at 11:00 A.M at Office No. 1118, Fortune Business Hub, Nr. Satyamev Elysiym, Science City Road, Sola, Ahmedabad-380060 and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

| Ordinary Business |  |
|-------------------|--|
| 1.                | Adoption of financial statements. (Ordinary Resolution)  |
| 2.                | To appoint Ms. Bhagyashri Brijeshkumar Rajgor as a Director, who retires by rotation and being eligible, offer herself for re-appointment (Ordinary Resolution)      |
| 3.                | To approve the appointment of Statutory Auditors and fixing of their remuneration (Ordinary Resolution)  |
| Special Business  |  |
| 4.                | To approve Related Party Transaction(s) with Rajgor Castor Derivatives Limited (Associate Company) for various transactions during FY 2023-24 (Special Resolution)   |
| 5.                | To approve Related Party Transaction(s) with Rajgor Proteins Limited (Associate Company) for various transactions during FY 2023-24 (Special Resolution)             |
| 6.                | To approve Related Party Transaction(s) with Rajgor Agro Limited (Associate Company) for various transactions during FY 2023-24 (Special Resolution)                 |
| 7.                | To approve Related Party Transaction(s) with Rajgor Industries Private Limited (Associate Company) for various transactions during FY 2023-24 (Special Resolution)   |
| 8.                | To approve Related Party Transaction(s) with Exaoil Refinery Limited (Associate Company) for various transactions during FY 2023-24 (Special Resolution)             |
| 9.                | Appointment Mr.Vasantkumar Shankarlal Rajgor [DIN: 08745707], by appointing him as Managing Director of the company(Special Resolution)                              |
| 10.               | Re-designation of Mr Brijeshkumar Vasantlal Rajgor [DIN: 08156363], from the post of Managing director to the Executive director of the Company (Special Resolution) |

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2023

\_\_\_\_\_  
Signature of Proxy Shareholders

\_\_\_\_\_  
Signature of Shareholder

**Notes:**

1. 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.
2. Notwithstanding the above, Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.