



Date: 9th March, 2024

To,
Asst. general Manager
Dept. of corporate services
BSE Limited,
P.J. Towers, Dalal Street,
Fort, Mumbai-400001

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

Ref.: Scrip Code: 541741

Subject- Notice of Extra Ordinary General Meeting (EGM) - Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Ma'am,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the Notice and Explanatory statement of the Extra Ordinary General Meeting of the Company scheduled to be held on Monday, 1st April, 2024 at 12.30 p.m. (IST) through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

The Company is providing electronic voting (e-voting) facility to the members through electronic voting platform of National Securities Depository Limited (NSDL). Members holding shares either in physical or Demat mode as on the cut-off date i.e. Monday, 25th March, 2024 may cast their votes electronically on the businesses set out in the Notice of Extra Ordinary General Meeting.

The Notice and the Explanatory Statement of the EGM of the Company forming part of is attached herewith and is available on the website of the Company at www.tinnatrade.in

This is for your kind perusal and records.

Thanking you

Yours faithfully,

For Tinna Trade Limited

MONIKA Digitally signed by
GUPTA MONIKA GUPTA
Date: 2024.03.09
12:33:00 +05'30'

Monika Gupta
(Company Secretary)

FCS-8015

Encl: As Above

TINNA TRADE LIMITED

CIN: L51100DL2009PLC186397

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

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

E mail: ttl.del@tinna.in Website: www.tinnatrade.in



NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Extra-Ordinary General Meeting (“**EGM**”) of the Shareholders of Tinna Trade Limited (“**the Company**”) will be held on **Monday, April 01, 2024, at 12:30 pm** (IST) through Video Conference (VC)/ Other Audio-Visual Means (OAVM) facility, to transact the businesses as mentioned below.

The proceedings of the Extraordinary General Meeting shall be deemed to be conducted at the Registered Office of the Company at No 6, Sultanpur, Mandi Road, Mehrauli, New Delhi-110030, India, which shall be the deemed venue of the EGM.

SPECIAL BUSINESSES

ITEM NO. 1:

INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT AMENDMENT IN THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) and rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force), read with enabling provisions of Memorandum of Association and Articles of Association of the Company or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of members of the Company, be and is hereby accorded to increase the Authorized Share Capital of the Company from ₹ 9,00,00,000/- (Rupees Nine Crores only) divided into 90,00,000 (Ninety Lakhs) Equity Shares of ₹ 10/- (Rupees Ten only) each to ₹ 43,00,00,000/- (Rupees Forty Three Crores only), divided into 4,30,00,000 (Four Crore Thirty Lakhs) Equity Shares of ₹ 10/- (Rupees Ten only) each, by creation of additional 3,40,00,000 (Three Crore Forty Lakhs) Equity Shares of face value of ₹ 10/- (Rupees Ten only) each.”

“RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following Clause V:

“V. The Authorized Share Capital of the Company is ₹ 43,00,00,000/- (Rupees Forty Three Crores Only) divided into 4,30,00,000 (Four Crore Thirty Lakhs) Equity Shares of ₹ 10/- (Rupees Ten Only) each.”

“RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorized to take such steps as may be necessary and to do and perform all such

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acts, deeds, matters, and things and make, sign and file such applications/ forms with Registrar of Companies (ROC) and/ or any other statutory authorities as may be required and accept any alteration(s) or modification(s) as may be necessary for the purpose of giving effect to the aforesaid resolutions and for matters connected therewith or incidental thereto or to settle any question or difficulty that may arise in this regard, in such manner as they may deem fit.”

ITEM NO. 2:

APPROVAL UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) to (a) give any loan to any person(s) or other body corporate(s) ; (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s) ; and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding INR 500,00,00,000 (Rupees Five Hundred Crores Only) outstanding at any time over and above the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Board of the Company and the Company Secretary of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to do all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

ITEM NO. 3:

ISSUANCE OF EQUITY SHARES TO THE SHAREHOLDERS OF FRATELLI WINES PRIVATE LIMITED THROUGH SWAP OF SHARES

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

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“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the **“Act”**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreements entered into by the Company with the Stock Exchanges, where the shares of the Company are listed and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (**“SEBI”**), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (**“Takeover Regulations”**) as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI and/or any other competent authorities, and subject to the approvals, consents, permissions and/or sanctions, as may be required from the Government of India, SEBI, Stock Exchanges and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and/or sanctions and which may be agreed by the board of directors of the Company (hereinafter referred to as the **“Board”** which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, **up to 3,07,79,184 (Three Crore Seven Lakhs Seventy Nine Thousand One Hundred Eighty Four) Equity Shares of Company having face value of ₹ 10/- (Rupees Ten only) each, at an issue price of ₹ 72/- (Rupees Seventy Two Only) per equity share** (including premium of ₹ 62/- per share), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations, (**“Subscription Shares”**) **for consideration other than cash** towards payment of the total purchase consideration of **up to ₹ 221,61,00,780/- (Rupees Two Hundred Twenty One Crore Sixty One Lakhs Seven Hundred Eighty only)** payable by the Company to the shareholders of **Fratelli Wines Private Limited** a private company incorporated under the Indian Law (**“FWPL”**) (**“Proposed Allottees**, for acquisition of 1,23,11,671 equity shares of ₹ 10/- each held by Proposed Allottees (**“Purchase Shares”**), on such terms and conditions as agreed by the parties or as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws.

The details of the Proposed Allottee and the maximum number of equity shares of the Company proposed to be allotted is set forth in the below table:

Sr. No.	Name of the Proposed Allottees	Category	Maximum number of Equity Shares to be issued
1.	Ms. Puja Sekhri	Promoter	9,59,705
2.	Mr. Gaurav Sekhri	Promoter	5,39,370

