

# **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

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## **NOTICE OF 36<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 36<sup>th</sup> Annual General Meeting of the Members of **TTL Enterprises Limited** (Formerly Known as Trupti Twisters Limited) will be held on **Monday, 30<sup>th</sup> September, 2024** 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 31<sup>st</sup> March,2024, statement of profit and loss and cash flow statement for the year ended on 31<sup>st</sup> March,2024, together with the director's report and the auditor's report thereon.

#### **ITEM NO 2: TO APPOINT MR. VASANTKUMAR SHANKARLAL RAJGOR AS A MANAGING DIRECTOR, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFER HIMSELF FOR RE-APPOINTMENT**

**RESOLVED THAT**, Mr.Vasantkumar Shankarlal Rajgor [DIN: 08745707], who retires by rotation and being eligible offers himself for re-appointment be and hereby re-appointed as Managing director of the Company liable to retire by rotation.

### **SPECIAL BUSINESS:**

#### **ITEM NO 3. TO APPROVE RELATED PARTY TRANSACTION(S) WITH RAJGOR CASTOR DERIVATIVES LIMITED (SISTER CONCERN COMPANY) FOR VARIOUS TRANSACTIONS DURING FY 2024-25.**

**To consider and if thought fit to pass with or without modifications the following resolution as an Ordinary Resolution**

**“RESOLVED THAT**, pursuant to the Section 188 of Companies Act 2013 read with rules made thereunder and the Company policy on Related Party Transaction(s), consent of the members of the company be and is hereby accorded to the Board of Directors of the company to enter into contract(s)/ arrangement(s)/ transaction(s) with Rajgor Castor Derivatives Limited (Sister Concern 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 crores each for financial year 2024-2025, provided that the said contract(s)/ arrangement (s) /transaction(s) shall be at arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT**, the Board be and is hereby 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 any other Officer(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 4. TO APPROVE RELATED PARTY TRANSACTION(S) WITH RAJGOR PROTEINS LIMITED (SISTER CONCERN COMPANY) FOR VARIOUS TRANSACTIONS DURING FY 2024-25.**

**To consider and if thought fit, to pass with or without modifications the following resolution as an Ordinary Resolution.**

“**RESOLVED THAT**, pursuant to the Section 188 of Companies Act 2013 read with rules made thereunder and the Company policy on Related Party Transaction(s), consent of the members of the company be and is hereby accorded to the Board of Directors of the company to enter into contract(s)/ arrangement(s)/ transaction(s) with Rajgor Proteins Limited (Sister Concern 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 crores each for financial year 2024-2025, provided that the said contract(s)/ arrangement (s) /transaction(s) shall be at arm’s length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT**, the Board be and is hereby 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 any other Officer(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 AGRO LIMITED (SISTER CONCERN COMPANY) FOR VARIOUS TRANSACTIONS DURING FY 2024-25.**

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

**"RESOLVED THAT**, pursuant to the 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 (Sister Concern 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 crores each for financial year 2024-25 provided that the said contract(s) /arrangements/ transactions shall be at arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT**, the Board be and is hereby 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 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 INDUSTRIES PRIVATE LIMITED (SISTER CONCERN COMPANY) FOR VARIOUS TRANSACTIONS DURING FY 2024-25**

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

**“RESOLVED THAT**, pursuant to the 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 (Sister Concern 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 2024-25 provided that the said contract(s) /arrangements/ transactions shall be at arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT**, the Board be and is hereby 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 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 EXAOIL REFINERY LIMITED (SISTER CONCERN COMPANY) FOR VARIOUS TRANSACTIONS DURING FY 2024-25**

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

“**RESOLVED THAT**, pursuant to the Section 188 of Companies Act 2013 read with rules made thereunder and the Company's policy on Related Party Transaction(s), consent of the members of the company be and is hereby accorded to the Board of Directors of the company to enter into contract(s) /arrangement(s)/transaction(s) with Exaoil Refinery Limited (Sister concern 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 2024-25, provided that the said contract(s) /arrangement(s)/ transaction (s) shall be at arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT**, the Board, be and is hereby 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 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 RAJGOR LOGISTICS PRIVATE LIMITED (SISTER CONCERN COMPANY) FOR VARIOUS TRANSACTIONS DURING FY 2024-25**

