



FRATELLI

• VINEYARDS •

Date: December 10, 2024

To,
The Listing Compliance Department
BSE Limited
P. J. Tower, Dalal Street
Mumbai – 400001

To,
The Secretary
Calcutta Stock Exchange Limited
7, Lyons Range, Kolkata 700001

Scrip Code: 541741

ISIN: INE401Z01019

Subject : Postal Ballot Notice – Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Dear Sir/ Madam,

In furtherance of the outcome of meeting of Board of Directors of the Company dated December 04, 2024 and Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), please find enclosed herewith the copy of the postal ballot notice (“Notice”) seeking approval of the shareholders of the Company on the below mentioned resolutions through remote e-voting process only:

Sr. No.	Details	Type of Resolution
1.	Appointment of Mr. NAKUL NITIN ZAVERI, DIN NO. 02145129 as an Independent Director of the Company.	Special Resolution
2.	Appointment of Mr. SANJIT SINGH RANDHAWA, DIN NO. 03507409 as an Independent Director of the Company.	Special Resolution
3.	Appointment of M/s S S Kothari Mehta & Co. LLP, Chartered Accountant, as Statutory Auditors of the company to fill the casual vacancy.	Ordinary Resolution

The Calendar of Events for the proposed Postal Ballot activity is as follows:

S. No.	Particulars	Date
1.	Cut-off Date for reckoning E-voting rights	December 06, 2024, Friday
2.	Date of completion of dispatch of Postal Ballot notice	December 10, 2024, Tuesday
3.	Date of Commencement of e-voting	December 12, 2024, Thursday
4.	Last date for e-voting	January 10, 2025, Friday
5.	Date of Declaration of Results of Postal Ballot	On or before, January 14, 2025, Tuesday

FRATELLI VINEYARDS LIMITED

[Formerly known as TINNA TRADE LIMITED]

CIN: L11020DL2009PLC186397

Regd. Off: NO.6, Sultanpur, Mandi Road, Mehrauli, New Delhi-110030

Tel NO.- +91-11-49518530, Fax: +91-11-26804883

E mail: investor.ttl@tinna.in Website: <https://fratelliwines.in/>

The Company has emailed the Postal Ballot Notice along with Explanatory Statement on **Tuesday, December 10, 2024** to all those Members, whose e-mail addresses are registered with M/s Alankit Assignment Limited (“**Alankit**”), the Registrar and Transfer Agent of the Company/Depository Participants and whose names appear in the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) as on **Friday, December 06, 2024** (“**Cut-off date**”). The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-off Date i.e. **Friday, December 06, 2024**.

The Company has engaged the services of NSDL for providing e-voting facility to all its members. The details of the procedure and instruction to cast the vote electronically forms part of the Postal Ballot Notice.

Members are requested to note that the voting period will commence from **Thursday, December 12, 2024** at **9.00 A.M. (IST)** and end on **Friday, January 10, 2024** at **5.00 P.M. (IST)**. The e-voting module shall be disabled by NSDL for voting thereafter.

The Postal Ballot Notice is also be available on the Company’s website <https://fratelliwines.in/>, websites of the Stock Exchanges i.e. BSE Limited (BSE), and on the website of NSDL at <https://www.evoting.nsdl.com/>.

This is for your information and records.

Thanking You,

Yours Faithfully,
For Fratelli Vineyards Limited
[Formerly known as Tinna Trade Limited]

Mohit Kumar
Company Secretary
ACS 38142



FRATELLI
-VINEYARDS-
POUR MORE INTO LIFE

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Shareholder(s)

Notice is hereby given that the resolutions set out in this notice are proposed for approval by the members of Fratelli Vineyards Limited [*Formerly known as Tinna Trade Limited*] (“**the Company**”) by means of Postal Ballot (“**Notice**”), only by remote e-voting process (“**e-voting**”) being provided by the Company to all its members to cast their votes electronically, pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 (“**the Act**”), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”) and other applicable provisions of the Act and the Rules read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and 20/2020 dated May 5, 2020, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 and other relevant circulars and notifications issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Regulation 44 and any other application regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Explanatory Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice and additional information as required under the Listing Regulations and circulars issued thereunder is also attached.

The Board of Directors has appointed Shri Ajay Baroota, a Practising Chartered Accountant (FCS 3495 : CP 3945), Proprietor of Ajay Baroota & Associates, Company Secretary, as Scrutiniser for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutiniser’s decision on the validity of the votes cast in the Postal Ballot shall be final.