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3.	Ms. Aarti Sekhri	Promoter	22,75,340
4.	Ms. Shobha Sekhri	Promoter	9,59,705
5.	Ms. Babli Kukreja	Promoter Group	2,06,000
6.	Ms. Shree Mayor	Promoter Group	33,373
7.	M/s Chin Min Developers Private Limited	Promoter Group	23,45,753
8.	M/s BGK Infratech Private Limited	Promoter Group	58,48,680
9.	M/s B S Farms & Properties Private Limited	Promoter Group	15,82,743
10.	BGK Shipping LLP	Promoter Group	3,39,945
11.	M/s Tripat Ventures Limited	Promoter Group	55,555
12.	M/s Prasad Estates Private Limited	Promoter Group	2,08,500
13.	M/s Gee Ess Pee Land Developers Private Limited	Promoter Group	75,000
14.	Mr. Arjunsinh Madansinh Mohite Patil	Public	10,79,163
15.	Ms. Vaishnavi Devi Mohite Patil	Public	16,898
16.	Mr. Ranjitsinh V Mohite Patil	Public	15,34,165
17.	Ms. Kirtidhwaj Udaysinh Mohite Patil	Public	3,70,150
18.	Mr. Shivtejsinh Udaysinh Mohite Patil	Public	3,70,150
19.	Mr. Dhairyasheel R Mohite Patil	Public	4,87,500
20.	Ms. Satyaprabha Devi Mohite Patil	Public	3,48,703
21.	M/s Nandini Realtors Private Limited	Public	83,333
22.	M/s Shivratna Multilayers Private Limited	Public	10,42,165
23.	Mr. Alessio Secci	Public	37,24,948
24.	Mr. Giovanni Masi (Being the legal heir of Late Piero Massi)	Public	5,24,198
25.	Mr. Mayank Singhal	Public	39,88,553
26.	Mr. Sanjay Kumar Jain	Public	62,500

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27.	Mr. Abhishek Somany	Public	3,74,650
28.	Ms. Minal Somany	Public	3,74,648
29.	Mr. Siddharath Bindra	Public	3,74,650
30.	Ms. Meena Bindra	Public	3,74,648
31.	Mr. Narayan K Seshadri	Public	2,18,493
Total			3,07,79,184

RESOLVED FURTHER THAT the '**Relevant Date**', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue price of the Equity Shares proposed to be allotted to the above mentioned allottee is **March 01, 2024** i.e., being the working day, 30 days prior to the date of the Extra-Ordinary General Meeting of the shareholders of the Company scheduled to be held.

RESOLVED FURTHER THAT the aforesaid issue of Subscription Shares shall be subject to the following terms and conditions:

- a) The Subscription Shares to be issued and allotted shall be fully paid-up and rank *pari-passu* with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- b) The Subscription Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said Subscription Shares is pending on account of pendency of approval of any Regulatory Authority, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.
- c) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- d) The Subscription Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations and any other applicable law for the time being in force.
- e) The Subscription Shares to be allotted to the Proposed Allottees shall be listed on the stock exchanges where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.

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- f) The Subscription Shares so offered, issued and allotted to the Proposed Allottees, are being issued for consideration other than cash, towards discharge of total purchase consideration payable by the Company for acquisition of Purchase Shares held by the Proposed Allottees and will constitute the full consideration for the Subscription Shares to be issued by the Company to the Proposed Allottees pursuant to this resolution.
- g) The Subscription Shares shall be allotted to the Proposed Allottees subject to receipt of the Purchase Shares from the Proposed Allottees i.e., for consideration other than cash.
- h) No partly paid-up Subscription Shares shall be issued and allotted.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required or as may be necessary in accordance with the terms of the offer, and all such equity shares shall be ranking pari passu with the existing equity shares of the Company in all respects including dividend.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the members be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and make an offer to the Proposed Allottees through Letter of Offer/Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and SEBI ICDR Regulations containing the terms and conditions ("**Offer Document**") after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchanges and within the timelines prescribed under the applicable laws."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Subscription Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and Company Secretary of the Company be and are hereby authorized severally on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies (ROC), National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders."

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ITEM NO. 4:

PREFERENTIAL ISSUE OF FULLY CONVERTIBLE WARRANTS TO THE PERSONS BELONGING TO PROMOTER & PROMOTER GROUP CATEGORY AND PUBLIC CATEGORY

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the **“Act”**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with the Stock Exchanges, where the shares of the Company are listed, and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (**“SEBI”**), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (**“Takeover Regulations”**) as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI, RBI and/or any other competent authorities, and subject to the approvals, consents, permissions and/or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis **up to 28,61,500 (Twenty Eight Lakhs Sixty One Thousand Five Hundred) Fully Convertible Warrants (“Warrants”)**, carrying a right exercisable by the warrant holder to subscribe to one Equity Share per warrant, **at an issue price of ₹ 72/- (Rupees Seventy Two only) each** in accordance with the provisions of Chapter V of SEBI ICDR Regulations, **for an aggregate amount of up to ₹ 20,60,28,000/- (Rupees Twenty Crores Sixty Lakhs Twenty Eight Thousand only)**, on such further terms and conditions as may be finalized by the Board of Directors, to the below-mentioned persons(**“Proposed Warrant Allottee(s)”**), in the manner as follows:

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Sr. No.	Name of the Proposed Allottee	Category	Maximum number of Warrants to be issued
1.	Ms. Puja Sekhri	Promoter	5,50,000
2.	Mr. Gaurav Sekhri	Promoter	5,50,000
3.	Ms. Aarti Sekhri	Promoter	5,50,000
4.	Ms. Shobha Sekhri	Promoter	5,50,000
5.	M/s Chin Min Developers Private Limited	Promoter Group	5,50,000
6.	Mr. Sanjay Kumar Jain	Public	17,500
7.	Mr. Nitin Handa	Public	17,500
8.	Mr. Rajesh Kumar Garg	Public	17,500
9.	Mr. Hemant Arora	Public	17,500
10.	Mr. Dattatray Dhondibhau Ghule	Public	12,000
11.	Mr. Jayanth Bharathi	Public	12,000
12.	Mr. Sanjeev Kumar Garg	Public	17,500
Total			28,61,500

“RESOLVED FURTHER THAT in terms of the provisions of Chapter V of SEBI ICDR Regulations, the **Relevant Date** for determining the minimum issue price shall be **March 01, 2024**, being the working day 30 days prior to the date of the Extra-Ordinary General Meeting of the shareholders of the Company scheduled to be held.

“RESOLVED FURTHER THAT aforesaid issue of Warrants shall be subject to the following terms and conditions:

- The conversion of warrants into equity shares shall happen at any time within a period of Eighteen (18) months from the date of allotment of warrants in terms of SEBI ICDR Regulations (the **“Warrant Exercise Period”**).
- The Proposed Warrant Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.

