



NOTICE TO SHAREHOLDERS

Notice is hereby given that an Extra-Ordinary General Meeting ('EGM') of the Members of Tinna Trade Limited (the "Company") will be held on **Saturday, August 03, 2024, at 12.30 P.M. (IST)** through Video Conference (VC)/ Other Audio-Visual Means (OAVM) facility, to transact the businesses as mentioned below.

Special Businesses:

Item No. 1: Increase in Authorized Share Capital of the Company and consequent amendment in the Capital Clause of the Memorandum of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 ("hereinafter referred to as the **"Companies Act"**) and rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force), read with enabling provisions of Memorandum of Association and Articles of Association of the Company or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of members of the Company, be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 43,00,00,000/- (Rupees Forty-Three Crores only) divided into 4,30,00,000 (Four Crore Thirty Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 44,00,00,000/- (Rupees Forty-Four Crores only), divided into 4,40,00,000 (Four Crore Forty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each, by creation of additional 10,00,000 (Ten Lakhs) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each."

"RESOLVED FURTHER THAT consequent to the above alterations, existing Capital Clause (Clause V) of the Memorandum of Association of the Company be and is hereby substituted with the following new Clause V:

"V. The Authorized Share Capital of the Company is Rs. 44,00,00,000/- (Rupees Forty-Four Crores Only) divided into 4,40,00,000 (Four Crore Forty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each."

"RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder) and Company Secretary of the Company be and is hereby severally authorized to take such steps as may be necessary and to do and perform all such acts, deeds, matters, and things and make, sign and file such

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

Item No. 2: Issuance of Equity shares to the persons belonging to the “Promoter and Promoter Group” and “Non-Promoter” Category on Preferential Basis.

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the **“Companies Act”**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under [including any statutory modification(s) thereto or re-enactment thereof for the time being in force], enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreements entered into by the Company with BSE Limited and the Calcutta Stock Exchange Limited, the stock exchanges where the shares of the Company are listed (**“Stock Exchange(s)”**), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (**“SEBI”**), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (**“Takeover Regulations”**) as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by Ministry of Corporate Affairs, SEBI, RBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s), and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis **up to 10,72,460** (Ten Lakh Seventy Two Thousand Four Hundred Sixty) Equity shares of face value of Rs. 10/- (Rupees Ten only) each (**“Equity Shares”**) for cash, at an issue price of **Rs. 300/-** (Rupees Three Hundred Only) per equity share (including a premium of Rs. 290/- per equity share), determined in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, for an aggregate amount of **up to Rs. 32,17,38,000/-** (Rupees Thirty-Two Crore Seventeen Lakh and Thirty-Eight

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Thousand Only), on such terms and conditions and in such manner as may be finalized by the Board of Directors, to the below mentioned persons/entities belonging to the “**Promoter and Promoter Group**” and “**Non-Promoter**” category (“**Proposed Allottees**”) in the manner as follows:

Sr. No.	Name of the Proposed Allottees	Category	No. of Equity Shares to be allotted (up to)
1.	Mr. Sidhartha Kukreja	Promoter Group	16,700
2.	Mr. Madan Kukreja	Promoter Group	16,700
3.	Ms. Shree Mayor	Promoter Group	8,350
4.	PGA Securities Private Limited	Non-Promoter	3,33,400
5.	Illingworth Advisors LLP	Non-Promoter	16,700
6.	Ms. Smita Swarup Kapur	Non-Promoter	33,350
7.	Rimo Capital Fund, LP	Non-Promoter	1,66,700
8.	Value Prolific Consulting Services Pvt Ltd	Non-Promoter	66,700
9.	Mr. Karamveer Singh Chhabra	Non-Promoter	33,350
10.	Mr. Ajay Khurana	Non-Promoter	16,700
11.	Ms. Mona Kapoor	Non-Promoter	16,700
12.	Kapco Enterprises LLP	Non-Promoter	16,700
13.	Parastone Ventures Private Limited	Non-Promoter	33,350
14.	Pee Empro Exports Private Ltd	Non-Promoter	33,350
15.	Mr. Prit Mohinder Singh Uppal	Non-Promoter	25,000
16.	Mr. Arjun Veer Singh Uppal	Non-Promoter	8,350
17.	Mr. Abhishek Somany	Non-Promoter	15,130
18.	Ms. Minal Somany	Non-Promoter	15,130
19.	Mr. Mayank Singhal	Non-Promoter	1,33,400
20.	Mr. Shrey Bafna	Non-Promoter	33,350
21.	Mr. Viren Aggarwal	Non-Promoter	33,350
Total			10,72,460

RESOLVED FURTHER THAT in terms of the provisions of Regulation 161 of Chapter V of SEBI ICDR Regulations, the Relevant Date for determining the minimum issue price shall be **Thursday, July 04, 2024**, being the date, which is 30 days prior to the date of Extra-Ordinary General Meeting of the Shareholders of the Company scheduled to be held on Saturday, August 03, 2024.

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

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- (a) The Equity shares to be issued and allotted shall be fully paid up and rank *pari-passu* with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- (b) The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said Equity Shares is pending on account of pendency of approval of any Regulatory Authority or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.
- (c) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations, and laws, as applicable from time to time.
- (d) The entire pre-preferential equity shareholding of the Proposed Allottee, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI (ICDR) Regulations.
- (e) The Equity Shares to be allotted shall be subject to locked-in for such period as specified in the provisions of Chapter V of the ICDR Regulations and any other applicable law for the time being in force.
- (f) The Equity Shares to be issued & allotted to the Proposed Allottees pursuant to the Preferential Issue shall be listed and traded on the stock exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.
- (g) The Equity shares to be offered/issued and allotted shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under the SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder.
- (h) The Proposed Allottee shall, on or before the date of allotment of equity shares, pay an amount equivalent to 100% of the consideration for the Equity Shares to be allotted in line with the requirements of Regulation 169(1) of the SEBI (ICDR) Regulations.
- (i) The consideration for allotment of Equity Shares shall be paid to the Company from the bank account of the Proposed Allottee.