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

“**RESOLVED THAT**, pursuant to the Section 188 of Companies Act 2013 read with rules made thereunder and the Company's policy on Related Party Transaction(s), consent of the members of the company be and is hereby accorded to the Board of Directors of the company to enter into contract(s) /arrangement(s)/transaction(s) with Rajgor Logistics Private Limited (Sister concern Company) ,a related party within the meaning of Section 2(76) of the Act , for availing Services on such terms and conditions on such terms and conditions as the Board of directors may deem fit up to a maximum aggregate value of Rs. 5 crore each for financial year 2024-25, provided that the said contract(s) /arrangement(s)/ transaction (s) shall be at arm’s length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT**, the Board, be and is hereby 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 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: INCREASE THE AGGREGATE LIMIT FOR INVESTMENT FOR NON – RESIDENT INDIANS IN THE EQUITY SHARE CAPITAL 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 applicable provisions of the Foreign Exchange Management Act, 1999, the Companies Act, 2013, to the extent applicable, the Consolidated Foreign Direct Investment Policy Circular of 2016 (“Consolidated FDI Policy”), as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended and all other applicable laws, rules, regulations, guidelines and subject to the approvals, consents and permissions of the Government of India, the Reserve Bank of India (“RBI”) and any other appropriate authorities, institutions or bodies as may be necessary and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the concerned authorities while granting such approvals, permissions and sanctions and the like, which may be agreed to by the Board of Directors of the Company (Board which term shall include any Committee thereof which the Board may have constituted or hereafter constitute to exercise its powers including the powers conferred by this Resolution), consent of the Company be and is hereby accorded, to increase the aggregate permissible limit of Non-Resident Indians (NRIs) in equity shareholding of the Company from 10% to 24% of the paid-up Equity Share Capital of the Company, in accordance with applicable laws in accordance with the Securities and Exchange Board of India(Issue of Capital and Disclosure Requirements)Regulations ,2018 .

**RESOLVED FURTHER THAT**, pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999, the Companies Act, 2013, to the extent applicable, the Consolidated Foreign Direct Investment Policy Circular of 2016 (“Consolidated FDI Policy”), as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended and all other applicable laws, rules, regulations, guidelines and subject to the approvals, consents and permissions of the Government of India, the Foreign Investment Promotion Board, the Reserve Bank of India (“RBI”) and any other appropriate authorities, institutions or bodies as may be necessary and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the concerned authorities while granting such approvals, permissions and sanctions and the like, which may be agreed to by the Board of Directors of the Company, (Board which term shall include any Committee thereof which the Board may have constituted or hereafter constitute to exercise its powers including the powers conferred by this Resolution), consent of the Company be and is hereby accorded for purchase/ acquisition of the Equity Shares of the Company by Non Resident Indians (NRIs) on the recognized stock exchange or in any other manner, subject to the conditions that the aggregate holding of the NRIs shall not exceed 24% of the paid up equity share capital of the Company or such other limit as may be stipulated by Reserve Bank of India in each case, from time to time.”

**RESOLVED FURTHER THAT**, the Board of directors of the Company be and are hereby authorized to do all such acts, deeds and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto including intimating the concerned authorities or other regulatory bodies and to represent the Company before any government authorities and delegating all or any of the power conferred herein to any Committee or Directors of the Company.”

**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/-  
Vasantkumar Shankarlal Rajgor  
Managing Director  
DIN: 08745707**

**Date: 4th September, 2024  
Place: Ahmedabad, Gujarat**

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

**SPECIAL BUSINESS:**

**Item No. 3:**

**Context:**

The estimated value of the contract(s)/arrangement(s)/transaction(s) exceeds the threshold limit of 10% of the annual turnover i.e. 38,47,85,822/- as per the latest financial statement of the company for FY 2023-24, 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 2024-25.

**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 2024-25 also.

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

- TTL is engaged into the Trading of Edible and Non 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 2024-25 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. 38,47,85,822/- as per latest audited financial statements of the company for FY 2023-24. 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 2024-25.