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- c) Warrants, being allotted to the Proposed Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under SEBI ICDR Regulations.
- d) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- e) Warrants shall be issued and allotted by the Company only in dematerialized form.
- f) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).
- g) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse, and the amount paid shall stand forfeited by the Company.
- h) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of ₹ 10/- (Rupees Ten only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the members be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and make an offer to the Proposed Allottees through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and SEBI ICDR Regulations containing the terms and conditions ("**Offer Document**") after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the recognized nationwide Stock Exchanges and within the timelines prescribed under the applicable laws."

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

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“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and the Company Secretary of the Company, be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Equity, Warrants, application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies (ROC), National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the members.”

ITEM NO. 5:

CHANGE IN OBJECTS OF THE COMPANY AND CONSEQUENT AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass, the following resolution, as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions of the Companies Act, 2013, if any, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft Clauses as contained in the Memorandum of Association of the Company, in line with the Table A of Schedule – I of the Companies Act, 2013, as recommended by the Board of Directors of the Company, be and are hereby approved and adopted in substitution, and to the entire exclusion of the Clauses contained in the existing Memorandum of Association of the Company, with the following additional alterations:

- a) Clause III (A) 5 to 11 be omitted in the Main Objects of the Company;
- b) Clause III (A) 5 to 9 be inserted in the Main Objects of the Company;
- c) Clause III (C) “Other Objects” be omitted;

The amended Clause III (A) dealing with “Main Objects” in the MOA of the Company will be as follows:

1. *To carry on the business as buyers, sellers, importers, exporters, consultants, stockists, dealers, distributors agents, brokers, commission agents, trading, marketing, forwarding and clearing agents, sales, organisers of Perfumes, medicines, drugs, pharmaceuticals, Nutra-ceuticals, dietary supplements Biological foods natural vitamins, insecticides, fumigates, vitamin products, hospital equipment like surgical equipment and X-ray machines Engineering goods, machine tools, hand tools, small tools, metal/s, alloys, iron pipe, fittings nuts and bolts, bicycles and accessories, automobile Paris steel, and stainless steel and iron products, ores and scraps, metallurgical residues, hides, skins leather goods, furs, bristles, tobacco hemp, seeds, oils and cakes, vanaspati,*

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textile , fibre and wastes, coir and jute and products thereof wood and timber, bones, crushed and uncrushed, industrial diamonds, coal and charcoal, glue, gums and resins ivory, lac, shellac, manures, pulp rags, rubber, tanning substances, wax, quartz. crystal, chemicals and chemical preparations, plastic and linoleum articles, glassware, brassware, antiques handicrafts, hand loom, decorative toys, liquid gold, precious and semi-precious stones, ornaments. jewelleryes, pearls, boutiques, soaps, paints, instruments, apparatus and appliances, machinery and millwork and parts thereof, paper and stationery, sport goods, textile including, decorative hand and machine made readymade garments , carpets, rugs, druggets, artificial silk fabrics, cotton woollen, cloth and all sorts of apparels, dressing materials plastic goods, starch, umbrellas, crown crocks, batteries, surgical and musical instruments marble and hardware items, traditional calendars, all kinds of books and manuscripts, electric and electronic products of all kinds, sanitary ware, and fittings, wooden table, natural fibre products, cellulose and cellulosic products mixed blended products, nylon po lyster, fibre, yarn hosiery and mixed fabrics , natural silk fabrics and garments .fish and fish products, fodder bran, fruits nuts, cashew nuts, kernels, grains, pulses, flour, confectionery provisions, alcohol, beverages, perfumes, spirits, spices and tea, coffee, sugar and molasses, vegetable, and vegetable products and other agricultural products/items processed foods and packed food , Computer Hardware & Software & all allied Item in India and abroad.

2. *To act as an export house.*
3. *To act as export agents and purchase and ale representatives to Stockists, processing units, units engaged in village industries, home industries, cottage industries, small and medium scale industries.*
4. *To carry on the business as buyer, seller, importer, exporter, consultant, stockiest, dealer, agent, broker, trading, marketing, wholesalers, retailers and sales organizers , of all shapes , sizes, varieties, specifications, descriptions, applications and use of tiles, including ceramic tiles, body powder, ceramic raw material, ceramic floor, ceramic wall, vitrified tiles, glazed tiles, floor tiles, marble tile, wall tiles, granite tiles, vitrified tiles, porcelain tiles, roofing tiles, China tiles, ceramic products and by-products thereof, sanitary ware ,ceramic wares ,earthen wares, plumbing fixture including CP fittings, parts accessories, consumable, components and by-products thereof.*
5. *To carry on in India or elsewhere the business as manufacturers, processors, importers, exporters, agents, brokers, suppliers, whole sellers, retailers, distributors, stockists, dealers, godown keepers, C&F agents, del credere agents, developers, consultants, and to distil, prepare, manipulate, mix, blend, clean, pack, repack, protect, provide, promote, sponsor, market, modify, produce, bottle, pressure & crush, all sorts of liquors, beverages, alcohols, wines and other similar products such*

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as brandy, whisky, rum, gin, beer, or derivatives, combinations, solvents, mixtures & formulas thereof whether made of natural or synthetic materials, all kinds of drinking products, mineral water, soft drinks, aerated mineral water, fruit drinks, artificial flavoured drinks, condensed milk and other consumables of every description for human consumption.

- 6. To carry on the business of Wine training for hotels, restaurants, consumers, trade, customers, employees and others, to tie up with universities and institutes globally for running a valid national and international certification program in relation to wine and beverage related training and to act as consultants in all wine-related marketing activities.*
- 7. To establish, construct, equip, furnish, purchase, take on lease or otherwise acquire and conduct in all parts of the world the business of hotels, motels, inns, rest houses, holiday resorts, restaurants, canteens, refreshment houses and all other places for providing recreation, refreshment, lodging and boarding facilities and services and to enter into contracts, agreements and arrangements with any other Company and/or person for the carrying out by such other Company on behalf of the Company of the objects for which the Company is formed.*
- 8. To carry on the business as brewers, distillers, bottlers, canners preservers, coopers dehydrators, maltsters and merchants of and dealers in fruits, herbs, vegetables, plants and liquors by products therefrom, whether intoxicating or not, tonics, vitamin, beverages, flavoured drinks, nectar, punch aerated waters and drinks whether soft or otherwise.*
- 9. To manufacture, process, prepare, preserve, can, refine, bottle, pack, stock, promote, buy, sell(through online and offline channels), and deal whether as wholesalers or retailers or as exporters or importers or as principals or agents or as marketer/eers or as Collaborators in all types of cheese, cereals, milk products, cocoa, tea, coffee, chocolates, butter, vegetables, fruits, confectionery items, cereals, baby and dietetic foods, jams, canned and tinned and processed foods, beverages, alcoholic and non-alcoholic drinks, and all types/kinds of food and/or drinks and merchandise/ancillary/allied products in relation thereto and consumables of every description for human consumption.*

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Board of Directors and the Company Secretary of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to do all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

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ITEM NO. 6:

**TO CONSIDER AND APPROVE CHANGE IN NAME OF THE COMPANY AND CONSEQUENT AMENDMENT
IN THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to provision of Section 13, 14 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and rules framed thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to requisite regulatory approvals consents, permissions and sanctions, required, if any, in this regard from any appropriate statutory authorities, consent of the members be and is hereby given for changing the name of the Company from **“Tinna Trade Limited” to “Fratelli Vineyards Limited” or “Fratelli Beverages Limited”** or such other name as may be approved by the Board and the Registrar of Companies.