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

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified, and confirmed in all respects.”

Item No. 3: Issuance of Fully Convertible Warrants to the persons belonging to the “Promoter & Promoter Group” and “Non-Promoter” Category on Preferential Basis.

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the **“Companies Act”**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under [including any statutory modification(s) thereto or re-enactment thereof for the time being in force], enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with BSE Limited and Calcutta Stock Exchange Limited, the stock exchanges where the shares of the Company are listed (**“Stock Exchange(s)”**), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (**“SEBI”**), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (**“Takeover Regulations”**) as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by Ministry of Corporate Affairs, SEBI, RBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s), and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies

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and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis **up to 5,64,350** (Five Lakh Sixty Four Thousand Three Hundred Fifty) Fully Convertible Warrants (**“Warrants”**) at an issue price of **Rs. 300/-** (Rupees Three Hundred Only) per warrant, determined in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, to be convertible at an option of Warrant holder(s) in one or more tranches, within 18 (Eighteen) months from its allotment date into an equivalent number of fully paid-up equity shares of the face value of Rs. 10 each/-, for cash, for an aggregate amount of **up to Rs. 16,93,05,000/-** (Rupees Sixteen Crore Ninety-Three Lakh and Five Thousand Only), and to issue Fresh Equity shares on the conversion of Warrants on such further terms and conditions as may be finalized by the Board of Directors, to the below mentioned persons belonging to the **“Promoter and Promoter Group”** and **“Non-Promoter”** category (**“Proposed Allottee”**) in the manner as follows:

Sr. No.	Name of the Proposed Allottees	Category	No. of Warrants to be issued (up to)
1.	Ms. Puja Sekhri	Promoter	1,02,150
2.	Mr. Gaurav Sekhri	Promoter	1,02,150
3.	Ms. Aarti Sekhri	Promoter	1,02,150
4.	Ms. Shobha Sekhri	Promoter	1,02,150
5.	Chin Min Developers (P) Ltd	Promoter Group	1,02,150
6.	Ms. Kalpana Rana	Non-Promoter	3,350
7.	Ms. Indu	Non-Promoter	3,350
8.	Mr. Lalji	Non-Promoter	3,350
9.	Mr. Suchet Sundar Shetty	Non-Promoter	3,350
10.	Mr. Jayanth Bharathi	Non-Promoter	3,350
11.	Mr. Nitin Handa	Non-Promoter	3,350
12.	Mr. Arvvind Vaid	Non-Promoter	3,350
13.	Mr. Tilottama Dutt	Non-Promoter	3,350
14.	Mr. Indrakumar	Non-Promoter	3,350
15.	Mr. Naga Raju Kuchana	Non-Promoter	3,350
16.	Mr. Sonu Kumar	Non-Promoter	3,350
17.	Mr. Rajiv Anant Purohit	Non-Promoter	3,350
18.	Mr. Nischal Harishchandra Shirodkar	Non-Promoter	3,350
19.	Ms. Meenal Arora	Non-Promoter	3,350
20.	Mr. Yanchnit Narang	Non-Promoter	3,350

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21.	Mr. Nitin Madaan	Non-Promoter	3,350
Total			5,64,350

RESOLVED FURTHER THAT in terms of the provisions of Regulation 161 of Chapter V of SEBI ICDR Regulations, the *Relevant Date* for determining the minimum issue price shall be **Thursday, July 04, 2024**, being the date, which is 30 days prior to the date of Extra-Ordinary General Meeting of the Shareholders of the Company scheduled to be held on Saturday, August 03, 2024.

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

- a) The conversion of warrants into equity shares shall happen at any time within a period of Eighteen (18) months from the date of allotment of warrants in terms of SEBI ICDR Regulations (the **“Warrant Exercise Period”**).
- b) The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant, in terms of the SEBI ICDR Regulations, 2018, which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.
- c) Warrants being allotted to the Proposed Allottee, and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under SEBI ICDR Regulations.
- d) Warrants so allotted under this resolution and Equity shares arising on conversion thereof shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- e) Warrants shall be allotted by the Company only in dematerialized form.
- f) The consideration for allotment of Warrants and/or Equity Shares arising out of the exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee.
- g) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse, and the amount paid upfront shall stand forfeited by the Company.
- h) The Warrants by themselves, until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants.

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

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

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified, and confirmed in all respects.”

Item No. 4: To consider and approve the appointment of Ms. Puja Sekhri (DIN: 00090855) as an executive director of the company

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

“RESOLVED THAT pursuant to provisions of Sections 149 and 152 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 as amended (“the Companies Act”) and Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and any other applicable regulations (“the SEBI Regulations”), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable provisions made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and pursuant to the provisions of the Articles of Association of the Company, consent of the Shareholders be and is hereby accorded for the appointment of Ms. Puja Sekhri (DIN: 00090855), as an Executive director of the company, whose office shall be not be liable to retire by rotation, who was appointed as an Additional Director (Executive Director) of the Company with effect from 03rd July, 2024 by the Board of Directors of Tinna Trade Limited (“the Company”) pursuant to Section 161, as recommended by Nomination and Remuneration Committee.

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RESOLVED FURTHER THAT any Director or Company Secretary, be and are hereby severally authorized to take all the necessary steps for giving effect to the foregoing resolution including filing of the necessary forms with the Registrar of Companies, NCT of Delhi and Haryana at New Delhi and settle any question, doubt, difficulty or doubt that may arise with regard to or in relation to the foregoing and do all such acts, deeds and things as they may in their absolute discretion deem necessary, proper or desirable for giving effect to the foregoing.

Item No. 5: To consider and approve the appointment of Mr. Aditya Brij Sekhri (DIN: 08712221) as an executive director of the company

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

“RESOLVED THAT pursuant to provisions of Sections 149 and 152 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 as amended (“the Companies Act”) and Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and any other applicable regulations (“the SEBI Regulations”), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable provisions made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and pursuant to the provisions of the Articles of Association of the Company, consent of the Shareholders be and is hereby accorded for the appointment of Mr. Aditya Brij Sekhri (DIN: 08712221), as an Executive director of the company, whose office shall be not be liable to retire by rotation, who was appointed as an Additional Director (Executive Director) of the Company with effect from 03rd July, 2024 by the Board of Directors of Tinna Trade Limited (“the Company”) pursuant to Section 161, as recommended by Nomination and Remuneration Committee.