**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 an Independent Director of Rajgor Castor Derivatives Limited.</li> </ul>
3	Nature of Relationship	Rajgor Castor Derivatives Limited is a Sister Concern 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, other agri commodities and other transactions for a maximum aggregate value of Rs. 20 crores during FY 2024-25.
5	Material terms of the contract or arrangement including the value, if any	As agreed between the parties in the best interest of the Company
6	Any advance paid or received for the contract or arrangement, if any	Not Applicable
7	Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract:	As agreed between the parties in the best interest of the Company, however the pricing would be at arms' length basis and at prevailing market rate.
8	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors:	All the key factors relevant to the arrangement have been considered.
9	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. 3 of this AGM Notice to the Members for their consideration and approval, by way of Ordinary Resolution(s).

#### 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. Rs. 38,47,85,822/- as per the latest financial statement of the company for FY 2023-24, 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 2024-25.

##### 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 2024-25 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 other 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 2024-25 is expected to be Rs.50 Crores which would breach the materiality threshold of 10% of the annual turnover of the company i.e. 38,47,85,822/- as per latest audited financial statements of the company for FY 2023-24. 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 2024-25.

##### 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 Rahul Kumar Vasantlal Rajgor of Rajgor Proteins Limited.</li><li>• Mr. Vasantkumar Shankarlal Rajgor Director of the Company is the father of the Mr. Rahul Kumar Vasantlal Rajgor Director of Rajgor Proteins Limited.</li></ul>
3	Nature of Relationship	Rajgor Proteins Limited is a Sister Concern 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, agri-commodities and other transactions etc. for a

		maximum aggregate value of Rs. 50 crores during FY 2024-25.
5	Material terms of the contract or arrangement including the value, if any	As agreed between the parties in the best interest of the Company
6	Any advance paid or received for the contract or arrangement, if any	Not Applicable
7	Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract:	As agreed between the parties in the best interest of the Company, however the pricing would be at arms' length basis and at prevailing market rate.
8	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors:	All the key factors relevant to the arrangement have been considered.
9	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. 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. 4 of this AGM Notice to the Members for their consideration and approval, by way of Ordinary 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. 38,47,85,822/- as per the latest financial statement of the company for FY 2023-24, 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 2024-25.

##### **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 2024-25 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 Edible and 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 2024-25 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. 38,47,85,822/- as per latest audited financial statements of the company for FY 2023-24. 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 2024-25.

**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 father of Mr. Brijeshkumar Vasantlal Rajgor Director of RAL and also Husband of Mrs. Induben Rajgor, Director of RAL</li> </ul>
3	Nature of Relationship	Rajgor Agro Limited is a Sister Concern 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, other transactions and leasing and sub-leasing of the office premises, property etc. for a maximum aggregate value of Rs.100 crores during FY 2024-25.
5	Material terms of the contract or arrangement including the value, if any	As agreed between the parties in the bestinterest of the Company
6	Any advance paid or received for the contract or arrangement, if any	Not Applicable
7	Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract:	As agreed between the parties in the best interest of the Company, however the pricing would be at arms' length basis and atprevailing market rate.

8	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors:	All the key factors relevant to the arrangement have been considered.
9	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, Mrs. 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. 5 of this AGM Notice to the Members for their consideration and approval, by way of Ordinary 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. 38,47,85,822/- as per the latest financial statement of the company for FY 2023-24, 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 2024-25.

##### **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 2024-25 also.

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

- TTL is engaged into the Trading of Edible and Non Edible Oils, Oil Seeds, its derivatives and other agri commodities. RIPL also engaged into the same line of Business involved into the Trading of Edible and 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 2024-25 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. 38,47,85,822/- as per latest audited financial statements of the company for FY 2023-24. 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 2024-25.

**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. Vasantkumar 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 a sister Concern 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 other agri-commodities for a maximum aggregate value of Rs. 50 crores during FY 2024-25.
5	Material terms of the contract or arrangement including the value, if any	As agreed between the parties in the best interest of the Company
6	Any advance paid or received for the contract or arrangement, if any	Not Applicable
7	Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract:	As agreed between the parties in the best interest of the Company, however the pricing would be at arms' length basis and at prevailing market rate.
8	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors:	All the key factors relevant to the arrangement have been considered.
9	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. 6 of this AGM Notice to the Members for their consideration and approval, by way of Ordinary 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. 38,47,85,822/- as per the latest financial statement of the company for FY 2023-24, 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 2024-25.