RESOLVED FURTHER THAT in terms of Section 14 of the Companies Act, 2013 and other applicable provisions of the Act, if any, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company;

RESOLVED FURTHER THAT any Director of the Company, the Chief Financial officer and the Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to file aforesaid application(s) and/or form(s) and to do all such acts, deeds, things and matters, as may be considered necessary, appropriate or expedient for the change of name and forward authorized copy of the above resolution to concerned authorities or entities as may be necessary to give effect to the above resolution.”

**By Order of the Board
For Tinna Trade Limited**

**Place: New Delhi
Date: 09th March, 2024**

**Sd/-
Monika Gupta
Compliance Officer & Company Secretary**

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NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.

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6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.tinnatrade.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Friday, March 29, 2024, 2024 at 10:00 A.M. and ends on Sunday, March 31, 2024, at 5:00 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. 25th March, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 25th March, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting 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.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal

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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 or joining virtual meeting & voting during the meeting.

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>
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 or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.





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	<p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 or joining virtual meeting & voting during the meeting. 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

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	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 or joining virtual meeting & voting during the meeting.

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 and 022 - 2499 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 22 55 33

B) Login Method for e-Voting and joining virtual meeting 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?

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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:

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’.

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(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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
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.

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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, Mr. Ajay Baroota 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 and 022 - 2499 7000 or send a request to Ms. Pallavi) 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 and joining virtual meeting 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.

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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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

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5. Shareholders who would like to express their views or have any questions may send email during the period 25th March, 2024 to 28th March, 2024 in advance mentioning their name, Demat account number/folio number, email id, mobile number at investor.ttl@tinna.in. The same will be replied by the company suitably. The Company reserves the right to restrict the questions depending on the availability of time for the EGM.

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EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

As required under Section 102 of the Companies Act, 2013 (including any re-enactment(s) made thereunder, if any, for the time being in force) (hereinafter referred to as the “**Companies Act**”), the following explanatory statements sets out all material facts relating to the business mentioned under Items nos. 1 to 6 of the accompanying Notice:

Item No.1:

Presently, the Authorized Share Capital of the Company is ₹ 9,00,00,000/- (Rupees Nine Crores Only) divided into 90,00,000 (Ninety Lakhs) Equity Shares of face value of ₹ 10/- (Rupees Ten Only) each.

Considering the share capital expansion plans of the Company including issuance of requisite number of fresh equity shares pursuant to share swap transaction and equity shares pursuant to conversion of warrants as proposed under Item No. 3 and 4, the Company needs to have enough unissued Authorized Share Capital. The Board at its Meeting held on March 01, 2024, considered it desirable to increase the Authorized Share Capital of the Company from ₹ 9,00,00,000/- (Rupees Nine Crores Only) divided into 90,00,000 (Ninety Lakhs) Equity Shares of face value of ₹ 10/- (Rupees Ten Only) to ₹ 43,00,00,000 /- (Rupees Forty Three Crore Only) divided into 4,30,00,000 (Four Crores Thirty Lakhs) Equity Shares of ₹ 10/- (Rupees Ten Only) each by creation of additional 3,40,00,000 (Three Crore Forty Lakhs) Equity Shares of face value of ₹ 10/- (Rupees Ten Only) each to accommodate the fresh issuance of the shares of the Company.

Consequent upon the increase in authorized share capital as proposed, the existing Clause V of the Memorandum of Association of the Company will also have to be replaced. The copy of altered Memorandum of Association of the Company will be available for inspection electronically. Any member/shareholder seeking inspection may write to us at investor.ttl@tinna.in.

The provisions of the Companies Act, 2013 require the Company to seek approval of the members for increase in authorized share capital and for consequent alteration of the Capital Clause of the Memorandum of Association; accordingly, the Board recommends the resolution set forth in Item No. 1 for the approval of the members of the Company by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

Item No. 2:

Members may note that pursuant to Section 186 of the Companies Act, 2013 (“Act”), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate

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or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, only with prior approval of Members by special resolution passed at the general meeting.

The Board of Directors of the Company has at its meeting held on March 01, 2024, subject to the approval of shareholders, passed a resolution for increasing the limits prescribed under section 186 of the Companies Act, 2013 to give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, up to a limit of INR 500,00,00,000 (Rupees Five Hundred Crores Only) over and above the limit prescribed under Section 186 of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel or their relatives (to the extent of their shareholding in the Company, if any) are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 2 of the accompanying notice.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 2 for approval by the members of the Company by way of Special Resolution.

Item No. 3 & 4:

The Company has a strategic vision of expansion and to achieve the same, the Board of Directors in its meeting held on March 01, 2024, has approved the proposal of:

- i. Acquisition of upto 1,23,11,671 equity shares of ₹ 10/- (Rupees Ten only) each representing 96.96% of total shares of Fratelli Wines Private Limited for a total purchase consideration of upto ₹ 221,61,00,780 through swap of equity shares with the Company ("**Swap of Shares Transaction**").

Under the Swap of Shares Transaction, the Company will issue upto 3,07,79,184 equity shares having face value of ₹ 10/- each of the Company ("**Subscription Shares**") to the Shareholders of FWPL at an Issue Price of Rs. 72/- each, on a preferential basis, for an aggregate consideration upto ₹ 221,61,00,780/-, in accordance with Chapter V of **SEBI ICDR Regulations** and other applicable laws, subject to the approval of the members of the Company.