Members are requested to read the instructions and follow the procedure given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of e-voting	Thursday 12 th December, 2024 09:00 AM
End of e-voting:	Friday, 10 th January, 2025 05:00 PM

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E mail: investor.ttl@tinna.in Website: <https://fratelliwines.in/>

The Scrutiniser will submit their report, after the completion of scrutiny, to the Managing Director of the Company or any person authorised by Board. The results of e-voting will be announced on or before Tuesday, January 14, 2025, and will be displayed on the Company's website at www.fratelliwines.in and on the e-voting website of NSDL i.e. <https://www.evoting.nsdl.com/>. The results will simultaneously be communicated to BSE Limited ("BSE").

Special Business:

1. Appointment of Mr. NAKUL NITIN ZAVERI, DIN NO. 02145129 as an Independent Director of the Company.

To consider and pass the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulations 17(1C) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of Mr. Nakul Nitin Zaveri (DIN: 02145129), who was appointed as an Additional Director, designated as an Independent Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, being eligible, as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, i.e., upto November 12, 2029, be and is hereby approved;

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company, be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

2. Appointment of Mr. SANJIT SINGH RANDHAWA, DIN NO. 03507409 as an Independent Director of the Company.

To consider and pass the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulations 17(1C) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of Mr. Sanjit Singh Randhawa (DIN: 03507409), who was appointed as an Additional Director, designated as an Independent Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, being eligible, as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, i.e., upto November 12, 2029, be and is hereby approved;

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company, be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

3. Appointment of M/s S S Kothari Mehta & Co. LLP, chartered accountant, as statutory auditors of the company to fill the casual vacancy.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of section 139 and 142 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and all other applicable laws, if any, M/s S S Kothari Mehta & Co. LLP, Chartered Accountants, (Firm Registration No.000756N/ N500441) be and are hereby appointed as the Statutory Auditors of the Company for the financial year 2024-25, on such remuneration and out of pocket expenses as may be determined by the Board as per recommendation of Audit Committee, to fill the casual vacancy in the office of Company’s Statutory Auditor caused due to resignation of the previous Statutory Auditors M/s A S H M & Associates, Statutory Auditors, (FRN No: 005790C) and they shall hold the office until the conclusion of the ensuing Annual General Meeting of the Company to be held for the financial year ending on 31st March, 2025.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things which may be deemed necessary and expedient to give effect to this resolution.”

By Order of the Board of Directors
For Fratelli Vineyards Limited
[Formerly known as Tinna Trade Limited]

Place: New Delhi
Date: December 04, 2024

Mohit Kumar
Company Secretary
Membership No. A38142

Regd. Office Address:
6, Tinna House, Sultanpur, Mandi Road,
Mehrauli, New Delhi-110030

NOTES

1. The Explanatory Statement pursuant to Section 102 (1) of the Act read with Rule 22 of the Rules and Regulation 17(11) of the Listing Regulations, setting out the material facts and the reason for the proposed resolution is annexed hereto and forms part of this Notice.
2. As per Section 110 and other applicable provisions of the Act read with Rule 20 & 22 of the Rules, cut-off date for the purpose of reckoning the Voting rights is **Friday, December 06, 2024** (“Cut-off Date”). A person who is not a shareholder as on the Cut-off Date should treat this Notice for information purposes only.
3. All the material documents referred in the Explanatory Statement, shall be available for inspection through electronic mode only. Members who wish to inspect such documents are requested to send an email to investor.ttl@tinna.in mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.

4. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the Regulations”) and in accordance with the MCA Circulars, the Company has engaged National Securities Depository Limited (“NSDL”) as the agency for facilitating remote e-voting to enable the Members to cast their votes electronically (“remote e-voting”). In accordance with the MCA Circulars, the Members can vote only through remote evoting.
5. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.fratelliwines.in) duly filled and signed along with requisite supporting documents to Alankit Assignments Limited, Alankit House_4E/2 Jhandewalan Extension, New Delhi - 110055, INDIA.
6. Subject to the provisions of the Articles of Association of the Company, voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
7. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended (“SEBI Master Circular”), and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
8. The e-voting period commences at 9:00 a.m. (IST) on Thursday 12th December, 2024 and ends at 5:00 p.m. (IST) on Friday, 10th January, 2025.

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.
9. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., 10th January, 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 data-bbox="662 449 1455 989">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.<li data-bbox="662 1020 1455 1182">2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<li data-bbox="662 1188 1455 1810">3. 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. 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 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.

4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
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.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
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.

