

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Fifteenth (15th) Annual General Meeting of the Shareholders of the Tinna Trade Limited (CIN- L51100DL2009PLC186397) will be held on Friday, 30th June, 2023 at 12:30 pm through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

Item No.1

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2023 together with the Reports of the Board of Directors' and Auditors thereon.

Item No.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.

Item No.3

To consider appointment of the Statutory Auditors of the Company and Fix their remuneration and in this regard to consider and if thought, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof, for the time being in force), appointment of M/S ASHM & Associates, Chartered Accountants, Firm Reg. Number 529041, having their office at E-24, Basement, Lajpat Nagar-III, New Delhi-110024 as a Statutory Auditors of the company for the period of Five Consecutive years from the conclusion of 15th Annual general Meeting till the conclusion of 20th Annual General Meeting to be held in year 2028 on such remuneration plus out of pocket expenses and applicable taxes as may be mutually agreed between the Board of Directors of the Company and auditors."

SPECIAL BUSINESS:

Item No.4

To approve re-appointment and 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 special 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, 2023** 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. 7,87,998/- (Rupees Seven Lacs Eighty Seven Thousand Nine Hundred Ninety Eight 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. 1,08,00,000/- (Rupees One Crore Eight 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. Ashish Madan (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.

Item No.5

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

To alter the Objects Clause of the Memorandum of Association of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Section 13 and other applicable provisions of the Companies Act, 2013 read with applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and subject to such approvals as may be necessary or required, Clause III(A) of the Memorandum of Association of the Company relating to its Objects be and is hereby altered by adding the following sub-clauses as new sub-clauses 5 to 11 after the existing sub-clause 4 in Clause III(A):

5. To carry on the business as builders, property developers, collaborators, Engineering Contractors, sub-contractors, Civil, mechanical and labour contractors, building and erection engineers, consultants and also to alter, demolish, removal or carry out repairs on such favourable terms and deemed fit and to carry on the business of designers, Real Estate owners, layout promoters and also act as real estate brokers, realtors and agents and other service providers and to carry on any other business that is customarily, usually and conveniently carried on and to purchase, acquire, take on lease or in exchange or in any other lawful manner any area, land, buildings, structures and to turn the same into account, develop the same, dispose of or maintain the same and give away for rentals.
6. to purchase any land, plot(s) of land or any moveable & immovable property or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and to develop and construct thereon residential, commercial complex or complex(es), industrial complex, either singly or jointly or in partnership as aforesaid, comprising offices for sale or self-use or for earning rental income thereon by letting out individual units comprised in such building(s) or to divide the same into suitable plots, and to rent or sell the plots for building/constructing residential houses, bungalows, business premises, and colonies and

rent or sell the same and realize cost in lump sum or easy instalments or by hire purchase system and otherwise.

7. To carry out the business of trading, import, export of building material, construction chemical, consumables, machineries and equipments used in civil engineering construction, quarrying and marine development etc.
8. To carry out the activities as civil and engineering contractors, technical and management consultancy or in any other professional capacity for construction technology related to buildings, dams, infra projects, townships, highway, road, bridges, both underway and over bridges, quarrying and marine development.
9. To do the business of manufacturer of building material such as bricks, flooring and roof, tiles, wooden and metal frames, doors and windows, fabrication of grills, granite slabs and tiles, concrete and stoneware pipes, and other building materials.
10. To construct, erect, fabricate, execute, build, carry out, equip, alter, repair, remodel, decorate, maintain, demolish, develop improve, maintain, furnish. Administer. manage or control, grade, curve, pave, macadamize, cement and maintain buildings, structures, houses, apartments, townships, multi-storeyed housing/commercial complexes, layouts, landscapes. Hospitals. Hotels. Resorts, schools, places of worship, highway roads. Paths, streets, sideways, seaports, airports, bridges, canals, reservoirs, power projects gardens, flyovers, subways, pavements.
11. To carry on in India the business of developing Special Economic Zones (SEZs) as geographically defined enclaves established for the purpose of promoting exports in designated areas defined by the Government of India.

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

**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: 25th May, 2023**

I. EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT")
Item No.3
To appointment Statutory Auditors of the Company and Fix their remuneration:

The Board of Directors of the company appreciated and took note of the rotation of existing statutory auditor M/s V. R. Bansal & Associates, Chartered Accountants, New Delhi (ICAI Registration No. 016534N) due to completion of two terms of five (5) consecutive years as statutory auditor of the company as per the provisions of Companies Act 2013. The Board of Directors of the Company, on the recommendation of the Audit Committee, has considered and approved the appointment of M/S ASHM & Associates, Chartered Accountants, Firm Reg. Number 529041, having their office at E-24, Basement, Lajpat Nagar-III, New Delhi-110024 as a Statutory Auditors of the company for the period of Five Consecutive years & from the conclusion of 15th Annual general Meeting till the conclusion of 20th Annual General Meeting to be held in year 2028.

