



Date: 08.09.2020

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 12th Annual General Meeting and Closure of Share Transfer Books
— Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015**

Dear Sir/Madam,

Pursuant to Regulation 30 and 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the Notice and Explanatory statement of the 12th Annual General Meeting of the Company scheduled to be held on Wednesday, September 30, 2020 at 12.30 p.m.(IST) through Video Conferencing (VC) or Other Audio Visual Means (OAVM), as per the framework issued by the Ministry of Corporate Affairs (MCA) vide General Circular No. 20/2020 dated 05th May, 2020 read with General Circular No. 14/2020 dated 08th April, 2020, and also General Circular No. 17/2020 dated 13th April, 2020.

Further, the Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 23, 2020 to Wednesday, September 30, 2020 (both days inclusive) for the purpose of Annual General Meeting.

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. Wednesday, September 23, 2020 may cast their votes electronically on the businesses set out in the Notice of Annual General Meeting.

TINNA TRADE LIMITED

CIN : L51100DL2009PLC186397

Regd. Office : No.-6, Sultanpur, (Mandi Road) Mehrauli, New Delhi-110030

Tel. No. : +91 11 4951 8530 (70 Lines) Fax : +91 11 2680 4883

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

The Notice and the Explanatory Statement of the 12th AGM of the Company forming part of 12th Annual Report for FY 2019-2020 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 Gupta
(Company Secretary)
FCS-8015

Encl: As Above

NOTICE

NOTICE is hereby given that the Twelfth (12th) Annual General Meeting of the Shareholders of the Tinna Trade Limited (CIN- L51100DL2009PLC186397) will be held on Wednesday, 30th September, 2020 at 12:30 pm through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:-

1. To consider and adopt the Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the Financial Year ended 31st March, 2020 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Gaurav Sekhri (DIN-00090676), who retires by rotation in terms of Section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To approve re-appointment and fix remuneration of Mr. Gaurav Sekhri as Managing Director.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT in terms of Section 196, 197, 198, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and applicable provisions/regulations of SEBI (Listing Obligations and Disclosure Requirements) (including any statutory modifications or re-enactment(s) thereof for the time being in force), approval be and is hereby accorded for the re-appointment of Mr. Gaurav Sekhri (DIN: 00090676) as Managing Director of the Company for the period of three(3) years from 01st April, 2020 and will be liable to retire by rotation on the terms and conditions and remuneration as mentioned below:

- a) Monthly remuneration (including Perquisites & allowances) of Rs. 6,56,665/- (Rupees Six Lacs Fifty Six Thousand Six Hundred Sixty Five only).
- b) Bonus (salary of one month for each year Upto maximum of Rs.50, 000/-).

- c) He shall be entitled to annual performance bonus as per Company policy. Total annual remuneration of Mr. Gaurav Sekhri shall not exceed Rs. 84,00,000/- (Rupees Eighty Four Lacs) including all Perquisites, allowances, Bonus & other benefits or such other amount as permissible in terms of Part-II of Section –II of schedule V of the Companies Act, 2013 in case of inadequate profits or no profits during the tenure.
- d) He shall be entitled to participate in provident fund, gratuity fund or such other schemes for the employees, which the Company may establish from time to time as per Company policy.
- e) Coverage under Medclaim & personal accident insurance policy of the Managing Director and his family in accordance with the Company policy.
- f) Reimbursement of expenses incurred by him on account of business of the Company or on account of business travel in accordance with the Company policy.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby given liberty to alter and fix/vary the terms & conditions of the appointment / Remuneration so as not to exceed the limits specified herein above or in terms of Part-II of Section II of Schedule V of the Companies Act, 2013 or any amendments hereto, in case of inadequate profit or no profit during the tenure.

RESOLVED FURTHER THAT Ms. Monika Gupta (Company Secretary), Mr. Gaurav Sekhri (Managing Director) & Mr. Kapil Sekhri (Director) be and are hereby severally authorised to do such acts, deeds, things, matters etc. as are necessary & required to give effect to the above said resolution(s) including filing/reporting with the office of Registrar of Companies, National Capital Territory of Delhi and Haryana & other concerned authorities.

