

# **TTL Enterprises Limited**

**(Formally Known as Trupty Twisters Limited)**

CIN - L17119GJ1988PLC096379

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

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

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

Contact No: +91-9998952293

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## **Notice of Extra Ordinary General Meeting (EOGM)**

**NOTICE** is hereby given that the Extra Ordinary General Meeting (EOGM) of the Members of **M/s. TTL Enterprises Limited (CIN: L17119GJ1988PLC096379)** will be held on Saturday 29<sup>th</sup> day of **March, 2025 at 11.00 A.M. IST** at the Registered Office of the Company situated at 1118, Fortune Business Hub, Nr. Satyamev Elysiym, Science City Road, Sola, Ahmedabad-380060 to transact the following business:

### **SPECIAL BUSINESS-**

#### **1. APPOINTMENT OF MR. AMRUTBHAI PUNJABHAI DESAI (DIN:10410058) AS AN INDEPENDENT DIRECTOR (NON-EXECUTIVE) OF THE COMPANY:**

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

**“RESOLVED THAT**, pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and empowered by the Article of Association of the Company and other applicable provisions of the Companies Act, 2013, (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Mr. Amrutbhai Punjabhai Desai (DIN: 10410058) as Director in the capacity of an Independent Director of the Company w.e.f. January 9<sup>th</sup>, 2025, who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Extra-Ordinary General Meeting, be and is hereby, appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a period of five years with effect from 09.01.2025 till 08.01.2030.

**RESOLVED FURTHER THAT**, any of the Directors and/or the Company Secretary of the Company for the time being be and is hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-forms with the Registrar of Companies and to do all such acts, deeds and things as may have considered expedient and necessary in this regard.”

#### **2. APPOINTMENT OF MS. ARZOO RAGHUBHAI RABARI (DIN: 10754153) AS AN INDEPENDENT DIRECTOR (NON-EXECUTIVE) OF THE COMPANY:**

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

**Special Resolution:**

**“RESOLVED THAT**, pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and empowered by the Article of Association of the Company and other applicable provisions of the Companies Act, 2013, (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Ms. Arzoo Raghubhai Rabari (DIN: 10754153) as Director in the capacity of an Independent Director of the Company w.e.f. January 9<sup>th</sup>, 2025, who has submitted a declaration that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Extra-Ordinary General Meeting, be and is hereby, appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a period of five years with effect from 09.01.2025 till 08.01.2030.

**RESOLVED FURTHER THAT**, any of the Directors and/or the Company Secretary of the Company for the time being be and is hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-forms with the Registrar of Companies and to do all such acts, deeds and things as may have considered expedient and necessary in this regard.”

**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)**

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

**Date: 04<sup>th</sup> March, 2025**

**Place: Ahmedabad, Gujarat**

## Notes

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be the member of the company. A person can act as proxy on behalf members not exceeding 50 (fifty) and holding in aggregate not more than 10% (ten per cent) of share capital of the Company. However, a member holding more than 10% (ten per cent) of share capital in company may appoint a single person as proxy and in such case, proxy shall not act as proxy for any other member.
2. A form of proxy is herewith attached. The proxies in order to be effective must be submitted at the registered office of the company not less than 48 hours before the commencement of the meeting duly signed by the member. Proxies submitted on behalf of the Companies, Societies etc. must be supported by an appropriate resolution/ authority, as applicable. Members/ proxies/ authorized representative are requested to bring the attendance slip sent herewith, duly filled in for attending the meeting.
3. In case of joint holders, only a 1st Joint holder will be permitted to vote.
4. The Statement pursuant to section 102 of Companies act 2013 and /or Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2016 with regard to Explanatory Statement is herewith annexed to this notice
5. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment at this EGM is annexed.
6. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [csdhartipatel@gmail.com](mailto:csdhartipatel@gmail.com) and/or on company's email address [truptitwister@gmail.com](mailto:truptitwister@gmail.com) .
7. In case members have not registered their email addresses with the Company/Depository, please follow the below instructions to register email address for obtaining login details for e-voting. For members holding shares in physical mode – Please provide necessary details like Folio No., Name of Shareholder by email to [truptitwister@gmail.com](mailto:truptitwister@gmail.com) Members holding shares in demat mode can get their email ID registered by contacting their respective depository participant or by email to [truptitwister@gmail.com](mailto:truptitwister@gmail.com)
8. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and shares are held by them in physical form.
9. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice will also be available on the Company's website [www.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 NSDL <https://www.evoting.nsdl.com>.
10. The Company has appointed Ms. Dharti Patel, Proprietor of M/s Dharti Patel & Associates, Practicing Company Secretary (Membership No. F12801 and COP No 19303), Ahmedabad to act as the Scrutinizer for conducting the remote e-voting process and Venue voting through Ballot.
11. Members are requested to contact Registrar and Transfer Agent (RTA) namely **Skyline Financial**