- ii. Issuance of 28,61,500 fully convertible warrants ("Warrants") at an issue price of ₹72/- (Rupees Seventy Two only) per warrant for an aggregate amount of up to ₹ 20,60,28,000/- to the person(s) belonging to promoter & promoter group category and public category, and

The approval of the members for items set out in Item no. 3 and 4 is accordingly being sought by way of a 'Special Resolution' under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations.

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The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI ICDR, Regulations are set forth below:

I. Objects of the Issue

For the purpose of Item No. 3, the object of the proposed preferential issue is to issue and allot up to 3,07,79,184 Equity Shares for consideration other than cash (“**Subscription Shares**”) to the shareholders of **FWPL** to discharge the total consideration of up to ₹ 221,61,00,780/- payable by the Company for the acquisition of 1,23,11,671 equity shares of ₹ 10/- each, representing 96.96% paid-up capital of the **FWPL** (“**Purchase Shares**”). The Company currently holds 3,86,184 shares of **FWPL**, representing 3.04% of **FWPL**'s total shares. Through this acquisition, the Company proposes to acquire 100% shareholding in **FWPL**, thus making it a wholly owned subsidiary of the Company. This action would enable the Company to consolidate the accounts of **FWPL** with its accounts resulting in a strong financial position of **FWPL** and consequently enhancement of market capitalization, greater value and wealth creation for the shareholders.

For the purpose of Item No. 4, the company intends to utilize the proceeds raised through the issuance of warrants for an aggregate amount of up to ₹ 20,60,28,000/- towards the following objects:

- i. Working Capital requirements of the Company
- ii. General Corporate Purpose
- iii. Further investment in Wine business

The main Object Clause of Memorandum of Association of our Company enables us to undertake the existing activities and the Board of Directors of the Company has accorded its approval for insertion of the activities in the Memorandum of Association for which the shares are being issued through the present Preferential Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the Object Clause of our Memorandum of Association.

II. Monitoring of Utilization of Funds by Monitoring Agency: The appointment of monitoring agency is not applicable

Since, for the issue of the Subscription Shares under Item No. 3, is by way of consideration other than cash i.e, swap of shares. Further, the issue of Warrants under Item No. 4 for cash consideration is less than the prescribed threshold of ₹100 crore.

III. Particulars of the offer including the maximum number of specified securities to be issued:

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Preferential Issue of up to **3,07,79,184** Equity shares of face value of ₹ 10/- each and up to **28,61,500** Fully Convertible Warrants, at an issue price of ₹ 72/- each, aggregating up to ₹ 221,61,00,780/- and up to ₹ 20,60,28,000/-, respectively.

IV. The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer.

Except as following, none of the promoters, directors, key management personnel or senior management of the issuer intend to subscribe to the offer under Item no. 3 & 4.

S. No.	Name of the Proposed Allottees	Designation	Number of Equity Shares to be allotted	Number of Warrants to be allotted
1.	Ms. Puja Sekhri	Promoter	9,59,705	5,50,000
2.	Mr. Gaurav Sekhri	Promoter & Managing Director	5,39,370	5,50,000
3.	Ms. Aarti Sekhri	Promoter	22,75,340	5,50,000
4.	Ms. Shobha Sekhri	Promoter	9,59,705	5,50,000

V. The Shareholding Pattern of the issuer before and after the preferential issue:

Category	Pre issue Shareholding		Equity Shares to be allotted	Post Issue Shareholding		Warrants to be allotted	Post Issue Shareholding (Presuming full conversion of Warrants)	
	No. of Shares	%		No. of Shares	%		No. of Shares	%
(A) Promoter Shareholding								
(1) Indian								
(a) Individuals & HUF	63,21,447	73.81	49,73,493	1,12,94,940	28.71	22,00,000	1,34,94,940	31.97
(b) Bodies Corporate	45,100	0.53	1,04,56,176	1,05,01,276	26.69	5,50,000	1,10,51,276	26.19
Sub Total (A)(1)	63,66,547	74.34	1,54,29,669	2,17,96,216	55.40	27,50,000	2,45,46,216	58.16

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(2) Foreign promote rs	0	0.00	0	0	0.00	0	0	0.00
Total Promote r sharehol ding A=A1 +A2	63,66,5 47	74.34	1,54,29,6 69	2,17,96,21 6	55.40	27,50,00 0	2,45,46,21 6	58.16
(B) Public Shareholding								
B1) Institio nal Investors	0	0.00	0	0	0.00	0	0	0.00
B2) Central Govt./Sta t Govt./PO l	28,200	0.33	0	28,200	0.07	0	28,200	0.07
B3) Non- Institio nal Investors	21,70,0 03	25.33	1,53,49,5 15	1,75,19,518	44.53	1,11,500	1,76,31,01 8	41.77
Individua ls	20,03,4 08	23.39	99,74,871	1,19,78,279	30.44	1,11,500	1,20,89,77 9	28.64
Body Corporat e	57,559	0.67	11,25,498	11,83,057	3.01	0	11,83,057	2.80
Others (Includin g HUF, LLP & NRI etc.)	1,09,03 6	1.27	42,49,146	43,58,182	11.08	0	43,58,182	10.33
Total Public Sharehol ding B=B1+B2 +B3	21,98,2 03	25.66	1,53,49,5 15	1,75,47,71 8	44.60	1,11,500	1,76,59,21 8	41.84

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C) Non-Promoter - Non-Public	0	0.00	0	0	0.00	0	0	0.00
Grand Total (A+B+C)	85,64,750	100.00	3,07,79,184	3,93,43,934	100.00	28,61,500	4,22,05,434	100.00

Notes:

1. The pre-preferential shareholding pattern is as on 01.03.2024.
2. Post shareholding structure may change depending upon any other corporate action in between.
3. The warrants to be converted over a period of 18 months from the date of allotment.