4. Approval for sale or transfer of equity shares of its subsidiary company, B.G.K. Infrastructure Developers Private Limited

To consider and if thought fit, to pass with or without modification(s), the following resolution as special Resolution:

“RESOLVED THAT pursuant to the applicable provisions if any, of Companies Act, 2013, Regulation 24 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force and subject to such other requisite approvals, consents, permissions and sanctions as may be required, the consent of the

members be and is hereby accorded to the Board of Directors of the Company to divest by way of sale or transfer of 10,00,000 (Ten Lakhs) equity shares of its subsidiary company, B.G.K. Infrastructure Developers Private Limited, in one or more tranches at the price of Rs. 14.96 per share amounting to Rs. 1,49,60,000/- (Rupees One crore, forty Nine Lakhs and Sixty Thousand only) on such terms and conditions as may be decided by the Board and in such manner as the Board deems appropriate as well as the means, methods or modes including the receipt of consideration thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to file necessary returns/ forms with the Registrar of Companies and to take all necessary steps, to execute all such documents, deeds, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

5. Approval to grant security under section 185 of the Companies Act, 2013

To consider and if thought fit, to pass with or without modification(s), the following resolution as special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 185 & 188 and all other applicable provisions, if any of the Companies Act, 2013, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in

that behalf, the approval of the members of the Company be and is hereby accorded to give guarantee/security/pledge to ICICI bank or any other bank in connection with the term loan availed by B.G.K. Infrastructure Developers Private Limited (a company in which the director(s) of the company is interested) to the extent of Rs. 15.65 crores (Rupees Fifteen crores and sixty five lakhs), utilized for the purpose of principal business activities of the company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to file necessary returns/ forms with the Registrar of Companies and to take all necessary steps, to execute all such documents, deeds, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable”

**By orders of Board of Directors
Tinna Trade Limited**

**(Monika Gupta)
Company Secretary
Membership No.-FCS-8015**

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

**Place: New Delhi
Date: 04/09/2020**

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, physical attendance of the Members to the AGM venue is not required and 12th annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM) on Wednesday, 30th September, 2020 at 12:30 pm. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue for the AGM will be the place from where the Chairman of the Board conducts the meeting.
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this e-AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Statement pursuant to section 102 of the Act forms part of this Notice. The Board of Directors at its meeting held on 4th September, 2020 has decided that the special business set out under item no. 3 to 5, being considered 'unavoidable', be transacted at the twelfth e-AGM of the Company.
4. Brief resume of the Director seeking re-appointment in respect of the business under item no. 2 & 3 as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by Institute of Company Secretaries of India are annexed thereto.
5. Members are requested to intimate the Registrar and Share Transfer Agent of the Company – M/s Alankit Assignments Ltd. immediately if any change in their address, email Id and phone no. in respect of equity shares held in physical mode and to their Depository Participants (DPs) in respect of equity shares held in dematerialised form.
6. As per the provisions of Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Shareholders holding shares in physical form may file nomination in the prescribed SH-13 form with the Company's Registrar and Transfer Agent. In respect of shares held in demat form, the nomination form may be filed with the respective Depository Participant.
7. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
8. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
9. Members who wish to inspect the relevant documents referred to in the Notice can send an e-mail to Investor.ttl@tinna.in by mentioning their DP ID & Client ID/Physical Folio Number.
10. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.
11. The Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
12. The Members can join the AGM 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 AGM 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 AGM without restriction on account of first come first served basis.
13. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

14. Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 23rd September, 2020 to Wednesday, 30th September, 2020 (both days inclusive), in connection with the 12th Annual General Meeting of the Company.
15. As per regulation 40 of the SEBI Listing Regulations and various notifications issued by SEBI in this regard, transfer of securities would be carried out in dematerialised form only with effect from 1st April, 2019, except in case of transmission or transposition of shares. However, members can continue to hold their shares in physical form. Hence, the Members who are still holding physical share certificates are advised that it is in their own interest to dematerialize their shareholding.
16. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their dematerialized accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent M/s Alankit Assignments Limited.
17. Your attention is invited on the Companies (Significant Beneficial Ownership) amendment Rules, 2019 issued by the Ministry of Corporate Affairs on 8th February 2019. A person is considered as a Significant Beneficial Owner (SBO) if he/she, whether acting alone, together or through one or more individuals or trust holds a beneficial interest of at least 10%. The beneficial interest could be in the form of a company's shares or the right to exercise significant influence or control over the company. If any Shareholders holding shares in the Company on behalf of other or fulfilling the criteria, is required to give a declaration specifying the nature of his/her interest and other essential particulars in the prescribed manner and within the permitted time frame.
18. In terms of section 101 and 136 of the Act, read together with the Rules made thereunder, the listed companies may send the notice of annual general meeting and the annual report, including Financial Statements, Board Report etc. by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website at www.tinnatrade.in, website of the Stock Exchanges i.e. BSE Ltd. at www.bseindia.com and on the website of NSDL at www.evoting.nsdl.com
19. AGM 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 and MCA Circular No. 20/2020 dated May 05, 2020.
- 20. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AREAS UNDER:**
- (A) 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 AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- (B) The remote e-voting period begins on 26th September, 2020 (Saturday) at 10:00 A.M. and ends 29th September, 2020 (Tuesday) at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.
- (C) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again
- (D) **Process of remote e-Voting system**
- The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*
- Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**
- Step 2: Cast your vote electronically on NSDL e-Voting system.**
- Details on Step 1 is mentioned below:**
- How to Log-in to NSDL e-Voting website?**
- (1) Visit the e-Voting website of NSDL. Open web browser by typing the following URL:

<https://www.evoting.nsd.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 'Shareholders' section.
- (3) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- (4) Your User ID details are given below :

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

- (5) Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
- (6) If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - 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.

Details on Step 2 is given below:

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

- (1) After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

- (2) After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- (3) Select “EVEN” of company for which you wish to cast your vote.
- (4) Now you are ready for e-Voting as the Voting page opens.
- (5) 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.
- (6) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (7) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (8) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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) / (rta@alankit.com) / (evoting@nsdl.co.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) / (evoting@nsdl.co.in).

21. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

- (1) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- (2) Only those Members/ shareholders, who will be present in the AGM 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 AGM.

- (3) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- (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 AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM AREAS UNDER:

- (1) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
- (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.
- (5) Shareholders who have questions may send email during the period 24th September, 2020 to 27th September, 2020 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 number of questions depending on the availability of time for the e-AGM. Please note that only questions of the members holding the shares as on cut-off date will be considered.

22. General Guidelines for shareholders:

- (a) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer by e-mail to baroota@rediffmail.com with a copy marked to evoting@nsdl.co.in.
- (b) 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.
22. 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 toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.co.in or pallavid@nsdl.co.in or SoniS@nsdl.co.in or at telephone nos.:- +91 22 24994545, +91 22 24994559, who will also address the grievances connected with the voting by electronic means.
23. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2020 (Wednesday).
24. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2020 (Wednesday), may obtain the login ID and password by sending a request at evoting@nsdl.co.in or rta@alankit.com .

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990

25. Mr. Ajay Baroota, (Membership no. 3495 & CP no. 3945), Prop. Ajay Baroota & Associates, Company Secretaries has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through e-voting and make not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

26. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.tinnatrade.in and on the website of NSDL www.evoting.nsdl.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

**By orders of Board of Directors
Tinna Trade Limited**

**(Monika Gupta)
Company Secretary
Membership No.-FCS-8015**

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

**Place: New Delhi
Date: 04/09/2020**

I. EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“THE ACT”)

Item No. 3

Re-appointment of Mr. Gaurav Sekhri (DIN: 00090676) as Managing Director of the Company.

Mr. Gaurav Sekhri (DIN-00090676) is the promoter and Managing Director of the Company. He has experience of over 26 years in trading business and has been managing the affairs of the Company since 2009. He has been re-appointed as the Managing Director of the company on 01st April, 2017 for the period of 3 (three) years. The term of his appointment has expired on 31st March, 2020. On the basis of the recommendation of Nomination and remuneration committee, the board of directors of the company at their meeting held on 12th February, 2020 has recommended his re-appointment as Managing Director for the period of further three (3) years from 01st April, 2020 on the existing terms and conditions.