RESOLVED FURTHER THAT any Director or Company Secretary, be and are hereby severally authorized to take all the necessary steps for giving effect to the foregoing resolution including filing of the necessary forms with the Registrar of Companies, NCT of Delhi and Haryana at New Delhi and settle any question, doubt, difficulty or doubt that may arise with regard to or in relation to the foregoing and do all such acts, deeds and things as they may in their absolute discretion deem necessary, proper or desirable for giving effect to the foregoing.

**By order of the Board of Directors
For Tinna Trade Limited**

**Place: New Delhi
Date: July 11, 2024**

**Sd/-
Mohit Kumar
Company Secretary**

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Notes:

1. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts in respect of the business under Item Nos. 1 to 5, set out in the EGM notice above are annexed hereto.
2. The relevant details, pursuant to Regulations 36 (3) of the SEBI (LODR) Regulations and Secretarial Standard-2 on General Meetings as issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment/appointment at this EGM is also annexed.
3. Pursuant to the General Circular No. 09/2023 dated 25 September 2023 issued by Ministry of Corporate Affairs ("MCA") read together with previous circulars issued by the MCA in this regard (collectively to be referred to as "MCA Circulars") and Circular No. CFD-PoD-2/P/CIR/2023/167 dated 07 October 2023 issued by the Securities and Exchange Board of India ("SEBI") read together with other circulars issued by SEBI in this regard (collectively to be referred to as "SEBI Circulars"), Companies are allowed to hold Extra Ordinary General Meeting ("EGM") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), without the physical presence of Members at a common venue till 30 September 2024. Hence, in compliance with the said circulars and provisions of the Companies Act, 2013 (the "Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the EGM of the Company is being held through VC/OAVM.
4. In accordance with the aforesaid Guidelines and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Extra Ordinary General Meeting (EGM) of the Company is being conducted through VC/OAVM which does not require physical presence of shareholders at a common venue.
5. The shareholders attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum. The deemed venue for the EGM shall be the Registered Office of the Company.
6. In terms of the MCA and SEBI Circulars as mentioned above, physical attendance of Members at the EGM and appointment of proxies has been dispensed with. Accordingly, the Attendance Slip, Proxy Form and Route Map are not annexed to this Notice. As the meeting is held through VC/OVAM, appointment of proxy to attend and cast vote on behalf of the member are not available. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Member may be appointed for the purpose of casting vote through the remote e-voting prior to the EGM, participation in the EGM through VC/OAVM facility and for e-voting during the EGM.

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7. In line with the Circulars of MCA & SEBI, the Notice of the EGM is being sent by e-mail to all those members, whose e-mail IDs have been registered with the Company's RTA/ Depository Participant. Notice are also available on the website of the Company at www.tinnatrade.in/ and on the website of BSE Limited ("BSE") at www.bseindia.com and also on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.
8. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of Listing Regulations read with SEBI Circular on e-Voting Facility provided by Listed Entities, dated 09 December 2020, the Company is providing to its Members facility to exercise their right to vote on resolutions proposed to be passed at the EGM by electronic means. The facility for participation in the EGM through VC/OAVM, voting through remote e-voting and e-voting during the EGM, will be provided by National Securities Depository Limited (NSDL).
9. The remote e-voting period will begin on Wednesday, July 31, 2024 at 09:00 A.M. (IST) will end on Friday, August 02, 2024 at 05:00 P.M.(IST). The remote e-Voting module shall be disabled by NSDL for voting thereafter.
10. The Members who have cast their votes by remote e-voting prior to the EGM may attend the EGM through VC/ OAVM but shall not be entitled to cast their votes again.
11. Members may join the EGM through VC/OAVM, which shall be kept open for the members on August 03, 2024 from 12:15 P.M. (IST) i.e. 15 minutes before the scheduled start time and the Company may close the window for joining the VC/OAVM facility 30 minutes after the scheduled start time, i.e. by 12:30 P.M. (IST) on date of EGM.
12. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

Please refer to detailed instructions for remote e-voting, attending the EGM through VC/OAVM and electronic voting during the EGM, annexed to this Notice.

1. Voting rights shall be reckoned in proportion to the paid-up value of the shares held and registered in the name of the Members/list of Beneficial Owners maintained by National Securities Depository Limited ("NSDL") and Central Depository Services Limited (NSDL and CDSL collectively referred as "Depositories") as on the cut-off date i.e., July 27, 2024 ("Cut-off date").

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2. The Members holding shares in electronic form are requested to update PAN, Address with PIN, Email, mobile number and nomination with their Depository Participants (DPs) with whom they are maintaining their demat accounts.
3. Members desirous of getting any information on any item(s) of business of this meeting are requested to send an e-mail mentioning their name, demat account number/folio number, email id, mobile number to investor.ttl@tinna.in at least 7 (seven) days prior to the date of the EGM and the same will be suitably replied by the Company.
4. Members who would like to express their views or ask questions during the EGM may register themselves as Speaker by sending their request in advance at least 7 days prior to meeting from their registered email address mentioning their Name, DP ID and Client ID/ Folio Number, PAN, Mobile Number at investor.ttl@tinna.in. Request given on other email IDs will not be considered. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the EGM. The Company reserves the right to restrict the number of questions and number of speakers depending on the availability of time for smooth conduct of the EGM.
5. Mr. Ajay Baroota, FCS No. 3495, COP No. 3945, Proprietor, M/s Ajay Baroota and Associates, Practicing Company Secretaries, New Delhi has been appointed as the Scrutinizer to scrutinize the e-voting/remote e-voting process in respect of items of business to be transacted at the EGM, in a fair and transparent manner.
6. The Scrutinizer shall, after the conclusion of the electronic voting during the EGM, assess the votes cast at the meeting through electronic voting system, thereafter unblock the votes cast through remote e-voting and make a consolidated Scrutinizer's Report and submit the same to the Chairman of the Meeting.
7. The results of the e-voting indicating the number of votes cast in favour or against each of the Resolution(s), invalid votes and whether the Resolution(s) have been carried out or not, together with the Scrutinizer's Report, will be uploaded on the website of the Company i.e. <https://www.tinnatrade.in/> and on NSDL website i.e. www.evoting.nsdl.com and will also be submitted to BSE Limited within the prescribed time. Further, the resolution(s), if passed by shareholders, shall be deemed to be passed on the date of EGM.
8. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this members holding shares in physical form are requested to consider converting their holding to dematerialised form.
9. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 to the Company's Registrar and Transfer Agent ('RTA') in case the shares are held by them in physical form,