VI. Proposed time limit within which the allotment shall be complete:

In terms of SEBI ICDR Regulations, the preferential allotment of said Equity Shares and Warrants will be completed within a period of 15 (fifteen) days from the date of passing of special resolution at Item No. 3 & 4. Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

VII. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price: NIL

VIII. The identity of the natural persons who are the ultimate beneficial owners of the warrants and equity shares proposed to be allotted and / or who ultimately control the proposed allottee(s):

S. No.	Name of the proposed allottees	Names of ultimate beneficial owners of proposed allottee(s)
1.	Ms. Puja Sekhri	Not Applicable , since the allottee is a natural person
2.	Mr. Gaurav Sekhri	Not Applicable , since the allottee is a natural person
3.	Ms. Aarti Sekhri	Not Applicable , since the allottee is a natural person
4.	Ms. Shobha Sekhri	Not Applicable , since the allottee is a natural person

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5.	Ms. Babli Kukreja	Not Applicable , since the allottee is a natural person
6.	Ms. Shree Mayor	Not Applicable , since the allottee is a natural person
7.	M/s Chin Min Developers Private Limited	Ms. Shobha Sekhri
8.	M/s BGK Infratech Private Limited	Ms. Puja Sekhri
9.	M/s B S Farms & Properties Private Limited	Ms. Puja Sekhri
10.	M/s BGK Shipping LLP	Mr. Gaurav Sekhri & Ms. Puja Sekhri
11.	M/s Tripat Ventures Limited	Ms. Puja Sekhri
12.	M/s Prasad Estates Private Limited	Ms. Puja Sekhri
13.	M/s Gee Ess Pee Land Developers Private Limited	Ms. Puja Sekhri
14.	Mr. Arjunsinh Madansinh Mohite Patil	Not Applicable , since the allottee is a natural person
15.	Ms. Vaishnavi Devi Mohite Patil	Not Applicable , since the allottee is a natural person
16.	Mr. Ranjitsinh V Mohite Patil	Not Applicable , since the allottee is a natural person
17.	Mr. Kirtidhwaj Udaysinh Mohite Patil	Not Applicable , since the allottee is a natural person
18.	Mr. Shivtejsinh Udaysinh Mohite Patil	Not Applicable , since the allottee is a natural person
19.	Mr. Dhairyasheel R Mohite Patil	Not Applicable , since the allottee is a natural person
20.	Ms. Satyaprabha Devi Mohite Patil	Not Applicable , since the allottee is a natural person
21.	M/s Nandini Realtors Private Limited	Mr. Pankaj Kumar Omprakash Chokhani, Mr. Ranjitsinh Vijaysinh Mohitepatil, & Mr. Hairshankar Amolchand Munot
22.	M/s Shivratna Multilayers Private Limited	Mr. Ranjitsinh Vijaysinh Mohitepatil
23.	Mr. Alessio Secci	Not Applicable , since the allottee is a natural person
24.	Mr. Giovanni Masi (Being the legal heir of Late Piero Massi)	Not Applicable , since the allottee is a natural person
25.	Mr. Mayank Singhal	Not Applicable , since the allottee is a natural person

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26.	Mr. Sanjay Kumar Jain	Not Applicable , since the allottee is a natural person
27.	Mr. Abhishek Somany	Not Applicable , since the allottee is a natural person
28.	Ms. Minal Somany	Not Applicable , since the allottee is a natural person
29.	Mr. Siddharath Bindra	Not Applicable , since the allottee is a natural person
30.	Ms. Meena Bindra	Not Applicable , since the allottee is a natural person
31.	Mr. Narayan K Seshadri	Not Applicable , since the allottee is a natural person
32.	Mr. Nitin Handa	Not Applicable , since the allottee is a natural person
33.	Mr. Rajesh Kumar Garg	Not Applicable , since the allottee is a natural person
34.	Mr. Hemant Arora	Not Applicable , since the allottee is a natural person
35.	Mr. Dattatray Dhondibhau Ghule	Not Applicable , since the allottee is a natural person
36.	Mr. Jayanth Bharathi	Not Applicable , since the allottee is a natural person
37.	Mr. Sanjeev Kumar Garg	Not Applicable , since the allottee is a natural person

IX. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue:

S. No.	Name of Allottees	Pre issue Shareholding Structure		Equity Shares to be allotted	Post Issue Shareholding		Warrants to be allotted	Post Issue Shareholding (Presuming full conversion of Warrants) #	
		No. of Shares	%		No. of Shares	%		No. of Shares	%
1.	Ms. Puja Sekhri	18,07,116	21.10	9,59,705	27,66,821	7.03	5,50,000	33,16,821	7.86
2.	Mr. Gaurav Sekhri	66,300	0.77	5,39,370	6,05,670	1.54	5,50,000	11,55,670	2.74
3.	Ms. Aarti Sekhri	14,40,916	16.82	22,75,340	37,16,256	9.45	5,50,000	42,66,256	10.11

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4.	Ms. Shobha Sekhri	16,36,343	19.11	9,59,705	25,96,048	6.60	5,50,000	31,46,048	7.45
5.	Ms. Babli Kukreja	0	0.00	2,06,000	2,06,000	0.52	0	2,06,000	0.49
6.	Ms. Shree Mayor	0	0.00	33,373	33,373	0.08	0	33,373	0.08
7.	M/s Chin Min Developers Private Ltd	0	0.00	23,45,753	23,45,753	5.96	5,50,000	28,95,753	6.86
8.	M/s BGK Infratech Private Limited	0	0.00	58,48,680	58,48,680	14.87	0	58,48,680	13.86
9.	M/s B S Farms & Properties Private Ltd	0	0.00	15,82,743	15,82,743	4.02	0	15,82,743	3.75
10.	BGK Shipping LLP	0	0.00	3,39,945	3,39,945	0.86	0	3,39,945	0.81
11.	M/s Tripat Ventures Limited	45,100	0.53	55,555	1,00,655	0.25	0	1,00,655	0.23
12.	M/s Prasidh Estates Private Limited	0	0.00	2,08,500	2,08,500	0.53	0	2,08,500	0.49
13.	M/s Gee Ess Pee Land Developers Private Limited	0	0.00	75,000	75,000	0.19	0	75,000	0.18
14.	Mr. Arjunsinh Madansinh Mohite Patil	0	0.00	10,79,163	10,79,163	2.74	0	10,79,163	2.56
15.	Ms. Vaishnavi Devi Mohite Patil	0	0.00	16,898	16,898	0.04	0	16,898	0.04
16.	Mr. Ranjitsinh V Mohite Patil	0	0.00	15,34,165	15,34,165	3.90	0	15,34,165	3.63
17.	Mr. Kirtidhwaj	0	0.00	3,70,150	3,70,150	0.94	0	3,70,150	0.88