Due to spread of COVID-19 across the globe, the current business atmosphere is very unpredictable. Due to the adverse effect of COVID on the business of the company, Mr. Gaurav Sekhri has voluntarily decided to accept the cut in his remuneration.

Accordingly, Basis recommendation of Nomination and remuneration committee, the board of directors of the company at their meeting held on 4th September, 2020 has proposed to modify the terms and conditions of his re-appointment as Managing Director as per the details stated in the resolution.

Details as required under the Schedule V to the Companies Act, 2013 and under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as follows :-

MR. GAURAV SEKHRI

1. GENERAL INFORMATION

S.NO	PARTICULARS	DETAILS		
1	Nature of industry	Commodity Trading Services.		
2	Date or expected date of commencement of commercial production	Not applicable		
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable		
4	Financial performance based on the given indicators:	2019-20	2018-19	2017-18
	Total Revenue (In Rs. lacs)	29237.69	47996.86	46155.42
	Total Expenditure (In Rs. Lacs)	29703.72	47790.88	46189.51
	Profit Before Tax (In Rs. Lacs)	(466.03)	205.98	(34.09)
	Profit After Tax (In Rs. Lacs)	(369.76)	163.93	(26.96)
5	Foreign investments or collaboration, if any	Not applicable		

2. INFORMATION ABOUT THE APPOINTEE

S.NO	PARTICULARS	DETAILS
1	Background details	Mr. Gaurav Sekhri has done his Bachelor of Business Administration (BBA) from Richmond College, London (UK). He started his career with Tinna Group of companies, promoted by Sekhri families. He was actively involved in the groups' trading business dealing in procurement of various dry bulk commodities like Rice, Wheat, SBM and sugar. Mr.Sekhri played a key role in indentifying ADM as a partner and actively participated in formation and promotion of the joint venture with M/s Archer Daniels Midland (ADM). Until 2009, he oversaw running of all business verticals, including cargo handling operations, oil seed processing, branding and marketing of edible oils and marketing of oil ingredients for the joint venture. Mr.Gaurav Sekhri is promotor director of the joint venture company "Tinna Viterra Trade Pvt Ltd" between with M/s Viterra Inc. Canada and Tinna Rubber and Infrastructure Limited , in 2009 and currently heading the group as the Managing Director.
2	Past remuneration	Monthly Remuneration (including all Perquisites & allowances) of Rs. 9,89,615/- (Rupees Nine Lacs Eighty Nine Thousand Six Hundred Fifteen) , Bonus (salary of one month for each year upto maximum of Rs.50,000) & Performance Bonus as per company policy.
3	Recognitions and awards	He have been associated with various reputed associations including : - Chairman of Sunflower Seed Promotion Council of SEA (Solvent Extractors Association) of India from 2005 till 2008. -Chairman of SEA Bio Diesel Promotion Council from 2006 till 2010. -Member of 'The Soybean Processors Association of India' (SOPA). - Member of 'Confederation of Indian Industry (CII) & National Committee on Agriculture. - Member of "National Committee a Bio Fuels. - Member of Confederation of Indian Industry (CII) . - Member of National Committee on Agriculture. - Trustee on VPT (Visakhapatnam Port Trust) Board, representing Federation of Madhya Pradesh Chambers of Commerce& Industry (FMPCCI) for 2002-04, 2004-06, 2006-08 & 2008-2010 VPT is the largest Port in India in terms of throughput for last 7 consecutive years.
4	Job profile and his suitability	Mr. Gaurav Sekhri has experience of over 26 years as in Trading business & other business activities. He possesses key expertise in the business of commodity trading and other business verticals, including cargo handling operations & warehousing.

5	Remuneration proposed	Rs. 6,56,665/- (Rupees Six Lacs Fifty Six Thousand Six Hundred Sixty Five only) , Bonus (salary of one month for each year upto maximum of Rs.50,000) & Performance Bonus as per company policy.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	The proposed remuneration is very competitive and keeping in view the remuneration packages offered in the industry. In view qualification and experience of the appointee there is enough scope for improving the package.
7	Pecuniary relationship directly or indirectly with the company.	Mr. Gaurav Sekhri holds 66200 (0.77%) equity shares in the company.
8	Relationship with other Directors/Key Managerial Personnel	Relative of Non-Executive Director , Mr. Kapil Sekhri