They have also expressed their willingness to act as Auditors of the company, if appointed, and have further concerned that the said appointment would be in conformity with the provisions of Section 138 to 141 of Companies Act, 2013.

The Resolution as at Item No. 4 of the Notice is therefore set out as an Ordinary Resolution for approval of Members.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise in this resolution.

Your Directors recommend the resolution as at Item No.3 for your approval.

Item No.4
Re-appointment of Mr. Gaurav Sekhri (DIN: 00090676) liable to retire by rotation and 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 30 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, 2020 for the period of 3 (three) years. The term of his appointment has expired on 31st March, 2023. On the basis of the recommendation of Nomination and remuneration committee, the board of directors of the company at their meeting held on 8th February, 2023 has recommended his re-appointment as Managing Director for the period of further three (3) years from 01st April, 2023 on the terms and conditions as mentioned in resolution no. 4.

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:	2022-23	2021-22	2020-21
	Total Revenue (In Rs. lacs)	29496.68	33729.84	24346.49
	Total Expenditure (In Rs. Lacs)	29778.80	33708.04	24654.26
	Profit Before Tax (In Rs. Lacs)	(282.12)	21.80	(307.77)
	Profit After Tax (In Rs. Lacs)	(263.52)	58.01	(281.52)
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 'inna Viterra Trade Pvt Ltd"betweenwith 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 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.
3	Recognitions and awards	<p>He have been associated with various reputed associations including:</p> <ul style="list-style-type: none"> - 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 'he Soybean Processors Association of India'(SOPA). - Member of 'onfederation of Indian Industry (CII) & National Committee on Agriculture. - Member of "ational 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 30 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. 7,87,998/- (Rupees Seven Lacs Eighty Seven Thousand Nine Hundred Ninety Eight 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 66300 (0.77%) equity shares in the company.
8	Relationship with other Directors/Key Managerial Personnel	None

3. OTHER INFORMATION

S.NO	PARTICULARS	DETAILS
a.	Reasons for loss or inadequate profits	Due to Ukraine Russia war, an unprecedented swing made all the commodities positions in loss. A higher prompted reserve bank to increase rates, which increased the finance cost. Longer duration of holding of stocks costed a huge interest cost and storage cost, which took away trade margin and company suffered some trading losses.
b.	Steps taken or proposed to be taken for improvement	Company has cleared all its stock position during FY 23. As such there is not fixed cost incurred on account of interest and storage charges. Also, a good distribution network of steel abrasives has strengthen the company which shall be turning into regular income. The Company has entered into consultancy agreement with '3 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	Scaling up the steel business, reducing the dependence on high volatile and expensive pulses, we expect the company to exceed turnover of INR 400 Cr.

4. DISCLOSURES:

1.	Remuneration Package	Rs. 7,87,998/- (Rupees Seven Lacs Eighty Seven Thousand Nine Hundred Ninety Eight 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) and his relatives to the extent of his 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. 2 & 4 of the accompanying Notice of the AGM.

Mr. Gaurav Sekhri is not related to any Director of the Company. He hold 66300 (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 special resolution is required.

The Directors recommend the Resolution for approval of the Members.

Item No.5

To alter the Objects Clause of the Memorandum of Association of the Company:

The Company is pursuing growth opportunities in various fields of business and always considers new business proposals which have good future prospects and potentials to increase the shareholders' return.

To facilitate such initiatives, alteration is proposed by way of additions to the Objects Clause in the Memorandum of Association as set out in the resolution at Item No. 5 of the Notice. It is proposed to add clauses 5 to 11 in the Memorandum of Association (MOA) of the Company for the purchase/lease of land or moveable and immoveable property and sell/rent /develop building for commercial/residential purposes/ construct residential/commercial/industrial complex. Accordingly, the Board of Directors propose to alter Clause III (A) of the Objects clause of the MOA of the Company as set out in the resolution at Item No. 5. The aforesaid alteration, if approved by the shareholders shall be registered by the Registrar of Companies, Delhi & Haryana as per the provisions of the Act with such modifications as may be advised by the ROC.

