



FRATELLI
• VINEYARDS •

Date: January 13, 2025

To,
The Manager
Department of Corporate Services
BSE Limited
P. J. Tower, Dalal Street
Mumbai – 400001

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

Scrip Code: 541741

Subject : Voting result of Postal Ballot under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015

Dear Sir/Ma'am,

In continuation to our letter dated 10th December 2024, and pursuant to Sections 108 and 110 of the Companies Act, 2013 read with the Rules made there under and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations 2015, the approval of the Members of the Company, was sought by the Postal Ballot Process through remote e-voting mode pursuant to the notice dated 10th December 2024 on the following resolutions;

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

Mr. Ajay Baroota, (Certificate of Practice No. 3945) of M/s Ajay Baroota and Associates, Company Secretaries in Whole Time Practice, who was appointed as the Scrutinizer for the aforesaid Postal Ballot Process has submitted their Report on 11th January 2025. In accordance with the said Report, we hereby inform that, the members of the Company have duly passed the aforesaid resolutions with requisite majority.

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/>



FRATELLI
• VINEYARDS •

We are enclosing herewith the results of Postal ballot in prescribed format (*Annexure A*) along with the Report of Scrutinizer (*Annexure B*). We request you to take the above on record and do the needful.

The voting results and the report of the scrutinizer are being made available on the website of the Company <https://fratelliwines.in/> and the website of National Securities Depository Limited www.evoting.nsdl.com.

Thanking you,

Yours faithfully,

For FRATELLI VINEYARDS LIMITED
[Formerly known as TINNA TRADE LIMITED]

Mohit
Kumar

Digitally signed by Mohit Kumar
DN: cn=Mohit Kumar, o=FRATELLI VINEYARDS LIMITED, ou=FRATELLI VINEYARDS LIMITED, email=mohit.kumar@fratelliwines.in, c=IN
Date: 2023.11.15 11:12:45Z

Mohit Kumar
Company Secretary
ACS 38142
Encl.: As above

FRATELLI VINEYARDS LIMITED
[Formerly known as TINNA TRADE LIMITED]

CIN: L11020DL2009PLC186397

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

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. NAKUL NITIN ZAVERI, DIN NO. 02145129 as an Independent Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	24554566	17032778	69.3670	17032778	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		17032778	69.3670	17032778	0	100.0000	0.0000
Public-Institutions	E-Voting	209170	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	18514158	8717679	47.0866	8717550	129	99.9985	0.0015
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		8717679	47.0866	8717550	129	99.9985	0.0015
Total		43277894	25750457	59.5003	25750328	129	99.9995	0.0005
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<input type="button" value="Add Notes"/>	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. SANJIT SINGH RANDHAWA, DIN NO. 03507409 as an Independent Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	24554566	17032778	69.3670	17032778	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		17032778	69.3670	17032778	0	100.0000	0.0000
Public-Institutions	E-Voting	209170	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	18514158	8717679	47.0866	8717550	129	99.9985	0.0015
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		8717679	47.0866	8717550	129	99.9985	0.0015
Total		43277894	25750457	59.5003	25750328	129	99.9995	0.0005
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<input type="button" value="Add Notes"/>	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of M/s S S Kothari Mehta & Co. LLP, chartered accountant, as statutory auditors of the company to fill the casual vacancy.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	24554566	17032778	69.3670	17032778	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		24554566	17032778	69.3670	17032778	0	100.0000
Public-Institutions	E-Voting	209170	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		209170	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	18514158	8717679	47.0866	8717550	129	99.9985	0.0015
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		18514158	8717679	47.0866	8717550	129	99.9985
Total		43277894	25750457	59.5003	25750328	129	99.9995	0.0005
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<input type="button" value="Add Notes"/>	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Ajay Baroota & Associates
Company Secretaries
204, Nidhi Plaza, Plot No.8, LSC
Near Shakti Nagar Underbridge
Delhi-110052.
Email: baroota@rediffmail.com
Phone : 9868450041, 9810355223

SCRUTINIZER'S REPORT

[Pursuant to Section 108, Section 110 of the Companies Act, 2013 (hereinafter "the Act") read with Rule 20 and Rule 22 of The Companies (Management and Administration) Rules, 2014 (hereinafter "the Rules")]