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quoting their folio number and are requested to submit the said details to their Depository Participants in case the shares are held by them in electronic form.

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

The remote e-voting period begins on Wednesday, July 31, 2024 at 09:00 A.M. and ends on Friday, August 02, 2024 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. July 27, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being July 27, 2024.

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal 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

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	<p>period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> 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 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="border: 1px solid black; padding: 10px; margin-top: 10px;"> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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.

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	<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>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: [Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.](#)

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Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****

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<p>c) For Members holding shares in Physical Form.</p>	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>
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5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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'.
 - 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:

- 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.
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- 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.

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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.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com

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or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at pallavid@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor.ttl@tinna.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor.ttl@tinna.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.](#)
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. [In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.](#)

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

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

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

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

By Order of the Board of Directors
For Tinna Trade Limited

Place: New Delhi
Date: July 11, 2024

Mohit Kumar
Company Secretary
Membership No. A38142

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Sultanpur, Mandi Road,
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EXPLANATORY STATEMENT

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

As required under Section 102 of the Companies Act, 2013 (including any re-enactment(s) made thereunder, if any, for the time being in force) (hereinafter referred to as the “Companies Act”), the following explanatory statement sets out all material facts relating to the business mentioned in Item No. 1 to 5 of the accompanying Notice:

Item No. 1: Increase in Authorized Share Capital

Presently, the Authorized Share Capital of the Company is Rs. 43,00,00,000/- (Rupees Forty-Three Crores Only) divided into 4,30,00,000 (Four Crore Thirty Lakhs) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each.

Considering the share capital expansion plans of the Company including issuance of requisite number of fresh equity shares and equity shares pursuant to conversion of warrants as proposed under Item No. 2 and 3, the Company needs to have enough unissued Authorized Share Capital. The Board at its Meeting held on July 03, 2024, considered it desirable to increase the Authorized Share Capital of the Company from Rs. 43,00,00,000/- (Rupees Forty-Three Crores Only) divided into 4,30,00,000 (Four Crore Thirty Lakhs) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) to Rs. 44,00,00,000 /- (Rupees Forty-Four Crore Only) divided into 4,40,00,000 (Four Crores Forty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each by creation of additional 10,00,000 (Ten Lakhs) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each to accommodate the fresh issuance of the shares of the Company.

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

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

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

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Item No. 2 & 3: Issuance of Equity Shares and Fully Convertible Warrants on a Preferential Basis.

The Special Resolutions contained in Item No. 2 & 3 of this Notice, has been proposed pursuant to the provisions of Sections 23(1)(b), 42, and 62 of the Companies Act, 2013, read with the applicable rules made thereunder to issue and allot, the following securities on a preferential basis:

1. Up to 10,72,460 Equity Shares having face value of Rs. 10/- each of the Company, at an issue price of Rs. 300/- per Equity Share, for cash, as determined by the Board in accordance with the provisions of Chapter V of SEBI ICDR Regulations, 2018 as amended, aggregating up to Rs. 32,17,38,000/- (Rupees Thirty-Two Crore Seventeen Lakh and Thirty-Eight Thousand Only), to the persons belonging to “Promoter and Promoter Group” and “Non-Promoter” category
2. Up to 5,64,350 Fully Convertible Warrants (“**Warrants**”), at an issue price of Rs. 300/- per warrant, determined by the Board in accordance with the provisions of Chapter V of SEBI ICDR Regulations, 2018 as amended, aggregating up to Rs. 16,93,05,000/- (Rupees Sixteen Crore Ninety-Three Lakh and Five Thousand Only) to certain persons belonging to the “Promoter & Promoter Group” & “Non-Promoter” category.

The proposed Preferential Issue shall be made in terms of provisions of Chapter V of the SEBI (ICDR) Regulations, 2018, and applicable provisions of the Companies Act, 2013. The said proposal has been considered and approved by the Board in their meeting held on July 03, 2024.

The approval of the members of the Company is accordingly being sought by way of a ‘Special Resolution’ under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI (ICDR), Regulations, 2018.

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

I. Objects of the Preferential Issue

For the purpose of Item No. 2 & 3 of this Notice, the Company intends to utilize the proceeds raised through the issue of Equity Shares and Warrants (“Issue Proceeds”) towards its medium-to-long term growth plans, including developing Vineyard Tourism, own a Winery at Karnataka in substitution of existing leased winery at Bijapur and Investing in brands including new product development.

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Schedule of Implementation and Deployment of Funds

The Net Issue Proceeds to be received by the Company on the allotment of Equity Shares and Warrants, and subsequent conversion of Warrants into the Equity Shares of the Company within 18 (eighteen) months period from the date of allotment of warrants in terms of Chapter V of the SEBI ICDR Regulations and as estimated by our management, the entire proceeds received from the issue would be utilized for all the above-mentioned objects, in phases, as per the Company's business requirements and availability of issue proceeds, latest by February 28, 2026.

Interim Use of Proceeds

Pending utilization of the Gross Proceeds for the purposes described above, our Company intends to deposit the Gross Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934.

II. Monitoring of Utilization of Funds

Since the issue size for both Equity Shares and Warrants does not exceed Rs. 100 Crore, therefore, the Company is not required to appoint a Monitoring agency to monitor the issue in terms of the provisions of Regulation 162A of the SEBI ICDR Regulations, 2018.