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	Udaysinh Mohite Patil								
18.	Mr. Shivtejsinh Udaysinh Mohite Patil	0	0.00	3,70,150	3,70,150	0.94	0	3,70,150	0.88
19.	Mr. Dhairyasheel R Mohite Patil	0	0.00	4,87,500	4,87,500	1.24	0	4,87,500	1.16
20.	Ms. Satyaprabha Devi Mohite Patil	0	0.00	3,48,703	3,48,703	0.89	0	3,48,703	0.83
21.	M/s Nandini Realtors Private Limited	0	0.00	83,333	83,333	0.21	0	83,333	0.20
22.	M/s Shivratna Multilayers Private Ltd	0	0.00	10,42,165	10,42,165	2.65	0	10,42,165	2.47
23.	Mr. Alessio Secci	0	0.00	37,24,948	37,24,948	9.47	0	37,24,948	8.83
24.	Mr. Giovanni Masi (Being the legal heir of Late Piero Massi)	0	0.00	5,24,198	5,24,198	1.33	0	5,24,198	1.24
25.	Mr. Mayank Singhal	0	0.00	39,88,553	39,88,553	10.14	0	39,88,553	9.45
26.	Mr. Sanjay Kumar Jain	0	0.00	62,500	62,500	0.16	17,500	80,000	0.19
27.	Mr. Abhishek Somany	0	0.00	3,74,650	3,74,650	0.95	0	3,74,650	0.89
28.	Ms. Minal Somany	0	0.00	3,74,648	3,74,648	0.95	0	3,74,648	0.89
29.	Mr. Siddharath Bindra	0	0.00	3,74,650	3,74,650	0.95	0	3,74,650	0.89

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30.	Ms. Meena Bindra	0	0.00	3,74,648	3,74,648	0.95	0	3,74,648	0.89
31.	Mr. Narayan K Seshadri	0	0.00	2,18,493	2,18,493	0.56	0	2,18,493	0.52
32.	Mr. Nitin Handa	0	0.00	0	0	0.00	17,500	17,500	0.04
33.	Mr. Rajesh Kumar Garg	0	0.00	0	0	0.00	17,500	17,500	0.04
34.	Mr. Hemant Arora	0	0.00	0	0	0.00	17,500	17,500	0.04
35.	Mr. Dattatray Dhondibhau Ghule	0	0.00	0	0	0.00	12,000	12,000	0.03
36.	Mr. Jayanth Bharathi	0	0.00	0	0	0.00	12,000	12,000	0.03
37.	Mr. Sanjeev Kumar Garg	0	0.00	0	0	0.00	17,500	17,500	0.04

#The Warrants to be converted over a period of 18 months from the date of allotment.

X. Consequential changes in the Voting Rights, change in control and change in the Management, if any, in the issuer consequent to the preferential issue:

As a result of the proposed preferential issue of Equity Shares and Warrants and allotment of Equity Share upon conversion of the warrants, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

XI. Lock-in Period:

- (a) Equity Shares, Fully Convertible Warrants and the Equity Shares to be allotted upon conversion of the warrants, shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
- (b) The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

XII. Issue price and Relevant Date:

In terms of Regulation 161 of SEBI ICDR Regulations, the Relevant Date has been reckoned as March 01, 2024, for the purpose of computation of issue price.

In compliance with SEBI ICDR Regulations, the minimum issue price per Equity Share and Warrant is higher of the price determined through following:

- a. The Equity shares of the Company are listed on BSE Limited (BSE) and the Calcutta Stock Exchange

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Limited (CSE). The existing equity shares of the Company are frequently traded on BSE as per provisions of SEBI ICDR Regulations. In terms of the provisions of Regulation 164 of the SEBI ICDR Regulations, the minimum price at which the Equity Shares and the Warrants may be issued computes to ₹ 70.21/- each.

- b. Method of determination of price as per the Articles of Association of the Company – N.A.
- c. In terms of the provisions of Regulation 166A of the SEBI ICDR Regulations, the price shall be determined by the Valuation Report issued by the Independent Registered Valuer. Thus, the minimum price is determined through the Valuation Report of an independent Registered Valuer i.e., ₹ 70.21/- per warrant/equity share. The said report is available on the website of the Company at www.tinnatrade.in.

The price of the Warrants/Equity Shares to be allotted on a preferential basis is ₹ 72/- each to the proposed allottees, which is higher than the above-mentioned prices.

XIII. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

The Company intends to acquire 100% equity shares of Fratelli Wines Private Limited (“FWPL”) and proposes to discharge the purchase consideration payable to shareholders of “FWPL” by issue of Subscription Shares of the Company in accordance with applicable laws.

As per Regulation 163(3), The value of the Purchase Shares and price of the Subscription Shares has been determined taking into account Valuation Report dated March 01, 2024 from Corporate Professionals Valuation Services Private Limited Registered Valuer (Registration no. IBBI/RV/-E/02/2019/106) having office at D-38 South Extension, Part-I, New Delhi - 110049.

XIV. Undertakings:

- None of the Company, its directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India for same. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the equity shares have been listed on a recognized Stock Exchanges for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.
- None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

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XV. The current and proposed status of the proposed allottees post the preferential issue namely:

S. No.	Name of the proposed allottees	Current status	Post status
1.	Ms. Puja Sekhri	Promoter	Promoter
2.	Mr. Gaurav Sekhri	Promoter	Promoter
3.	Ms. Aarti Sekhri	Promoter	Promoter
4.	Ms. Shobha Sekhri	Promoter	Promoter
5.	Ms. Babli Kukreja	Promoter Group	Promoter Group
6.	Ms. Shree Mayor	Promoter Group	Promoter Group
7.	M/s Chin Min Developers Private Limited	Promoter Group	Promoter Group
8.	M/s BGK Infratech Private Limited	Promoter Group	Promoter Group
9.	M/s B S Farms & Properties Private Limited	Promoter Group	Promoter Group
10.	BGK Shipping LLP	Promoter Group	Promoter Group
11.	M/s Tripat Ventures Limited	Promoter Group	Promoter Group
12.	M/s Prasad Estates Private Limited	Promoter Group	Promoter Group
13.	M/s Gee Ess Pee Land Developers Private Limited	Promoter Group	Promoter Group
14.	Mr. Arjunsinh Madansinh Mohite Patil	Public	Public
15.	Ms. Vaishnavi Devi Mohite Patil	Public	Public
16.	Mr. Ranjitsinh V Mohite Patil	Public	Public
17.	Mr. Kirtidhwaj Udaysinh Mohite Patil	Public	Public
18.	Mr. Shivtejsinh Udaysinh Mohite Patil	Public	Public
19.	Mr. Dhairyasheel R Mohite Patil	Public	Public
20.	Ms. Satyaprabha Devi Mohite Patil	Public	Public
21.	M/s Nandini Realtors Private Limited	Public	Public
22.	M/s Shivrtna Multilayers Private Limited	Public	Public
23.	Mr. Alessio Secci	Public	Public
24.	Mr. Giovanni Masi (Being the legal heir of Late Piero Massi)	Public	Public