##### 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 2024-25 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 2024-25 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. 38,47,85,822/- as per latest audited financial statements of the company for FY 2023-24. 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 2024-25.

##### 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 a sister concern 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 2024-25.
5	Material terms of the contract or arrangement including the value, if any	As agreed between the parties in the best interest of the Company
6	Any advance paid or received for the contract or arrangement, if any	Not Applicable
7	Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract:	As agreed between the parties in the best interest of the Company, however the pricing would be at arms' length basis and at prevailing market rate.
8	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	All the key factors relevant to the arrangement have been considered.
9	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. 7 of this AGM Notice to the Members for their consideration and approval, by way of Ordinary Resolution(s).

#### **ITEM 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. 38,47,85,822/- as per the latest financial statement of the company for FY 2023-24, 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 Logistics Private Limited for a maximum aggregate value of Rs. 5 crores for the financial year 2024-25.

##### **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 availing of services in relation to the Transportation and logistics with Rajgor Logistics Private Limited Considering the prevailing market trend this transaction will continue in the year 2024-25 also.

Rationale/ Benefits of Dealing with Rajgor Logistics Private Limited (RLPL)

- TTL is engaged into the Trading of Edible and No Edible Oils, Oil Seeds, its derivatives and agri-



commodities etc. RLPL engaged into the business of Transportation and logistics related services etc. RLPL provides the transportation and logistics service to the TTL for the delivery of goods as described.

### Approval Sought

The estimated maximum aggregate value of the transaction with RLPL for the financial year 2024-25 is expected to be Rs.5 Crores which would breach the materiality threshold of 10% of the annual turnover of the company i.e. Rs. 38,47,85,822/- as per latest audited financial statements of the company for FY 2023-24. 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 RLPL for a maximum aggregate value of Rs. 5 crores for the financial year 2024-25.

### 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 Logistics Private Limited
2	Name of the Director or KMP who is related	• Mr. Vasantkumar Shankarlal Rajgor, Managing Director of the Company is the brother of Director Maheskumar Rajgor of RLPL.
3	Nature of Relationship	Rajgor Logistics Private Limited is a sister concern Company
4	Nature, material terms, monetary value and particulars of the contract or arrangement	The transaction involves the availing of services for a maximum aggregate value of Rs. 5 crores during FY 2024-25.
5	Material terms of the contract or arrangement including the value, if any	As agreed between the parties in the best interest of the Company
6	Any advance paid or received for the contract or arrangement, if any	Not Applicable
7	Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract:	As agreed between the parties in the best interest of the Company, however the pricing would be at arms' length basis and at prevailing market rate.
8	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors:	All the key factors relevant to the arrangement have been considered.
9	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 Ordinary Resolution(s).

**Item No 9: Increase the Aggregate Limit for Investment for Non –Resident Indians in the Equity Share Capital of the Company.**

In terms of Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, the Foreign Institutional Investors (“FII”) registered with the Securities and Exchange Board of India (“SEBI”), the Non Resident Indians (“NRI”) can acquire and hold, up to an aggregate limit of 10% (ten) of the paid up Equity Share Capital of an Indian Company. The said Regulations further provide that the limit of 24% (twenty-four per cent) can be further increased up to the sectoral cap/statutory ceiling as applicable, by passing a resolution of the Board, a Special Resolution to that effect by its members and followed by necessary filings with the Reserve Bank of India (“RBI”) if any.

The Board of Directors at their meeting held on 4<sup>th</sup> September,2024, decided to increase the aggregate permissible limit of Non-Resident Indians (NRIs) in equity shareholding of the Company to 24% of the paid-up Equity Share Capital of the Company, in accordance with applicable laws and, subject to the approval of the Members.

Accordingly, the Resolution set out at Item No. 9 of this Notice is proposed to enable the NRIs to acquire Equity Shares of the Company upto the revised ceiling limit of 24%.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution.