3. OTHER INFORMATION

S.NO	PARTICULARS	DETAILS
a.	Reasons for loss or inadequate profits	Owing to the adverse market conditions and impact of COVID-19, there is economic meltdown and the profits of the Company are still inadequate to absorb the managerial remuneration.
b.	Steps taken or proposed to be taken for improvement	Although we need to evaluate the long-term impact of COVID-19 on consumer preferences, but food being an essential commodity, we expect your Company to perform better on a relative basis. The Company has entered into consultancy agreement with 'G3 Canada Limited' and acting as their exclusive consultants in agricultural commodities which is giving us stable/regular income.
c.	Expected increase in productivity and profits in measurable terms	As the company is engaged in trading of agricultural commodities, being essential commodities Profitability of the Company is expected to increase relatively, subject to the overall market/economic conditions and impact of COVID-19.

4. DISCLOSURES:

1.	Remuneration Package	Rs.6,56,665/- (Rupees Six Lacs Fifty Six Thousand Six Hundred Sixty Five only) , Bonus (salary of one month for each year Upto maximum of Rs.50,000) & Performance Bonus as per company policy.
2.	Disclosures in Directors Report under 'Corporate Governance'	Please refer Corporate Governance Report for necessary disclosure.

Except Mr. Gaurav Sekhri (being appointee), Mr. Kapil Sekhri (Director in the company and relative of Mr. Gaurav Sekhri) and their relatives to the extent of their shareholding in the company, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice of the AGM.

Mr. Gaurav Sekhri is not related to any Director of the Company except Mr. Kapil Sekhri. Mr. Gaurav Sekhri hold 66200 (0.77%) equity shares in the company in the company.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

In terms of the resolution passed by the Nomination and Remuneration Committee and Board of directors, consent of members by way of ordinary resolution is required.

The Directors recommend the Resolution for approval of the Members.

Item No. 4

Approval for sale or transfer of equity shares of its subsidiary company, B.G.K. Infrastructure Developers Private Limited

BGK Infrastructure Developers Pvt. Limited (BGKIDPL) is a subsidiary of Your company, Tinna Trade Limited (TTL) holding its 72,00,000 (51.53%) equity shares. The company's business is dynamic by its nature and needs changes in the business plan of the company. As you all know that the company is focusing on diversification of its business activities and needs funds for the same. The changes in the investment holdings of the company is necessitated to address its business requirements. Therefore, management of the company has proposed to divest part of its ownership in its subsidiary to generate necessary cash flows to deliver the future business plans. As per the recommendation of Audit committee, Board of directors of the company at their meeting held on 4th September, 2020 proposed to divest/transfer 10,00,000 equity shares, out of its total investment at the price of Rs. 14.96 per share. The price has been obtained on the basis valuation report of equity shares issued by M/S V.R. Bansal & Associates, Chartered Accountants & the same is available for inspection. The total transaction amount shall not exceed Rs. 1,49,60,000/- (Rupees One crore, forty Nine Lakhs and Sixty Thousand only) that may be given effect in one or more tranches as per the business requirement.

In terms of Regulation 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, shareholders' approval by passing a special resolution is required to give effect to this sale of its material subsidiary. Regulation 24(5) of SEBI (LODR) Regulations, 2015 provides that no company shall dispose of shares in its material subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than fifty percent or cease the exercise of control over the subsidiary without passing a special resolution in its general meeting, except in cases where such divestment is made under a scheme of arrangement duly approved by a Court / Tribunal.

Except Mr. Gaurav Sekhri (Managing Director), Mr. Kapil Sekhri (Director) and their relatives to the extent of their shareholding in the company, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice of the AGM.

Mr. Gaurav Sekhri is not related to any Director of the Company except Mr. Kapil Sekhri. Mr. Gaurav Sekhri hold 66200 (0.77%) equity shares in the company in the company.

In terms of the resolution passed by the Audit Committee and Board of directors, consent of members by way of special resolution is required

The Directors recommend the Resolution for approval of the Members.

