

AJAY BAROOTA & ASSOCIATES

COMPANY SECRETARIES

204, NIDHI PLAZA, PLOT NO. 8, L.S.C., NEAR SHAKTI NAGAR UNDER BRIDGE, DELHI-110052
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Ajay Baroota

M.Com.,LLB., FCS

20838555

Date: 08th March, 2024

To,
The Board of Directors
Tinna Trade Limited
No 6, Sultanpur, Mandi Road,
Mehrauli, New Delhi-110030, India

Subject: Proposed Preferential Issue by Tinna Trade Limited ("the Company") in terms of Chapter V of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("SEBI ICDR Regulations").

Dear Sir / Madam,

With regard to the preferential issue of securities, as given below, approved by the Board of Directors of the Company in their meeting held on March 01, 2024

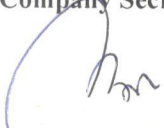
- i. Acquisition of upto 1,23,11,671 equity shares of Rs. 10/- (Rupees Ten only) each representing 96.96% of total shares of Fratelli Wines Private Limited (FWPL) for a total purchase consideration of upto Rs. 221,61,00,780/- through swap of equity shares with the Company ("**Swap of Shares Transaction**").

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

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

We hereby certify that the proposed preferential issue of securities as stated above, is being in accordance with the applicable provisions of SEBI ICDR Regulations and the applicable provisions of Companies Act, 2013.

For Ajay Baroota & Associates
Company Secretaries


CS AJAY BAROOTA
FCS 3495 - CP No. 3945
UDIN : F003495E003553954
PR : 2071/2022



Place : Delhi