Login type	Helpdesk details
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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method 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.nsd.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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on 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 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.
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 baroota@rediffmail.com with a copy marked to 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 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 or call on : 022 - 4886 7000 or send a request to Mr. Narendra Dev, Business Development & Products, at 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 investor.ttl@tinna.in.
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 investor.ttl@tinna.in. 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 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.

By Order of the Board of Directors
For Fratelli Vineyards Limited
[Formerly known as Tinna Trade Limited]

Place: New Delhi
Date: December 04, 2024

Mohit Kumar
Company Secretary
Membership No. A38142

Regd. Office Address:
6, Tinna House, Sultanpur, Mandi Road,
Mehrauli, New Delhi-110030

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER

The statement pursuant to Section 102(1) of the Companies Act, 2013 for Item Nos. 1 to 3 of the accompanying notice is as under:

ITEM NO. 1

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, and subject to approval of shareholders, approved the appointment of Mr. NAKUL NITIN ZAVERI (DIN 02145129) as an Additional Director in the capacity of an Independent Director of the Company for a term of 5 (five) consecutive years w.e.f. November 13, 2024. As per Section 161 of Companies Act, 2013, the appointment of Additional Director is valid up to next Annual General Meeting, however, in terms of Regulation 17(1C) of the Listing Regulations, the Company is required to obtain approval of shareholders at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Hence, resolution no. 1 of this Notice is proposed to the shareholders for their approval through this Postal Ballot.

Mr. Nakul Nitin Zaveri has given his consent to act as Director of the Company and declared that he is not disqualified or debarred from being appointed or continuing as director of the companies by the SEBI/Ministry of Corporate Affairs/RBI or any such statutory authority; and no prosecution is initiated against me for alleged default / offence under various applicable statutory provisions and no fines or penalties has been imposed thereon.

The Company has also received declaration from Mr. Nakul Nitin Zaveri that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). In the opinion of the Board, Mr. Nakul Nitin Zaveri fulfills the conditions for his appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the management, and in view his vast experience and knowledge, it will be in the interest of the Company that he is appointed as an Independent Director.

In accordance with Section 152, 161(1) of the Companies Act, 2013 and Regulation 17(1C) of SEBI (LODR) Regulations, the Board seeks the approval of members for the appointment of Mr. Nakul Nitin Zaveri as an Independent Director of the Company, for the first term for a consecutive period of 5 years, commencing from November 13, 2024 to November 12, 2029 in terms of Section 149 and other applicable provisions of the Act and Rules made there under, not liable to retire by rotation.

Mr. Nakul Nitin Zaveri will be entitled to remuneration by way of sitting fees for attending the Board/Committee meetings or any other transaction fees, as may be approved by the Board and shareholders, if required, from time to time, subject to provisions of Section 149, 197 of the Companies Act read with relevant rules made thereunder and Regulation 17(6) of the SEBI (LODR) Regulations 2015 as amended from time to time and any other provisions of law applicable for the time being.

The details pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India, including the brief profile are annexed to the notice.

Mr. Nakul Nitin Zaveri interested in the resolution set out at Item No. 1 of the Notice with regard to his appointment and relatives of Mr. Nakul Nitin Zaveri may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

Accordingly, the Board seeks the approval of shareholders by way of the Special Resolution for matter set out at Item No. 1 of the Notice.

ITEM NO. 2

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, and subject to approval of shareholders, approved the appointment of MR. SANJIT SINGH RANDHAWA (DIN 03507409) as an Additional Director in the capacity of an Independent Director of the Company for a term of 5 (five) consecutive years w.e.f. November 13, 2024. As per Section 161 of Companies Act, 2013, the appointment of Additional Director is valid up to next Annual General Meeting, however, in terms of Regulation 17(1C) of the Listing Regulations, the Company is required to obtain approval of shareholders at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Hence, resolution no. 2 of this Notice is proposed to the shareholders for their approval through this Postal Ballot.

Mr. Sanjit Singh Randhawa has given his consent to act as Director of the Company and declared that he is not disqualified or debarred from being appointed or continuing as director of the companies by the SEBI/Ministry of Corporate Affairs/RBI or any such statutory authority; and no prosecution is initiated against me for alleged default / offence under various applicable statutory provisions and no fines or penalties has been imposed thereon.

The Company has also received declaration from Mr. Sanjit Singh Randhawa that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). In the opinion of the Board, Mr. Sanjit Singh Randhawa fulfills the conditions for his appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the management, and in view his vast experience and knowledge, it will be in the interest of the Company that he is appointed as an Independent Director.