III. Particulars of the offer including date of passing of board resolution, kind of securities offered, maximum number of specified securities to be issued:

The Board of Directors of the Company at their meeting held on **July 03, 2024**, had, subject to approval of the members of the Company ("**members**") and such other approvals as may be required, approved the preferential issue of **up to 10,72,460 Equity Shares** having face value of Rs.10/- each and up to **5,64,350 Fully Convertible Warrants**, each carrying a right exercisable by the warrant holder to subscribe to Equity share of face value of Rs.10 each, to the certain persons belonging to the "Promoter & Promoter Group" & "Non-Promoter" category, **at an issue price of Rs. 300/- each**, determined in terms of Chapter V of SEBI ICDR Regulations.

In respect of the Equity shares proposed to be allotted, an amount equivalent to 100% of the consideration for the Equity shares shall be payable at the time of allotment of Equity shares.

In respect of the Warrants proposed to be allotted, an amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the options attached to Warrant(s) to subscribe to Equity Share(s).

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

Except as follows, none of the promoters, directors, key management personnel or senior management of the issuer intent to subscribe to the offer under Item No. 2 & 3:

Sr. No.	Name of the Proposed Allottee	Category	Type of Security	No. of Security
1.	Mr. Sidhartha Kukreja	Promoter Group	Equity Shares	16,700
2.	Mr. Madan Kukreja	Promoter Group	Equity Shares	16,700
3.	Ms. Shree Mayor	Promoter Group	Equity Shares	8,350
4.	Ms. Puja Sekhri	Promoter	Warrants	1,02,150
5.	Mr. Gaurav Sekhri	Promoter/ Director	Warrants	1,02,150
6.	Ms. Aarti Sekhri	Promoter	Warrants	1,02,150
7.	Ms. Shobha Sekhri	Promoter	Warrants	1,02,150
8.	Chin Min Developers (P) Ltd	Promoter Group	Warrants	1,02,150

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

Category	Pre-issue Shareholding Structure (1)		Equity Shares to be allotted	Post Equity Allotment (2)		Warrant ts to be allotted (3)	Post Issue Shareholding Structure (4)	
	No. of Shares	%		No. of Shares	%		No. of Shares	%
(A) Promoter Shareholding								
(1) Indian								
(a) Individuals & HUF	1,34,94,940	31.97	41,750	1,35,36,690	31.28	4,08,600	1,39,45,290	31.81
(b) Bodies Corporate	1,10,51,276	26.18	0	1,10,51,276	25.54	1,02,150	1,11,53,426	25.44
Sub Total (A)(1)	2,45,46,216	58.16	41,750	2,45,87,966	56.81	5,10,750	2,50,98,716	57.25
(2) Foreign	0	0	0	0	0	0	0	0
Total Promoter shareholding A=A1 +A2	2,45,46,216	58.16	41,750	2,45,87,966	56.81	5,10,750	2,50,98,716	57.25
(B) Public Shareholding								
B1) Institutional Investors - Foreign	42,470	0.10	1,66,700	2,09,170	0.48	0	2,09,170	0.48

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Portfolio Investors Category II								
B2) Central Govt./Stat Govt./POI	28,200	0.07	0	28,200	0.07	0	28,200	0.06
B3) Non- Institutional Investors	0	0	0	0	0	0	0	0
Individuals	1,63,26,430	38.68	3,63,810	1,66,90,240	38.57	53,600	1,67,43,840	38.19
Body Corporate	12,28,873	2.91	4,66,800	16,95,673	3.92	0	16,95,893	3.87
Others (Including HUF, LLP & NRI)	33,245	0.08	33,400	66,645	0.15	0	66,645	0.15
Total Public Shareholding B=B1+B2+B3	1,76,59,218	41.84	10,30,710	1,86,89,928	43.19	53,600	1,87,43,528	42.75
C) Non-Promoter – Non-Public	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	4,22,05,434	100.00	10,30,710	4,32,77,894	100.00	5,64,350	4,38,42,244	100.00

Notes:

1. The pre-issue shareholding pattern is as on Friday, July 05, 2024.
2. Post shareholding structure may change depending upon any other corporate action in between.
3. The Warrants to be converted over a period of 18 months from the date of allotment.
4. Above percentages have been calculated on the basis of post preferential issue capital on fully diluted basis.

VI. Proposed time frame within which the Preferential Issue shall be completed:

As required under the SEBI (ICDR) Regulations, preferential allotment of said Equity Shares and Warrants shall be completed within a period of 15 (fifteen) days from the date of passing of special resolutions at Item No. 2 & 3. Provided that where the allotment is pending on account of receipt of any approval or permission from any regulatory authority, if applicable, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions. Further, the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of Equity Shares in dematerialized form.

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

Sr. No.	Name of the Allottee	Category	Type of Security	No. of Security	Issue Price (Rs.)
1.	Ms. Puja Sekhri	Promoter	Equity Shares	9,59,705	72
			Fully Convertible Warrants	5,50,000	
2.	Mr. Gaurav Sekhri	Promoter	Equity Shares	5,39,370	72
			Fully Convertible Warrants	5,50,000	
3.	Ms. Aarti Sekhri	Promoter	Equity Shares	22,75,340	72
			Fully Convertible Warrants	5,50,000	
4.	Ms. Shobha Sekhri	Promoter	Equity Shares	9,59,705	72
			Fully Convertible Warrants	5,50,000	
5.	Ms. Shree Mayor	Promoter Group	Equity Shares	33,373	72
6.	M/s. Chin Min Developers (P) Ltd	Promoter Group	Equity Shares	23,45,753	72
			Fully Convertible Warrants	5,50,000	
7.	Mr. Mayank Singhal	Non-Promoter	Equity Shares	39,88,553	72
8.	Mr. Abhishek Somany	Non-Promoter	Equity Shares	3,74,650	72
9.	Ms. Minal Somany	Non-Promoter	Equity Shares	3,74,648	72
10.	Mr. Nitin Handa	Non-Promoter	Fully Convertible Warrants	17,500	72
11.	Mr. Jayanth Bharathi	Non-Promoter	Fully Convertible Warrants	12,000	72