Item No. 5

Approval to provide security under section 185 of the Companies Act, 2013

BGK Infrastructure Developers Pvt. Ltd. (BGKIDPL) is a subsidiary of Your Company, Tinna Trade Limited (TTL) and is engaged in the business of warehousing. BGKIDPL has availed term loan of Rs. 15.65 crores from ICICI Bank for the purpose of construction of warehouses at different locations in Maharashtra i.e. its principal business activities. The company, TTL has provided security to ICICI Bank against the loan availed by its subsidiary company (BGKIDPL) by way of pledge of shares and Non- disposable undertaking & Power of Attorney (NDU/POA) of equity shares of BGKIDPL held by TTL.

In continuation of item No. 4, as the company is proceeding further to divest its investment, BGKIDPL will cease to be our material subsidiary.

Therefore, after the divestment of its shares from BGKIDPL, Mr. Gaurav Sekhri, being common director in both the companies, BGKIDPL company will be covered under the category “a person in whom any of the director of the company is interested” under provisions of Section 185 (2) of the Companies Act, 2013 and require consent of shareholders of the company by way of special resolution to continue with the existing arrangement.

Brief particulars of the loan availed by BGKIDPL are as follows:

Name of the company availing loan	BGK Infrastructure Developers Pvt. Ltd
Loan amount for which guarantee/security given	Term loan of Rs. 15.65 crores Outstanding amount as on 31/03/2020 is Rs. 7.18 crores approx.
Particulars of security to be provided	49,11,435 equity shares of BGKIDPL held by TTL has been given by way of security to ICICI Bank. Out of the total shares given, 28,34,850 shares pledged and 20,76,585 shares held in the form of NDU/POA.
Purpose for which the loan or guarantee or security is to be provided.	Construction of warehouses at Maharashtra to pursue its principal business activities.

Except Mr. Gaurav Sekhri (Managing Director), Mr. Kapil Sekhri (Director) and their relatives to the extent of their shareholding in the company, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice of the AGM.

Mr. Gaurav Sekhri is not related to any Director of the Company except Mr. Kapil Sekhri. Mr. Gaurav Sekhri hold 66200 (0.77%) equity shares in the company in the company.

In terms of the resolution passed by the Audit Committee and Board of directors, consent of members by way of special resolution is required.

The Directors recommend the Resolution for approval of the Members.

II. **DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE LODR**

- (a) Re-Appointment of Mr. Gaurav Sekhri (DIN-00090676), Liable to retire by Rotation (Item No. 2)
- (b) Re-Appointment of Mr. Gaurav Sekhri (DIN-00090676), as Managing Director (Item No. 3)

Name of the Director	Mr. Gaurav Sekhri
Age	47 years
Qualification	Bachelor of Business Administration(BBA) from Richmond College, London(UK)
Experience in specific functional area	26 years
Terms and Conditions of Re-appointment/Appointment	Re-appointment as Managing Director liable to retire by rotation.

Remuneration last drawn	Monthly salary (including all Perquisites & allowances) of Rs. 9,89,615/- (Rupees Nine Lacs Eighty Nine Thousand Six Hundred Fifteen) , Bonus (salary of one month for each year upto maximum of Rs.50,000) & Performance Bonus as per company policy.
Remuneration proposed to be paid	Rs. 6,56,665/- (Rupees Six Lacs Fifty Six Thousand Six Hundred Sixty Five only) , Bonus (salary of one month for each year Upto maximum of Rs.50,000) & Performance Bonus as per company policy.
Date of first appointment on the Board	1 st May, 2009
Shareholding in the company	66200 equity shares
Relationship with other Directors/Key Managerial Personnel	Relative of Director , Mr. Kapil Sekhri
Number of meetings of the Board attended during the Financial year	Five (5)
Directorships of other Boards	<ol style="list-style-type: none"> 1. B.G.K Infrastructure & Developers Private Limited 2. Fratelli Wines Private Limited 3. BGK Infratech Private limited 4. YPO (Delhi Chapter) U/S25 5. Quenny Agro Tech LLP 6. Yardstick Technologies (P) Limited 7. BGK Shipping LLP 8. Arnav Estates LLP 9. Puja Infratech LLP 10. Tinna Rubber and Infrastructure Limited 11. YPO Capital's Chapter Association
Membership/Chairmanship of Committees of other Boards	NONE