

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF

TTL ENTERPRISES LIMITED

(FORMALLY KNOWN AS TRUPTI TWISTERS LIMITED)

UNDER REGULATION 3(1) AND REGULATION 4 READ WITH REGULATION 15(1) OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THEREOF ("SEBI (SAST) REGULATIONS, 2011").

OPEN OFFER FOR ACQUISITION OF 18,096 FULLY PAID UP EQUITY SHARES OF FACE VALUE OF RE. 10/- EACH REPRESENTING 26% OF TOTAL PAID UP AND VOTING EQUITY SHARE CAPITAL OF TTL ENTERPRISES LIMITED (FORMALLY KNOWN AS TRUPTI TWISTERS LIMITED)(HEREINAFTER REFERRED AS "TARGET COMPANY"), FROM PUBLIC SHAREHOLDERS OF TARGET COMPANY") HAVING ITS REGISTERED OFFICE AT "304, 3RD FLOOR, SHOPPERS PLAZA-5, OPP. MUNICIPAL MARKET, C.G.ROAD, NAVRANGPURA, AHMEDABAD – 380009, GUJARAT, INDIA; BY ARDENT VENTURES LLP ("ACQUIRER"), HAVING ITS REGISTERED OFFICE AT 22, NEW YORK TOWER –B, NR. THALTEJ CROSS ROADS, S.G.HIGHWAY, THALTEJ, AHMEDABAD - 380054, GUJARAT, INDIA PURSUANT TO AND IN ACCORDANCE WITH REGULATION 3(1), AND REGULATION 4 OF SEBI (SAST) REGULATIONS, 2011 AS AMENDED ("SEBI (SAST) REGULATIONS").

This Public Announcement ("PA" / "Public Announcement") is being issued by **Kunvarji Finstock Private Limited** ("Manager to the Offer") for and on behalf of the Acquirer to the Public Shareholders (as defined below) of the Target Company ("Shareholders") pursuant to and in compliance with, amongst others, Regulation 3(1) and Regulation 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations").

Definition:

For the purposes of this Public Announcement, the following term would have the meanings assigned to it below:

"Public Shareholders" shall mean all the public equity shareholders of the Target Company excluding (i) the Acquirer and the PACs and(ii) the persons deemed to be acting in concert with the Acquirer and the PACs.

1. OFFER DETAILS

- **Offer Size:** The Open Offer is being made by the Acquirer for acquisition of 18,096 (Eighteen Thousand Ninety Six) Equity Shares constituting 26.00% of the present issued, subscribed and paid-up equity share capital of the Target Company, subject to terms and conditions mentioned in this Public Announcement, Detailed Public Statement ("DPS") and the Letter of Offer ("LoF") that are proposed to be issued in accordance with SEBI (SAST) Regulations, 2011.

- **Offer Price:** The Offer Price is Re. 1/- (Rupee One only) per Equity Share ("**Offer Price**") iscalculated in accordance with Regulation 8(2) of the SEBI (SAST) Regulations,2011. Assuming full acceptance of the Offer, the total consideration payable by the Acquirer would be Rs. 18,096/- (Rupees Eighteen Thousand Ninety Six only).
- **Mode of payment (cash/ security):** The Offer Price is payable in cash, in accordance with the provision of Regulation 9(1) (a) of the SEBI (SAST) Regulations,2011.
- **Type of offer (Triggered offer, voluntary offer/ competing offer etc.):** This Offer is Triggered Offer made in compliance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations, 2011.This Offer is being made by the Acquirer to the Shareholders of the Target pursuant to Share Purchase Agreement ("SPA" or "the Agreement") dated April 15, 2019 entered by the Acquirer for substantial acquisition of Shares, Voting Rights and Control of the Target Company.
- As on the date of this Public Announcement, the Acquirer holds 30 Equity Shares representing 0.04% of fully paid-up equity share capital of the Target Company.

2. TRANSACTION WHICH HAS TRIGGERED THE OPEN OFFER OBLIGATIONS (UNDERLYING TRANSACTION)

This Open Offer is being made pursuant to the execution of the following Share Purchase Agreement by the Acquirer.

Details of underlying transaction						
Type of Transaction (direct/ indirect)	Mode of Transaction (Agreement/ Allotment/ market purchase)	Shares / Voting rights acquired/ proposed to be acquired		Total Consideration for shares / Voting Rights acquired (In Rs.)	Mode of payment (Cash/ securities)	Regulation which has triggered
		Number	% of total equity / voting capital			
Direct	Shares Purchase Agreement Dated April 15, 2019	19,600 (Nineteen thousand Six hundred)E quity Shares	28.16%	19,600	Cash	Regulation 3(1) and Regulation 4 of SEBI (SAST) Regulations, 2011