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25.	Mr. Mayank Singhal	Public	Public
26.	Mr. Sanjay Kumar Jain	Public	Public
27.	Mr. Abhishek Somany	Public	Public
28.	Ms. Minal Somany	Public	Public
29.	Mr. Siddharath Bindra	Public	Public
30.	Ms. Meena Bindra	Public	Public
31.	Mr. Narayan K Seshadri	Public	Public
32.	Mr. Nitin Handa	Public	Public
33.	Mr. Rajesh Kumar Garg	Public	Public
34.	Mr. Hemant Arora	Public	Public
35.	Mr. Dattatray Dhondibhau Ghule	Public	Public
36.	Mr. Jayanth Bharathi	Public	Public
37.	Mr. Sanjeev Kumar Garg	Public	Public

XVI. Practicing Company Secretary Certificate:

The certificate from M/S Ajay Baroota & Associates (FCS No. 3495, C.P. No.: 3945, certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of the said certificate will be available at the website of the Company, till the date of the EGM, at www.tinnatrade.in.

XVII. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Except Mr. Gaurav Sekhri, being the Managing Director and his relatives, none of the other Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the above referred resolution.

The Board of Directors recommends the resolutions as set out in Item Nos. 3 & 4 of this notice for the issue of Equity Shares and Warrants, on a preferential basis by way passing of Special Resolution.

Item No. 5 & 6:

In light of the proposed acquisition of FWPL, the second largest wine manufacturing company in India, the Board of Directors of the Company at its meeting held on 1st day of March, 2024 has, subject to the approval of the Shareholders by way of special resolution and approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved the insertion of main objects of FWPL in Clause III (A) of the Memorandum of Association ("MOA") dealing with "Main Objects" of the Company to make it in line with the main objects of FWPL.

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Further, the Board of Directors of the Company also discussed and observed that Clause III (A) 5 to 11 of the Object Clause of the MOA of the Company dealing with the business of “Real Estate” and Clause III (C) dealing with “Other Objects” do not hold any relevance and accordingly passed a resolution approving the amended MOA after taking effect of the omission of those clauses from the object clause of MOA of the Company.

The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies, NCT of Delhi and Haryana.

The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013 and accordingly, the approval of Members is being sought.

Also, pursuant to the proposed acquisition of FWPL and insertion of the objects of FWPL in the main objects of the Company, the Board of Directors also accorded its approval for change in the name of the Company to reflect the business operations of FWPL in the name of the Company.

Also, the existing Memorandum and Articles of Association (MOA) are based on the Companies Act, 1956. The new MOA to be substituted in place of existing MOA based on Table ‘A’ of the Act which sets out the model MOA for a Company limited by shares.

Pursuant to Regulation 45(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Certificate from the Practicing Chartered Accountant stating compliance with conditions provided in Sub- regulation (1) of Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been attached as **Annexure** to the Notice for the reference to the members of the Company.

The above alterations require the approval of members of the Company via. passing a special resolution.

The copy of altered Memorandum of Association of the Company and other documents are available for inspection electronically. Any person seeking inspection may write to us at investor.ttl@tinna.in

The Board now recommends the resolution for your approval. None of the Directors / Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the aforesaid resolution.

**By Order of the Board
For Tinna Trade Limited**

**Place: New Delhi
Date: 9th March, 2024**

**Sd/-
Monika Gupta
Compliance Officer & Company Secretary**

TINNA TRADE LIMITED

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श्री महावीराय नमः

CA. Anil Kumar Jain
B.Com (H), F.C.A.



ANIL KUMAR JAIN & Co.

CHARTERED ACCOUNTANT

Address : Pocket G-26/383, Sector-3, Rohini, Delhi-110085
Ph.: 9953035197, 8882251133, 8826056035, 8826056036
E-mail : aakayca@yahoo.co.in, aakayca13@gmail.com

Ref. No.

Date

CERTIFICATE FROM THE PRACTICING CHARTERED ACCOUNTANT STATING COMPLIANCE WITH CONDITIONS PROVIDED IN SUB-REGULATION (1) OF REGULATION 45 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

TO WHOMSOEVER IT MAY CONCERN

I, Anil Kumar Jain & Co., Chartered Accountants have verified the relevant records and documents of Tinna Trade Limited ("the Company") for the purpose of ascertaining its compliance with regulation 45 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations") with respect to its proposed change of name of "Tinna Trade Limited" ("the Company") to "Fratelli Vineyards Limited" or "Fratelli Beverages Limited" or such other name subject to name availability with ROC and approval of members of the Company.

We have been communicated that the Board of Directors ("Board") of the Company in its meeting held on March 01, 2024, has approved the acquisition of 100% shares of a wine manufacturing company i.e. Fratelli Wines Private Limited ("FWPL") for a total purchase consideration of INR 221.61 Crores ("Proposed Investment").


Additionally, as part of this transaction, the Board has approved the amendment in the Company's objects clause to include FWPL's objects in its MOA. Consequently, the Board also approved the change in the name of the Company to align the same with the business activity of FWPL.

Based on the information and explanations given to us and our examination of the records and documents of the Company and pursuant to Regulation 45(1) of the listing Regulations, we hereby confirm and certify that:-

- The Company has not changed its name in the last one year i.e. the name of the Company was changed to "Tinna Trade Limited" on June 06, 2013 and thereafter there is no change in the name of the Company.
- at least fifty percent of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name – Not Applicable as the Company is proposing to invest in the new business activity for which the approval from the shareholders of the Company will be obtained in the ensuing general meeting scheduled to be held on April 01, 2024.
- the amount invested in the new activity/project is at least fifty percent of the assets of the listed entity – Complied. As per the latest audited financial statements as on March 31, 2023, the company's assets were valued at INR 74.68 Crores. However, the proposed investment of the Company in the new activity/ project amounts to INR 221.61 Crores, which exceeds 50% of the company's total assets.

Thanking You

For Anil Kumar Jain & Co.
Chartered Accountant


CA Anil Kumar Jain
UDIN: 24510150BKEETV5208
M. No. 510150
Date: 08.03.2024
Place: New Delhi