**Services Pvt. Ltd, at D-153A, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase -I, New Delhi - 110 020** for recording any change of address, bank mandate, ECS or nominations, and for redressal of complaints contact the Compliance Officer at the Registered Office of the Company.

12. An explanatory statement pursuant to Section 102 of Companies Act, 2013, in respect of special business mentioned in the notice under item No. 1 to 2 as annexed hereto.
13. The equity shares of the company are available for dematerialization, as the company has entered into an agreement with **National Securities Depository Limited (NSDL)** and the **Central Depository Services Limited (CDSL)**.
14. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for easy identification of attendance at the meeting.
15. Members, who have multiple accounts in identical names or joint names in same order, are requested to intimate **M/s. Skyline Financial Services Pvt. Ltd**, the Ledger Folios of such accounts to enable the Company to consolidate all such share holdings into one account.
16. Pursuant to Section 108 of the Companies Act, 2013 and the rules framed thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to its members holding shares in physical or dematerialized form as on the cut-off date, i.e., Saturday, 22<sup>nd</sup> March, 2025, to exercise their right to vote by electronic means on any or all of the agenda items specified in the accompanying notice of Extra Ordinary General Meeting.
17. The e-voting period commences on Wednesday, 26<sup>th</sup> March, 2025 at 9.00 a.m. and ends on Friday, 28<sup>th</sup> March, 2025 at 5.00 p.m. During this period, Members holding shares either in physical form or in dematerialized form as on Saturday, 22<sup>nd</sup> March, 2025 i.e., cut-off date, may cast their vote electronically.
18. The voting rights of Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on Saturday, 22<sup>nd</sup> March, 2025. Any person, who is a Member of the Company as on the cut-off date is eligible to cast vote electronically on all the resolutions set forth in the Notice of EGM.

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

**The remote e-voting period begins on Wednesday, 26<sup>th</sup> March, 2025 at 09:00 A.M. and ends on Friday, 28<sup>th</sup> March, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 22<sup>nd</sup> March, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22<sup>nd</sup> March, 2025.**

**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>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.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.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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 redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>3. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

<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 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

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

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

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

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

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
  - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

- a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.



- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  8. Now, you will have to click on “Login” button
  9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

## **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [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 or send a request to Ketankumar Patel at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [ketankumarp@nsdl.co.in](mailto:ketankumarp@nsdl.co.in)

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

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

**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)

**Vasantkumar Shankarlal Rajgor**

**Managing Director**

**DIN: 08745707**

**Date: 04<sup>th</sup> March, 2025**

**Place: Ahmedabad, Gujarat**

## **ANNEXURE TO THE NOTICE**

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

#### **ITEM NO 1:**

The Board of Directors of the Company at its meeting held on 9<sup>th</sup> January, 2025, appointed Mr. Amrutbhai Punjabhai Desai as an additional Director of the Company in the capacity of Non-Executive and Non-Independent Director for a term of 5 years with effect from 9<sup>th</sup> January, 2025, subject to the approval of the Members of the Company. In terms of section 160 of the Companies Act, 2013, the Nomination and Remuneration Committee and the Board have recommended the appointment of Mr. Amrutbhai Punjabhai Desai as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013. The Company has received a declaration from Mr. Amrutbhai Punjabhai Desai confirming that he meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Mr. Amrutbhai Punjabhai Desai consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Amrutbhai Punjabhai Desai fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and he is independent of the management. Considering Mr. Amrutbhai Punjabhai Desai's knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years with effect from 9<sup>th</sup> January, 2025.