3. ACQUIRER AND PAC

Details		Acquirer	PAC*	Total
Name of Acquirer and PAC		Ardent Ventures LLP	N.A	Not Applicable
Address		22, New York Tower – B, Nr. Thaltej Cross Roads, S.G. Highway, Thaltej, Ahmedabad - 380054	N.A	Not Applicable
Name(s) of persons in control/promoters of Acquirer		Mr. Keyoor Bakshi – Designated Partner Ms. Kamini Bakshi – Designated Partner	N.A	Not Applicable
Name of the Group, if any, to which the Acquirer belong to		None	N.A	Not Applicable
Pre-transaction shareholding	No. of Equity Shares	30	N.A	30
	% of total equity / voting capital	0.04%	N.A	0.04%
Proposed shareholding after acquisition of shares which Triggered the Open Offer	No. of Equity Shares	19,630	NIL	19,630
	% of total equity / voting capital	28.20%	N.A	28.20%
Any other interest in the Target Company		Apart from the shareholding and taking over the control of management, the Acquirer has no other interest in the Target Company.	N.A	Not Applicable

*There are no Persons Acting on Concert (PACs) in respect of this Offer in terms of Regulation 2(1) (e) of the Regulations.

4. DETAILS OF SELLING SHAREHOLDERS:

The Acquirer has entered into SPA with the Selling Shareholders, on April 15, 2019, for acquisition of 19,600 fully paid up Equity Shares ("Sale Shares") of Rs. 10 each representing 28.16% of the paid up and Voting Equity Share Capital of Target Company at a Price of Rs. 1 (Rupee one only) per Equity share aggregating to Rs. 19,600 (Rupees Nineteen thousand Six hundred only), subject to the terms and Conditions as mentioned in the SPA. The details of the selling Shareholders are as stated hereunder:

Sr. No	Name of Selling Shareholders	Address	Nature of Entity	Part of Promoter/Promoter Group (Yes/No)	Details of Shares/ Voting Rights held by the Selling Shareholders			
					Pre Transaction		Post Transaction	
					No. of Shares	%	No. of Shares	%
01	Mayank Devashrayee	6A, Mahima Towers, Nr. Chandni Chowk, Piplod, Surat, Gujarat.	Individual	Yes	6,250	8.98	Nil	N.A.
02	Trupti Devsharayee	6A Mahima Towers, Nr. Chandni Chowk, Piplod, Surat, Gujarat.	Individual	Yes	5,550	7.97	Nil	N.A.
03	Mayank Devashrayee HUF	6A Mahima Towers, Nr. Chandni Chowk, Piplod, Surat, Gujarat.	Body Corporate	Yes	5,200	7.47	Nil	N.A.
04	Kasmin Devashrayee	6A Mahima Towers, Nr. Chandni Chowk, Piplod, Surat, Gujarat.	Individual	Yes	1,300	1.87	Nil	N.A.

05	Rutvij Devashrayee	6A Mahima Towers, Nr. Chandni Chowk, Piplod, Surat, Gujarat.	Individual	Yes	1,300	1.87	Nil	N.A.
	Total				19,600	28.16	Nil	Nil

5. TARGET COMPANY:

Name of the Company:	TTL Enterprises Limited (Formerly Known as Trupti Twisters Limited)
Registered Office:	304, 3rd Floor, Shoppers Plaza-5, Opp. Municipal Market, C.G. Road, Navrangpura, Ahmedabad – 380009, Gujarat, India
Tel. No.:	+91 9408271797
Email id:	truptitwister@gmail.com
CIN:	L17119GJ1988PLC096379
Exchange where Listed:	BSELIMITED (Bombay Stock Exchange Ltd.)

The Target Company is listed on BSE Limited. The Equity Shares are placed under Group 'XT' having a Scrip Code of 514236 and Symbol TTLEL on BSE Limited. The ISIN of Equity Shares of Target Company is INE664X01017.

6. OTHER DETAILS:

- All the details of the Open Offer would be published shortly in newspapers vide a detailed public statement on or before April 24, 2019 in compliance with Regulations 13(4) and 14(3) of the SEBI (SAST) Regulations, 2011.
- The Acquirer accepts full responsibility for the information contained in this PA and also undertake that they are aware of and will comply with their obligations under the SEBI (SAST) Regulations, 2011 and have adequate financial resources to meet the Offer obligations.

- This Offer is not a competitive offer in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011.
- The Offer is not conditional upon any minimum level of acceptance pursuant to the terms of Regulation 19(1) of the SEBI (SAST) Regulations, 2011.

ISSUED ON BEHALF OF ACQUIRER BY MANAGER TO THE OFFER

KUNVARJI

SINCE 1960

Driven By Knowledge



Mr. Himranjal Brahmbhatt
Director (DIN: 00049679)

Name	: Kunvarji Finstock Pvt. Ltd
Address	: Block B, First Floor, Siddhi Vinayak Towers, Off S. G. Highway Road, Mouje Makarba, Ahmedabad, Gujarat - 380051
Tel. No.	: 079- 66669000
Website	: www.kunvarji.com
SEBI Reg. No.	: MB/INM000012564
Contact Person	: Ms. Trusha Thakkar
Email Id	: trusha.thakkar@kunvarji.com

For and on behalf of the Ardent Ventures LLP (Acquirer)



Mr. Keyoor Bakshi
Designated Partner (DIN: 00133588)

Date: April 15, 2019
Place: Ahmedabad