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

Identity of the ultimate beneficial owners of the securities proposed to be allotted:

Sr. No.	Name of the Proposed Allottee	Category	Name of the Ultimate Beneficial Owner
1.	Mr. Sidhartha Kukreja	Promoter Group	Not Applicable
2.	Mr. Madan Kukreja	Promoter Group	Not Applicable
3.	Ms. Shree Mayor	Promoter Group	Not Applicable
4.	PGA Securities Private Limited	Non-Promoter	Mr. Abhishek Singhanian
5.	Illingworth Advisors LLP	Non-Promoter	Mr. Maneesh Mansingka Mrs. Shweta Mansingka Mrs. Rita Mansingka
6.	Ms. Smita Swarup Kapur	Non-Promoter	Not Applicable

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7.	Rimo Capital Fund, LP	Non-Promoter	Mr. Rajiv Dhar
8.	Value Prolific Consulting Services Pvt Ltd	Non-Promoter	Mr. Santosh Gadia Mr. Anshuman Khanna Mr. Chaitanya Gadia Ms. Neha Khanna
9.	Mr. Karamveer Singh Chhabra	Non-Promoter	Not Applicable
10.	Mr. Ajay Khurana	Non-Promoter	Not Applicable
11.	Ms. Mona Kapoor	Non-Promoter	Not Applicable
12.	Kapco Enterprises LLP	Non-Promoter	Mr. Mridul Kapoor Mr. Muneesh Kapoor Ms. Mona Kapoor
13.	Parastone Ventures Private Limited	Non-Promoter	Mr. Aayush Jain Ms. Reeta Singh Mr. Akaash Bansal
14.	Pee Empro Exports Private Ltd	Non-Promoter	Mr. Prit Mohinder Singh Uppal Mr. Perminder Singh Uppal
15.	Mr. Prit Mohinder Singh Uppal	Non-Promoter	Not Applicable
16.	Mr. Arjun Veer Singh Uppal	Non-Promoter	Not Applicable
17.	Mr. Abhishek Somany	Non-Promoter	Not Applicable
18.	Ms. Minal Somany	Non-Promoter	Not Applicable
19.	Mr. Mayank Singhal	Non-Promoter	Not Applicable
20.	Mr. Shrey Bafna	Non-Promoter	Not Applicable
21.	Mr. Viren Aggarwal	Non-Promoter	Not Applicable
22.	Ms. Puja Sekhri	Promoter	Not Applicable
23.	Mr. Gaurav Sekhri	Promoter	Not Applicable
24.	Ms. Aarti Sekhri	Promoter	Not Applicable
25.	Ms. Shobha Sekhri	Promoter	Not Applicable
26.	Chin Min Developers (P) Ltd	Promoter Group	Ms. Shobha Sekhri
27.	Ms. Kalpana Rana	Non-Promoter	Not Applicable
28.	Ms. Indu	Non-Promoter	Not Applicable
29.	Mr. Lalji	Non-Promoter	Not Applicable
30.	Mr. Suchet Sundar Shetty	Non-Promoter	Not Applicable
31.	Mr. Jayanth Bharathi	Non-Promoter	Not Applicable
32.	Mr. Nitin Handa	Non-Promoter	Not Applicable
33.	Mr. Arvind Vaid	Non-Promoter	Not Applicable
34.	Mr. Tilottama Dutt	Non-Promoter	Not Applicable
35.	Mr. Indrakumar	Non-Promoter	Not Applicable

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36.	Mr. Naga Raju Kuchana	Non-Promoter	Not Applicable
37.	Mr. Sonu Kumar	Non-Promoter	Not Applicable
38.	Mr. Rajiv Purohit	Non-Promoter	Not Applicable
39.	Mr. Nischal Harishchandra Shirodkar	Non-Promoter	Not Applicable
40.	Ms. Meenal Arora	Non-Promoter	Not Applicable
41.	Mr. Yanchint Narang	Non-Promoter	Not Applicable
42.	Mr. Nitin Madaan	Non-Promoter	Not Applicable

IX. The percentage of post preferential issue capital that may be held by the allottee(s) pursuant to the preferential issue.

S. No.	Name of the Proposed Allottee	Pre-Shareholding Structure		Equity Shares to be allotted	Post-Issue Shareholding Structure		Warrants to be allotted	Post Issue Shareholding structure (Presuming full conversion of Warrants) #	
		No. of shares	%		No. of shares	%		No. of shares	%
1.	Mr. Sidhartha Kukreja	0	0.00	16,700	16,700	0.04	0	16,700	0.04
2.	Mr. Madan Kukreja	34,936	0.08	16,700	51,636	0.12	0	51,636	0.12
3.	Ms. Shree Mayor	33,373	0.08	8,350	41,723	0.10	0	41,723	0.10
4.	PGA Securities Private Limited	0	0.00	333400	333,400	0.77	0	333,400	0.76
5.	Illingworth Advisors LLP	16,213	0.04	16,700	32,913	0.08	0	32,913	0.08
6.	Ms. Smita Swarup Kapur	3,000	0.01	33,350	36,350	0.08	0	36,350	0.08
7.	Rimo Capital Fund, LP	42,470	0.10	166700	209,170	0.48	0	209,170	0.48
8.	Value Prolific Consulting Services Pvt Ltd	0	0.00	66,700	66,700	0.15	0	66,700	0.15
9.	Mr. Karamveer Singh Chhabra	0	0.00	33,350	33,350	0.08	0	33,350	0.08
10.	Mr. Ajay Khurana	0	0.00	16,700	16,700	0.04	0	16,700	0.04
11.	Ms. Mona Kapoor	0	0.00	16,700	16,700	0.04	0	16,700	0.04
12.	Kapco Enterprises LLP	0	0.00	16,700	16,700	0.04	0	16,700	0.04
13.	Parastone Ventures Private Limited	0	0.00	33,350	33,350	0.08	0	33,350	0.08