Copy of letter of appointment of Mr. Amrutbhai Punjabhai Desai setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode. Additional information in respect of Mr. Amrutbhai Punjabhai Desai, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) is given in Annexure A and Annexure B respectively to this Notice.

Except Mr. Amrutbhai Punjabhai Desai, being the appointee, or his relatives, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 1.

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

#### **ITEM NO 2:**

The Board of Directors of the Company at its meeting held on 9<sup>th</sup> January, 2025, appointed Ms. Arzoo Raghubhai Rabari as an additional Director of the Company in the capacity of Non-Executive and Non-Independent Director for a term of 5 years with effect from 9<sup>th</sup> January, 2025, subject to the approval of the Members of the Company. In terms of section 160 of the Companies Act, 2013, the Nomination and Remuneration Committee and the Board have recommended the appointment of Ms. Arzoo Raghubhai Rabari as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013. The Company has received a declaration from Ms. Arzoo Raghubhai Rabari confirming that she meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015. Further, the Company has also received Ms. Arzoo Raghubhai Rabari consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Ms. Arzoo Raghubhai Rabari fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for her appointment as an Independent Director of the Company and she is independent of the management. Considering Ms. Arzoo Raghubhai Rabari knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint her as an Independent Director for a period of five years with effect from 9<sup>th</sup> January, 2025.

Copy of letter of appointment of Ms. Arzoo Raghubhai Rabari setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode. Additional information in respect of Ms. Arzoo Raghubhai Rabari, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) is given are Annexure A and Annexure B respectively to this Notice.

Except Ms. Arzoo Raghubhai Rabari, being the appointee, or her relatives, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 2.

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

**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: 4<sup>th</sup> March, 2025**

**Place: Ahmedabad**

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

## Annexure-A

**Details of Directors seeking appointment/re-appointment at the Extra-Ordinary General Meeting to be held on 29<sup>th</sup> March,2025 [Pursuant to Regulation 36(3) and 26(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