To,
The Managing Director
FRATELLI VINEYARDS LIMITED
(Earlier Tinna Trade Limited)
No. 6, Sultanpur, Mandi Road
Mehrauli
New Delhi - 110074

Sub : Scrutinizer's Report on Postal Ballot process conducted through electronic voting system, (hereinafter "Remote E-voting" pursuant to provisions of Section 108, Section 110 and other applicable provisions of the Act read with the Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein referred to as "Listing Regulations, 2015") as amended from time to time and MCA Circulars

Respected Sir,

I, CS Ajay Baroota, Proprietor, Ajay Baroota and Associates, Company Secretaries in Whole Time Practice having office at 204 (2nd Floor) , Nidhi Plaza-I, Plot No. 8, LSC, Near Shakti Nagar Underbridge, Delhi – 110052 have been appointed as Scrutinizer by the ("the Board of Directors of **Fratelli Vineyards Limited (Earlier Tinna Trade Limited)** "the Company") to Scrutinize the process of Postal Ballot conducted through Remote E-voting in respect of the resolutions set forth in the Postal Ballot Notice of the Company, dated December 04, 2024 (hereinafter "Postal Ballot Notice").

The said appointment as Scrutinizer is under the applicable provisions of the Act read with the Rules made thereunder to scrutinize, in fair and transparent manner, the process of Postal Ballot conducted through Remote E-voting in respect of the Resolutions proposed in the Postal Ballot Notice.

Pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ("the Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules 2014 ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), and other applicable laws and regulations, if any, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 9/2024 dated September. 19, 2024 and other relevant circulars & notifications issued by MCA in this regard (hereinafter referred to as "MCA Circulars") and read with the Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and other relevant circulars/notifications issued by SEBI in this regard (hereinafter referred as "SEBI Circulars"), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, and any other applicable law, rules and regulations, (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force).

The following resolutions were proposed in the Postal Ballot Notice for approval of shareholders.

SPECIAL BUSINESSES

ITEM NO: 1. To confirm/approve appointment of Mr. Nakul Nitin Zaveri (DIN 02145129) as an Independent Director (Special Resolution)

ITEM NO: 2. To confirm/approve appointment of Mr. Sanjit Singh Randhawa (DIN 03507409) as an Independent Director (Special Resolution)

ITEM NO: 3. To confirm/approve appointment of M/s S.S. Kothari Mehta & Co., LLP, Chartered Accountants as Statutory Auditors of the Company to fill the casual vacancy (Ordinary Resolution)

MANAGEMENT'S RESPONSIBILITY

The compliance with the requirements of (i) the Act and the Rules made thereunder (ii) the MCA Circulars and (iii) the Listing Regulations, 2015 relating to e-voting on the resolutions contained in the Postal Ballot Notice is the responsibility of the management of the Company. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

SCRUTINIZER'S RESPONSIBILITY

My responsibility as a Scrutinizer was to render you Scrutinizer's Report of the total votes cast "in favor" or "against" on the resolutions, based on the reports generated through Scrutinizer's secured link as provided by National Securities Depository Limited (hereinafter referred to as "NSDL").

I HEREBY SUBMIT MY REPORT ON THE VOTING ON THE RESOLUTIONS PROPOSED IN THE POSTAL BALLOT NOTICE, AS UNDER:

1. In terms of Section 108 and Section 110 of the Companies Act, 2013 read with the Rules and the Listing Regulations, 2015, the Company had made arrangement with National Securities Depository Limited for providing facility of voting through Remote E-voting to its members.
2. The Company sent Postal Ballot Notice, along with Explanatory Statement pursuant to Section 102 of the Act on December 10, 2024 by the electronic mode (e-mail) to those members whose email addresses were registered with the Company / Depository Participants, pursuant to the aforementioned MCA Circulars. A copy of said Postal Ballot Notice was published on the website of the Company and NSDL.
3. Pursuant to MCA Circulars, physical ballots were not dispatched. Accordingly, the communication of the assent or dissent of the members had taken place through the Remote E-voting only.
4. As per the sub-rule (3) of Rule 22 of the Rules and MCA Circulars, the Company published an advertisement on Wednesday, December 11, 2024 about dispatch of Postal Ballot Notice in 'Financial Express' (English) & Jansatta (Hindi) Newspapers.
5. The members of the Company whose names were recorded in the Register of Members or in the Register of Beneficial Owners maintained for it by the Depositories (in case of shares held in dematerialized form) as on the cut-off date i.e. Friday, December 06, 2024 were entitled to avail Remote E-voting facility, in respect of resolutions as set out in the Postal Ballot Notice.
6. In terms of Postal Ballot notice the e-voting commenced on Thursday, December 12, 2024 at (9:00 A.M. IST) and ended on Friday, January 10, 2025 (5:00 P.M. IST).