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14.	Pee Empro Exports Private Ltd	0	0.00	33,350	33,350	0.08	0	33,350	0.08
15.	Mr. Prit Mohinder Singh Uppal	2,000	0.00	25,000	27,000	0.06	0	27,000	0.06
16.	Mr. Arjun Veer Singh Uppal	0	0.00	8,350	8,350	0.02	0	8,350	0.02
17.	Mr. Abhishek Somany	374650	0.89	15,130	389,780	0.90	0	389,780	0.89
18.	Ms. Minal Somany	374648	0.89	15,130	389,778	0.90	0	389,778	0.89
19.	Mr. Mayank Singhal	3988553	9.45	133400	4,121,953	9.52	0	4,121,953	9.40
20.	Mr. Shrey Bafna	0	0.00	33,350	33,350	0.08	0	33,350	0.08
21.	Mr. Viren Aggarwal	0	0.00	33,350	33,350	0.08	0	33,350	0.08
22.	Ms. Puja Sekhri	3,316,821	7.86	0	3,316,821	7.66	102150	3,418,971	7.80
23.	Mr. Gaurav Sekhri	1,155,670	2.74	0	1,155,670	2.67	102150	1,257,820	2.87
24.	Ms. Aarti Sekhri	4,266,256	10.11	0	4,266,256	9.86	102150	4,368,406	9.96
25.	Ms. Shobha Sekhri	3,146,048	7.45	0	3,146,048	7.27	102,150	3,248,198	7.41
26.	Chin Min Developers (P) Ltd	2,895,753	6.86	0	2,895,753	6.69	102150	2,997,903	6.84
27.	Ms. Kalpana Rana	0	0.00	0	0	0.00	3,350	3,350	0.01
28.	Ms. Indu	0	0.00	0	0	0.00	3,350	3,350	0.01
29.	Mr. Lalji	0	0.00	0	0	0.00	3,350	3,350	0.01
30.	Mr. Suchet Sundar Shetty	0	0.00	0	0	0.00	3,350	3,350	0.01
31.	Mr. Jayanth Bharathi	12000	0.03	0	12,000	0.03	3,350	15,350	0.04
32.	Mr. Nitin Handa	17500	0.04	0	17,500	0.04	3,350	20,850	0.05
33.	Mr. Arvvind Vaid	0	0.00	0	0	0.00	3,350	3,350	0.01
34.	Mr. Tilottama Dutt	0	0.00	0	0	0.00	3,350	3,350	0.01
35.	Mr. Indrakumar	0	0.00	0	0	0.00	3,350	3,350	0.01
36.	Mr. Naga Raju Kuchana	0	0.00	0	0	0.00	3,350	3,350	0.01
37.	Mr. Sonu Kumar	0	0.00	0	0	0.00	3,350	3,350	0.01
38.	Mr. Rajiv Anant Purohit	0	0.00	0	0	0.00	3,350	3,350	0.01
39.	Mr. Nischal Harishchandra Shirodkar	0	0.00	0	0	0.00	3,350	3,350	0.01
40.	Ms. Meenal Arora	0	0.00	0	0	0.00	3,350	3,350	0.01
41.	Mr. Yanchnit Narang	0	0.00	0	0	0.00	3,350	3,350	0.01
42.	Mr. Nitin Madaan	0	0.00	0	0	0.00	3,350	3,350	0.01

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(#) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis, which may vary depending upon any other corporate action in between.

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

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

XI. Lock-in Period:

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

XII. Issue price and Relevant Date:

In terms of Regulation 161 of SEBI ICDR Regulations, the Relevant Date has been reckoned as **July 04, 2024**, for the purpose of computation of issue price.

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

- a) The Equity shares of the Company are listed on BSE Limited (**BSE**) and are infrequently traded as per the provisions of SEBI ICDR Regulations. According to the provisions of Regulation 165 of the SEBI ICDR Regulations, the minimum issue price at which Equity Shares and Warrants may be issued has been determined through the Valuation Report obtained from M/s Corporate Professionals Valuation Services Private Limited, an Independent Registered Valuer i.e., Rs. 299.35/- each. The said report is available on the website of the Company at www.tinnatrade.in.
- b) Method of determination of price as per the Articles of Association of the Company –**Not Applicable**.

Accordingly, the preferential allotment of the Equity Shares and Warrants is being made at an issue price of **Rs. 300/-** (Rupees Three Hundred Only) each.

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XIII. Undertakings:

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

XIV. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower:

Not Applicable, since none of the Promoter or Director is a Wilful Defaulter or Fraudulent Borrower.

XV. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

S. No.	Name of the Proposed Allottees	Current Status	Post Status
1.	Mr. Sidhartha Kukreja	Promoter Group	Promoter Group
2.	Mr. Madan Kukreja	Promoter Group	Promoter Group
3.	Ms. Shree Mayor	Promoter Group	Promoter Group
4.	PGA Securities Private Limited	-	Non-Promoter
5.	Illingworth Advisors LLP	Non-Promoter	Non-Promoter
6.	Ms. Smita Swarup Kapur	Non-Promoter	Non-Promoter
7.	Rimo Capital Fund, LP	Non-Promoter	Non-Promoter
8.	Value Prolific Consulting Services Pvt Ltd	-	Non-Promoter
9.	Mr. Karamveer Singh Chhabra	-	Non-Promoter
10.	Mr. Ajay Khurana	-	Non-Promoter
11.	Ms. Mona Kapoor	-	Non-Promoter
12.	Kapco Enterprises LLP	-	Non-Promoter