In accordance with Section 152, 161(1) of the Companies Act, 2013 and Regulation 17(1C) of SEBI (LODR) Regulations, the Board seeks the approval of members for the appointment of Mr. Sanjit Singh Randhawa as an Independent Director of the Company, for the first term for a consecutive period of 5 years, commencing from November 13, 2024 to November 12, 2029 in terms of Section 149 and other applicable provisions of the Act and Rules made there under, not liable to retire by rotation.

Mr. Sanjit Singh Randhawa will be entitled to remuneration by way of sitting fees for attending the Board/Committee meetings or any other transaction fees, as may be approved by the Board and shareholders, if required, from time to time, subject to provisions of Section 149, 197 of the Companies Act read with relevant rules made thereunder and Regulation 17(6) of the SEBI (LODR) Regulations 2015 as amended from time to time and any other provisions of law applicable for the time being.

The details pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India, including the brief profile are annexed to the notice.

Mr. Sanjit Singh Randhawa interested in the resolution set out at Item No. 1 of the Notice with regard to his appointment and relatives of Mr. Sanjit Singh Randhawa may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

Accordingly, the Board seeks the approval of shareholders by way of the Special Resolution for matter set out at Item No. 2 of the Notice.

ITEM NO. 3

M/s A S H M & Associates, Chartered Accountants, (Firm Registration No. 005790C) were appointed as Statutory Auditors of the Company at the 15th Annual General Meeting (AGM) held on June 30, 2023 to hold the office for a period of 5 years until the conclusion of 20th AGM of the Company. However, A S H M & Associates, Chartered Accountant, Statutory Auditors has shown their inability to continue as Statutory Auditors of the Company for commercial considerations as they are not able to recover reasonable portion of their time cost and have tendered their resignation vide their resignation letter dated November 14, 2024, resulting into a casual vacancy in the office of Statutory Auditors of the company. Pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and all other applicable laws, if any, casual vacancy caused by the resignation of Auditors can be filled by the Board, subject to the approval of the members.

Further, as per the recommendation of the Audit Committee, the Board proposes and recommends that M/s S S Kothari Mehta & Co. LLP, Chartered Accountants, (Firm Registration No. 000756N/N500441) be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation of M/s A S H M & Associates Chartered Accountants; and shall hold office up to the conclusion of the ensuing Annual General Meeting of the Company.

M/s S S Kothari Mehta & Co. LLP, Chartered Accountants (Firm Registration No. 000756N/N500441), have conveyed their consent for the appointment as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations. Accordingly, the Board seeks the approval of shareholders by way of the Ordinary Resolution for matter set out at Item No. 3 of the Notice.

By Order of the Board of Directors
For Fratelli Vineyards Limited
[Formerly known as Tinna Trade Limited]

Place: New Delhi
Date: December 04, 2024

Mohit Kumar
Company Secretary
Membership No. A38142

Regd. Office Address:
6, Tinna House, Sultanpur, Mandi Road, Mehrauli, New Delhi-110030

DETAILS OF DIRECTORS SEEKING APPOINTMENT

Details of Directors Seeking Appointment, as required to be provided pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India and approved by the Central Government are provided herein below:

Name of the Director	Mr. NAKUL NITIN ZAVERI Din: (02145129)	Mr. SANJIT SINGH RANDHAWA (DIN : 03507409)
Age	46 Years	65 Years
Qualification	Mr. Nakul holds an MBA from the University of Oxford’s Said Business School and is an esteemed member of Exeter College, Oxford. He earned his Bachelor of Commerce & Economics from the University of Mumbai’s Sydenham College, further solidifying his foundation in finance and economics.	Sanjit holds an impressive educational background, having completed the Emilio Bacardi Leadership Program at Harvard Business School in 2018-2019, an Executive Education program in Brand Management at the Indian School of Business in 2009, and the Bacardi Leadership Development Programme at the University of Virginia’s Darden School of Business in 2005. He earned an MBA in Marketing from the University Business School at Panjab University in 1990 and is a Chartered Accountant, having qualified from The Institute of Chartered Accountants of India in 1986. Sanjit also holds a Bachelor of Commerce degree in Accounting from Andhra University and completed his higher secondary education in Science from Kendriya Vidyalaya.
Expertise in specific functional area	<p>“Partner at LeapFrog Investments Co-head of Climate Investment Strategy”</p> <p>Nakul Nitin Zaveri is a partner at LeapFrog Investments, where he co-leads the firm’s climate investment strategy, focused on enabling sustainable pathways for emerging consumers to achieve prosperity. With over 20 years of experience across entrepreneurial, operational, and investment domains, Nakul is a seasoned expert in driving impactful investments in the climate space. His work at LeapFrog centers on supporting innovative solutions that align climate initiatives with the</p>	<p>“Former Director External Affairs & Managing Director - India & SEA, Bacardi”</p> <p>With a remarkable career spanning 43 years, including 34 years in the spirits industry, Sanjit Singh Randhawa has made a significant impact through various leadership roles at Bacardi. Over his 23-year tenure with Bacardi, Sanjit showcased his versatility and expertise in driving business growth across diverse geographies. He held key positions, including Director of External Affairs for Asia, the Middle East, Africa, and Global Travel Retail (GTR), which was his last role at Bacardi. He also served as Managing</p>