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

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members

II. DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ON GENERAL MEETINGS]
(A) RE-APPOINTMENT OF MR. GAURAV SEKHRI (DIN-00090676), LIABLE TO RETIRE BY ROTATION (ITEM NO. 2)

Name of the Director	Mr. Gaurav Sekhri
DIN	00090676
Date of birth	02/12/1972
Nationality	Indian
Date of first appointment on the Board	1 st May, 2009
Qualification	Bachelor of Business Administration(BBA) from Richmond College, London(UK)
Expertise in specific functional area	Commodity Trading, Cargo Handling and warehousing
No. of shares held in company	66,300 (0.77%) equity shares
Relationship with other Directors/Key Managerial Personnel	NONE
Number of meetings of the Board attended during the Financial year	5 of 5
List of Directorships held in other companies	<ol style="list-style-type: none"> 1. Fratelli Wines Private Limited 2. T.P. Buildtech Private Limited 3. BGK Infratech Private limited 4. BGK Shipping LLP 5. Arnav Estates LLP 6. Puja Infratech LLP 7. Tinna Rubber and Infrastructure Limited 8. YPO Capital' Chapter Association 9. Guru Infratech Private Limited
Membership/Chairmanship of Committees of other Boards	NIL
Remuneration details (Including Sitting Fees & Commission	Refer Corporate Governance Report

Notes

1. 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 (MCA) followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021 and General Circular No. 10/2022 and General Circular No.11/2022, dated December 28, 2022 and all other relevant circulars issued from time to time (collectively referred to as "**MCA Circulars**"), MCA has permitted holding of the Annual General Meeting ("AGM") through **Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue.** In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
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 AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Attendance Slip and Proxy Form are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC / OAVM and participate thereat and cast their votes on e-voting.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standard- 2 on General Meetings issued by the Institute of Company Secretaries of India and Regulation 36 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect to the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
4. As required by Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, the relevant details of Directors seeking appointment or re-appointment at this Annual General Meeting are given in the annexure to the Notice of the Annual General Meeting.
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 may please note that SEBI vide its Circular No.SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022 /8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed dividend account; exchange of securities certificate; sub-division of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, to the Registrar and Transfer Agents, Alankit Assignments Limited. It may be noted that any service request can be processed only after the folio is KYC Compliant
8. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or TSR Consultants Private Limited, for assistance in this regard.
9. In case of joint holders attending the AGM, 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
10. 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.
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. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
14. 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/AGM. 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/AGM will be provided by NSDL.
15. Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 24th June, 2023 to Friday, 30th June, 2023 (both days inclusive), in connection with the 15th Annual General Meeting of the Company.
16. The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, E-mail address, bank details for payment of dividend, etc. Members holding shares in physical form are requested to furnish the above details to the Company, its Registrars and Share Transfer Agents. Members holding shares in electronic form are requested to furnish the details to their respective DP.
17. **Nomination Facility:** As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
18. Electronic copy of the Annual Report 2022-23 is being sent to those Members whose email address is registered with the Company / Depositories for communication purpose, unless any Member has requested for a physical copy of the same. Members may note that this Annual Report will also be available on the Company's website at viz. www.tinnatrade.in.
19. 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.
20. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM 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/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
21. 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, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
22. 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.

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

The remote e-voting period begins on 27th June, 2023 at 10:00 A.M. and ends on 29th June, 2023 at 05:00 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.23rd June, 2023, 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 23rd June, 2023.

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 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.

	<p>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</p> <p>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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> </p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.

	<p>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.</p> <p>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.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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</p>

<p>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.</p>	
<p>How to Log-in to NSDL e-Voting website?</p>	
<ol style="list-style-type: none"> 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. <i>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.</i> <p>4. Your User ID details are given below :</p>	
<p>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</p>	<p>Your User ID is:</p>
<p>a) For Members who hold shares in demat account with NSDL.</p>	<p>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*****.</p>
<p>b) For Members who hold shares in demat account with CDSL.</p>	<p>16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****</p>
<p>c) For Members holding shares in Physical Form.</p>	<p>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***</p>

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in 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.
3. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
4. Now, you will have to click on "Login" button.
5. 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.

- General Guidelines for shareholders**
1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to baroota@rediffmail.com with a copy marked to evoting@nsdl.co.in. 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.co.in

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.co.in** for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/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 EGM/AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/AGM 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.
5. Shareholders who have questions may send email during the period 23rd June, 2023 to 26th June, 2023 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 e-AGM.
6. 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.
7. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote 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.
8. 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.