The Board recommends the passing of the Resolution as a Special Resolution.

**Registered Office:**

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)**

**Date: 4th September,2024**

**Place: Ahmedabad, Gujarat.**

**Sd/-  
Vasantkumar Shankarlal Rajgor  
Managing Director  
DIN: 08745707**

## 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>, 2024 to September 30<sup>th</sup>, 2024 (both days inclusive) in connection with ensuing Annual General Meeting for Financial Year 2023-24
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. Monday, 23<sup>rd</sup> September 2024.

## 20 **Voting process and other instructions regarding Remote E Voting**

The remote e-voting period begins on Friday, 27<sup>th</sup> September 2024 at 09:00 A.M. and ends on Sunday, 29<sup>th</sup> September 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23<sup>rd</sup> September, 2024 may cast their vote

electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23<sup>rd</sup> September ,2024.

**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:

<b>Type of shareholders</b>	<b>Login Method</b>
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 by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be</li> </ol>

	<p>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><b>NSDL Mobile App is available on</b></p> <p> App Store       Google Play</p> <p>      </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will</li> </ol>

	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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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.com">evoting@nsdl.com</a> or call at 022 - 4886 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  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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



‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- c) How to retrieve your ‘initial password’?
  - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) 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.com](mailto:evoting@nsdl.com). 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 or send a request to (Name of NSDL Official) at [evoting@nsdl.com](mailto:evoting@nsdl.com)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [truptitwister@gmail.com](mailto:truptitwister@gmail.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [truptitwister@gmail.com](mailto:truptitwister@gmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) 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

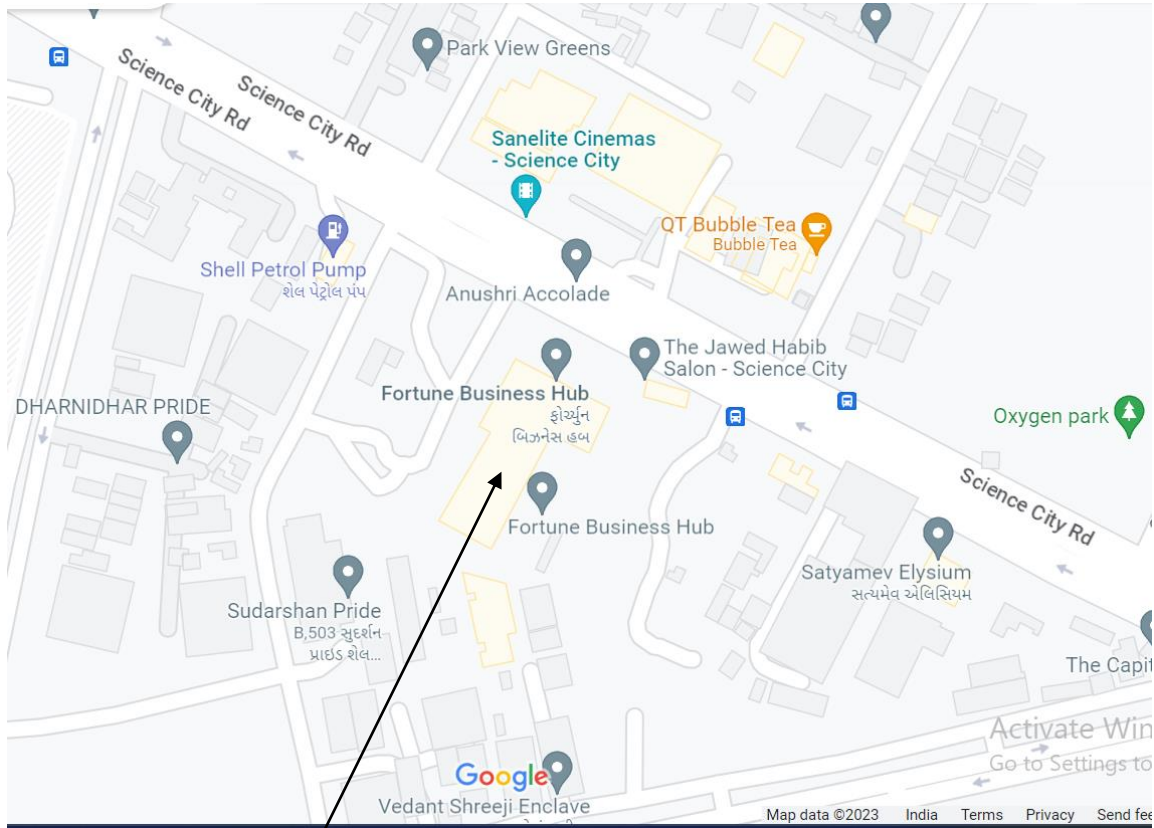
**By Order of the Board  
For TTL Enterprises Limited**