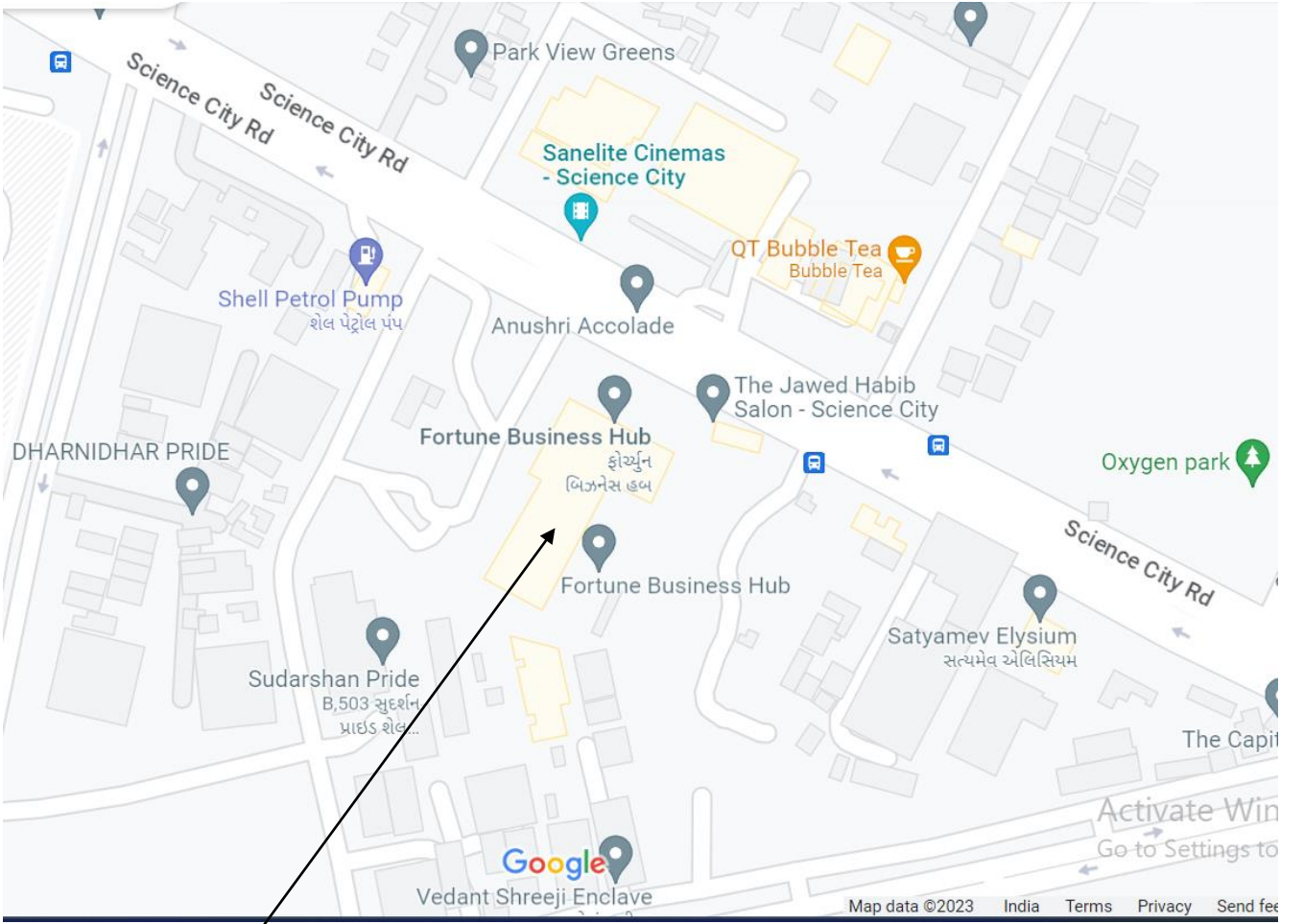
NAME OF DIRECTOR	AMRUTBHAI PUNJABHAI DESAI	ARZOO RAGHUBHAI RABARI
DIN	<b>10410058</b>	<b>10754153</b>
Age	52 years	24 years
Brief Resume of the director	<p>Mr. Amrutbhai Punjabhai Desai has over 15 years of rich experience in trading of Agricultural and related Businesses. He understands the market well and helps businesses grow successfully. Mr. Desai's skills and experience continue to bring value and strong partnerships in Agriculture Industry.</p> <p>Currently, Mr Amrutbhai Punjabhai Desai is a Director of Agrifyx Private Limited.</p>	<p>Ms Arzoo Rabari has more than 6 years of experience in auditing, taxation, and financial management. Arzoo specializes in auditing financial documents, reconciling bank statements, and computing tax payments and returns.</p> <p>Currently, Ms Arzoo Rabari is a Director of MPF Systems Limited and Stanbik Agro Limited</p>
Experience and expertise in specific functional areas	He has over 15 years of rich experience in trading of Agricultural and related Businesses.	She has more than 6 years of experience in auditing, taxation, and financial management
Relationship with other Directors	Mr Amrutbhai Punjabhai Desai is not related to any of the Directors of the Company.	Ms Arzoo Rabari is not related to any of the Directors of the Company.
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board [along with listed entities from which the person has resigned in the past three years]	--	MPF Systems Limited
Number of shares held in the Company	--	--
Skills and capabilities, in case of appointment/ Reappointment of independent directors	He has over 15 years of rich experience in trading of Agricultural and related Businesses.	She has more than 6 years of experience in auditing, taxation, and financial management

## Annexure-B

**Disclosures of Directors seeking appointment/re-appointment and/or whose remuneration is proposed to be increased at the Extra-Ordinary General Meeting of the Company as prescribed in Secretarial Standards – 2 are as follows:**