7. All votes cast through Remote E-voting during the above-mentioned period, were considered for scrutiny and at the end of Remote E-voting period, the Remote E-voting facility was blocked by NSDL forthwith.
8. After the conclusion of Remote E-voting, the votes cast by the members through Remote E-voting facility were unblocked at around 05-15 PM on Friday January ,10, 2025 in the presence of two witnesses who are not in employment of the Company.
9. The Votes cast by the members through Remote E-voting, were reconciled with the Register of Members/ list of beneficial owners/ other relevant records of the Company on Saturday, January 11, 2024.
10. The votes cast through Remote E-voting were scrutinized by me for verification of votes cast in favour and against the resolution.
11. The particulars of voting and other requisite details have been entered in a separate Register maintained for the purpose.
12. The summary of the votes cast is as given below:

Total 91 shareholders (25750457 equity shares) voted, out of which 87 shareholders (25750328 equity shares) voted in favour of all the three below mentioned resolutions & 4 shareholders (129 equity shares) voted against all the three resolutions.

SPECIAL BUSINESS NO. 1

ITEM NO: 1. To confirm/ approve appointment of Mr. Nakul Nitin Zaveri (DIN 02145129) as an Independent Director (Special Resolution) :

Valid votes in favor of the Resolution		Valid votes against the Resolution		Invalid votes %
No's.	% of total valid votes	No's.	% of total valid votes	No's.
25750328	99.999	129	0.0005	Nil

SPECIAL BUSINESS NO. 2

ITEM NO: 2. To confirm/ approve appointment of Mr. Sanjit Singh Randhawa (DIN 03507409) as an Independent Director (Special Resolution)

Valid votes in favor of the Resolution		Valid votes against the Resolution		Invalid votes %
No's.	% of total valid votes	No's.	% of total valid votes	No's.
25750328	99.999	129	0.0005	Nil

SPECIAL BUSINESS NO. 3

ITEM NO: 3. To confirm/approve appointment of M/s S.S. Kothari Mehta & Co., LLP, Chartered Accountants as Statutory Auditors of the Company to fill the casual vacancy (Ordinary Resolution)

Valid votes in favor of the Resolution		Valid votes against the Resolution		Invalid votes %
No's.	% of total valid votes	No's.	% of total valid votes	No's.
25750328	99.999	129	0.0005	Nil

- Based upon the aforesaid voting summary, the Resolutions as set out in the postal ballot notice have been passed/approved by the shareholders with requisite majority.
- The electronic data and all other relevant records relating to remote e-voting are handed over to Mr. Mohit Kumar, Company Secretary and Compliance Officer, for safe custody.

**AJAY
BAROOTA** Digitally signed by
AJAY BAROOTA
Date: 2025.01.11
14:45:03 +05'30'

**For Ajay Baroota and Associates
Company Secretaries
FCS: 3495
CP No. 3945
Peer Review No.: 2071/22
UDIN: F003495F003657904**

**Date: 11.01.2025
Place: New Delhi**

Countersigned by:

**Gaurav
Sekhri** Digitally signed by Gaurav Sekhri
DN: cn=, o=Personal, ou=9999,
email=gym-ec72996c34480793c42ba
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2.5.4.20=f725bc0021ac59ee16140540f
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712, postalCode=110076, st=Delhi,
serialNumber=1312209955112097154
708889557780125146286a32923a7328
5d7d7416, cn=Gaurav Sekhri
Date: 2025.01.13 12:35:53 +05'30'

**GAURAV SEKHRI
Managing Director
DIN:00090676**