(Formerly Known as Trupti Twister Limited)

**Date: 4<sup>th</sup> September, 2024  
Place: Ahmedabad, Gujarat**

**Sd/-  
Vasantkumar Shankarlal Rajgor  
Managing Director  
DIN: 08745707**

## 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 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

## 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>, 2024, 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 Mr. Vasantkumar Shankarlal Rajgor as a Managing Director, who retires by rotation and being eligible, offer himself for re-appointment.(Ordinary Resolution)		
<b>Special Business:</b>			
3.	To approve Related Party Transaction(s) with Rajgor Castor Derivatives Limited (Sister Concern Company) for various transactions during FY 2024-25 (Ordinary Resolution)		
4.	To approve Related Party Transaction(s) with Rajgor Proteins Limited (Sister Concern Company) for various transactions during FY 2024-25 (Ordinary Resolution)		
5.	To approve Related Party Transaction(s) with Rajgor Agro Limited (Sister Concern Company) for various transactions during FY 2024-25 (Ordinary Resolution)		
6.	To approve Related Party Transaction(s) with Rajgor Industries Private Limited (Sister Concern Company) for various transactions during FY 2024-25 (Ordinary Resolution)		

7.	To approve Related Party Transaction(s) with Exaoil Refinery Limited (Sister Concern Company) for various transactions during FY 2024-25 (Ordinary Resolution).		
8.	To approve Related Party Transaction(s) with Rajgor Logistics Private Limited (Sister Concern Company) for various transactions during FY 2024-25 (Ordinary Resolution).		
9.	Increase The Aggregate Limit for Investment for Non – Resident Indians in The Equity Share Capital of the Company (Special Resolution)		

**Place:**

\_\_\_\_\_  
**Signature of the Member  
Or  
Authorised Representative**

**Date:**

**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>, 2024 (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, 2024. 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 36<sup>th</sup> Annual General Meeting of the Company, to be held on Monday 30<sup>th</sup> September, 2024 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:

<b>Ordinary Business</b>	
1.	Adoption of financial statements. (Ordinary Resolution)
2.	To appoint Mr. Vasantkumar Shankarlal Rajgor as a Managing Director, who retires by rotation and being eligible, offer himself for re-appointment.(Ordinary Resolution)
<b>Special Business</b>	
3	To approve Related Party Transaction(s) with Rajgor Castor Derivatives Limited (Sister Concern Company) for various transactions during FY 2024-25 (Ordinary Resolution)
4.	To approve Related Party Transaction(s) with Rajgor Proteins Limited (Sister Concern Company) for various transactions during FY 2024-25 (Ordinary Resolution)
5.	To approve Related Party Transaction(s) with Rajgor Agro Limited (Sister Concern Company) for various transactions during FY 2024-25 (Ordinary Resolution)
6.	To approve Related Party Transaction(s) with Rajgor Industries Private Limited (Sister Concern Company) for various transactions during FY 2024-25 (Ordinary Resolution)
7	To approve Related Party Transaction(s) with Exaoil Refinery Limited (Sister Concern Company) for various transactions during FY 2024-25 (Ordinary Resolution).
8	To approve Related Party Transaction(s) with Rajgor Logistics Private Limited (Sister Concern Company) for various transactions during FY 2024-25 (Ordinary Resolution).
9.	Increase The Aggregate Limit for Investment for Non –Resident Indians in The Equity Share Capital of the Company (Special Resolution)

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2024

\_\_\_\_\_  
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