<b>Name of Director</b>	<b>AMRUTBHAI PUNJABHAI DESAI</b>	<b>ARZOO RAGHUBHAI RABARI</b>
Date of Birth	01/06/1973	16/01/1999
DIN	10410058	10754153
Date of Appointment	09/01/2025	09/01/2025
Nationality	Indian	Indian
Qualifications	Under graduate	Graduate
Brief profile	<p>Mr. Amrutbhai Punjabhai Desai has over 15 years of rich experience in trading of Agricultural and related Businesses. He understands the market well and helps businesses grow successfully. Mr. Desai's skills and experience continue to bring value and strong partnerships in Agriculture Industry.</p> <p>Currently, Mr Amrutbhai Punjabhai Desai is a Director of Agrifyx Private Limited.</p>	<p>Ms Arzoo Rabari has more than 6 years of experience in auditing, taxation, and financial management. Arzoo specializes in auditing financial documents, reconciling bank statements, and computing tax payments and returns.</p> <p>Currently, Ms Arzoo Rabari is a Director of MPF Systems Limited and Stanbik Agro Limited</p>
Board membership in other Companies	Agrifyx Private Limited	MPF Systems Limited Stanbik Agro Limited
Chairman/Member of the Committee of the board of Directors in other companies	--	<p><b>Stanbik Agro Limited:</b> Audit Committee and Nomination and Remuneration Committee</p> <p><b>MPF Systems Limited:</b> Audit Committee and Stakeholder Relationship Committee</p>
Number of Shares held into the company	---	---
Disclosure of relationships between directors, Manager and other Key Managerial Personnel of the Company	Mr. Amrutbhai Punjabhai Desai is not related to any of the Directors and KMP of the Company.	Ms.Arzoo Rabari is not related to any of the Directors and KMP of the Company.
Date of first appointment on the Board	09-01-2025	09-01-2025
terms and conditions of appointment or re-appointment along with details of remuneration	The appointment is for a term of 5 years i.e. 09-01-2025 to 08-01-2030. As an Independent Director, not eligible for any remuneration other than sitting fees.	The appointment is for a term of 5 years i.e. 09-01-2025 to 08-01-2030. As an Independent Director, not eligible for any remuneration other than sitting fees.
the number of Meetings of the Board attended	NA	NA

**ROUTE MAP OF VENUE OF GENERAL MEETING :**



**REGISTERED OFFICE:**

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

# **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 Extra Ordinary General Meeting dated March 29<sup>th</sup>, 2025, by conveying my/ our assent or dissent to the resolutions by placing tick (✓) mark in the appropriate box below:

Resolution No.	Resolutions	Optional	
		For	Against
<b>1.</b>	<b>APPOINTMENT OF MR. AMRUTBHAI PUNJABHAI DESAI (DIN:10410058) AS AN INDEPENDENT DIRECTOR (NON-EXECUTIVE) OF THE COMPANY</b>		
<b>2.</b>	<b>APPOINTMENT OF ARZOO RAGHUBHAI RABARI (DIN: 10754153) AS AN INDEPENDENT DIRECTOR (NON-EXECUTIVE) OF THE COMPANY</b>		

**Place:**

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

**Date:**

**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: March 28<sup>th</sup>, 2025 (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 28<sup>th</sup> March, 2025. 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 Extra Ordinary General Meeting of the Company, to be held on Saturday 29<sup>th</sup> March, 2025 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:

Special Business	
1	APPOINTMENT OF MR. AMRUTBHAI PUNJABHAI DESAI (DIN:10410058) AS AN INDEPENDENT DIRECTOR (NON-EXECUTIVE) OF THE COMPANY (Special Resolution)
2	APPOINTMENT OF ARZOO RAGHUBHAI RABARI (DIN: 10754153) AS AN INDEPENDENT DIRECTOR (NON-EXECUTIVE) OF THE COMPANY (Special Resolution)

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2025

\_\_\_\_\_  
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