	<p>evolving priorities of consumers in emerging markets.</p> <p>Nakul’s investment experience spans a wide range of areas, including renewables, climate tech, industrial and enterprise efficiency, and related value chains. He has been at the forefront of responsible investment strategies, leveraging his expertise to foster growth in sustainable technologies and practices. His focus on climate and responsible investment is aimed at creating tangible, long-term impact while addressing the challenges of the global transition to a low-carbon economy.</p> <p>Academically, Nakul holds an MBA from the University of Oxford’s Said Business School and is an esteemed member of Exeter College, Oxford. He earned his Bachelor of Commerce & Economics from the University of Mumbai’s Sydenham College, further solidifying his foundation in finance and economics.</p> <p>With a rich background in both operational leadership and investment strategy, Nakul continues to be a driving force in shaping the future of climate investing, aligning growth with environmental sustainability.</p>	<p>Director for India and Southeast Asia, after previously leading operations as Managing Director for Southeast Asia and Managing Director for Thailand and the Philippines.</p> <p>Sanjit's leadership extended beyond traditional functions, with his work in cross-functional team leadership, business strategy, P&L management, and new business development driving growth in multiple regions. His strategic vision and hands-on leadership made him a seasoned expert in the alcoholic beverages sector, particularly in emerging markets. Although he has retired from active service, Sanjit remains eager to contribute his vast experience as an adviser, helping businesses navigate complex challenges and seize new opportunities.</p> <p>Sanjit holds an impressive educational background, having completed the Emilio Bacardi Leadership Program at Harvard Business School in 2018-2019, an Executive Education program in Brand Management at the Indian School of Business in 2009, and the Bacardi Leadership Development Programme at the University of Virginia’s Darden School of Business in 2005. He earned an MBA in Marketing from the University Business School at Panjab University in 1990 and is a Chartered Accountant, having qualified from The Institute of Chartered Accountants of India in 1986. Sanjit also holds a Bachelor of Commerce degree in Accounting from Andhra University and completed his higher secondary education in Science from Kendriya Vidyalaya.</p>
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Terms and Conditions of Re-appointment/ Appointment	The Board of Directors at their meeting held on November 13, 2024 appointed Mr. Nakul Nitin Zaveri, as Additional Independent Director, Non-Executive, for the Period of 5 consecutive year up to November 12, 2029, not liable to retire by rotation on such terms and conditions including but not limited to the remuneration, sitting fees, commissions, if any, as may be approved by the shareholders	The Board of Directors at their meeting held on November 13, 2024 appointed Mr. Sanjit Singh Randhawa, as Additional Independent Director, Non-Executive, for the Period of 5 consecutive year up to November 12, 2029, not liable to retire by rotation on such terms and conditions including but not limited to the remuneration, sitting fees, commissions, if any, as may be approved by the shareholders
Remuneration last drawn	NIL	NIL
Remuneration proposed to be paid	NIL	NIL
Date of first appointment on the Board	November 13, 2024	November 13, 2024
Shareholding in the Company	NIL	NIL
Relationship with other Directors/ Key Managerial Personnel	NIL	NIL
Number of meetings of the Board attended during the financial year	Not Applicable	Not Applicable
Directorships of other Boards	<ol style="list-style-type: none"> 1. Upgrid Solutions Private Limited [Nominee Director] 2. Rising Inclusion Advisors Private Limited [Nominee Director] 3. Kidsstoppres Media Private Limited 4. Caltrane Advisors LLP 	NIL
Membership/ Chairmanship of Committees of other Boards	Chairman of Stakeholders Relationship Committee.	Chairman of Audit Committee and Member of Nomination and remuneration committee and Stakeholders Relationship Committee.