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S. No.	Name of the Proposed Allottees	Current Status	Post Status
13.	Parastone Ventures Private Limited	-	Non-Promoter
14.	Pee Empro Exports Private Ltd	-	Non-Promoter
15.	Mr. Prit Mohinder Singh Uppal	Non-Promoter	Non-Promoter
16.	Mr. Arjun Veer Singh Uppal	-	Non-Promoter
17.	Mr. Abhishek Somany	Non-Promoter	Non-Promoter
18.	Ms. Minal Somany	Non-Promoter	Non-Promoter
19.	Mr. Mayank Singhal	Non-Promoter	Non-Promoter
20.	Mr. Shrey Bafna	-	Non-Promoter
21.	Mr. Viren Aggarwal	-	Non-Promoter
22.	Ms. Puja Sekhri	Promoter	Promoter
23.	Mr. Gaurav Sekhri	Promoter	Promoter
24.	Ms. Aarti Sekhri	Promoter	Promoter
25.	Ms. Shobha Sekhri	Promoter	Promoter
26.	Chin Min Developers (P) Ltd	Promoter Group	Promoter Group
27.	Ms. Kalpana Rana	-	Non-Promoter
28.	Ms. Indu	-	Non-Promoter
29.	Mr. Lalji	-	Non-Promoter
30.	Mr. Suchet Sundar Shetty	-	Non-Promoter
31.	Mr. Jayanth Bharathi	-	Non-Promoter
32.	Mr. Nitin Handa	-	Non-Promoter
33.	Mr. Arvvind Vaid	-	Non-Promoter
34.	Mr. Tilottama Dutt	-	Non-Promoter
35.	Mr. Indrakumar	-	Non-Promoter
36.	Mr. Naga Raju Kuchana	-	Non-Promoter
37.	Mr. Sonu Kumar	-	Non-Promoter
38.	Mr. Rajiv Purohit	-	Non-Promoter
39.	Mr. Nischal Harishchandra Shirodkar	-	Non-Promoter
40.	Ms. Meenal Arora	-	Non-Promoter
41.	Mr. Yanchint Narang	-	Non-Promoter
42.	Mr. Nitin Madaan	-	Non-Promoter

XVI. Practicing Company Secretary's Certificate:

The certificate from M/s Ajay Baroota & Associates, certifying that the preferential issue of Equity Shares and Warrants are being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website at the link: www.tinnatrade.in.

TINNA TRADE LIMITED

CIN: L51100DL2009PLC186397

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

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

The Board of Directors recommends the resolutions as set out in Item No. 2 & 3 of this notice for the issue of Equity shares and Warrants, on a preferential basis, to the proposed allottees by way of Special Resolution.

Item No. 4: To consider and approve the appointment of Ms. Puja Sekhri (DIN: 00090855) as an executive director of the company

The Shareholders are informed the Board that the Company have the adequate Non-Executive Directors and Independent Directors on the Board, however as per certain applicable laws it is pertinent to have the Executive Directors on the Board of the company to have the optimum combination of executive and non-executive directors on the Board.

Considering the aforesaid, Ms. Puja Sekhri (DIN: 00090855) was appointed as an Additional Director (Executive) of the Company with effect from 03rd July, 2024, not liable to retire by rotation, in accordance with the provisions of Section 161(1) and any other applicable provisions of the Companies Act, 2013 (“the Act”) and SEBI Act (“the SEBI Regulations”), by the Board of Directors in their meeting held on 03rd July, 2024, upon the recommendations by Nomination and Remuneration Committee of the Board of Directors read with the Articles of Association of the Company and he holds the office only up to the date of the ensuing Annual General Meeting of the Company.

Pursuant to Regulation 17(IC) of the SEBI (LODR) Regulations, 2015 as amended from time to time the listed entity shall ensure that approval of shareholders for appointment or re-appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier

The details pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India are annexed to the notice.

Ms. Puja Sekhri has submitted all the requisite disclosures, declaration and other relevant documents as required for her appointment. Pursuant to the applicable provisions of the Companies Act, 2013, SEBI Regulations and other applicable laws.

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She will not be entitled to any remuneration, except the sitting fees for attending the Board/Committee meetings as may be approved by the Board of Director, from time to time, subject to provisions of applicable provisions of the Companies Act read with relevant rules made thereunder and SEBI (LODR) Regulations 2015 as amended from time to time and any other provisions of law applicable for the time being.

The Board is of the view that considering the expertise and areas of work managed by Ms. Puja Sekhri, his appointment as Director is desirable and would be beneficial to the Company and accordingly, approval of the members of the Company is hereby sought and recommended by way of Special resolution for Item no 4 as set out in the Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Ms. Puja Sekhri herself, are in any way concerned or interested, financially or otherwise in the said resolution.

Item No. 5: To consider and approve the appointment of Mr. Aditya Brij Sekhri (DIN: 08712221) as an executive director of the company

The Shareholders are informed the Board that the Company have the adequate Non-Executive Directors and Independent Directors on the Board, however as per certain applicable laws it is pertinent to have the Executive Directors on the Board of the company to have the optimum combination of executive and non-executive directors on the Board.

Considering the aforesaid, Mr. Aditya Brij Sekhri (DIN: 08712221) was appointed as an Additional Director (Executive) of the Company with effect from 03rd July, 2024, Not liable to retire by rotation, in accordance with the provisions of Section 161(1) and any other applicable provisions of the Companies Act, 2013 (“the Act”) and SEBI Act (“the SEBI Regulations”), by the Board of Directors in their meeting held on 03rd July, 2024, upon the recommendations by Nomination and Remuneration Committee of the Board of Directors read with the Articles of Association of the Company and he holds the office only up to the date of the ensuing Annual General Meeting of the Company.

Pursuant to Regulation 17(IC) of the SEBI (LODR) Regulations, 2015 as amended from time to time the listed entity shall ensure that approval of shareholders for appointment or re-appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier

The details pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India are annexed to the notice.

Mr. Aditya Brij Sekhri has submitted all the requisite disclosures, declaration and other relevant documents as required for his appointment. Pursuant to the applicable provisions of the Companies Act, 2013, SEBI Regulations and other applicable laws.

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He will not be entitled to any remuneration, except the sitting fees for attending the Board/Committee meetings as may be approved by the Board of Director, from time to time, subject to provisions of applicable provisions of the Companies Act read with relevant rules made thereunder and SEBI (LODR) Regulations 2015 as amended from time to time and any other provisions of law applicable for the time being.

The Board is of the view that considering the expertise and areas of work managed by Mr. Aditya Brij Sekhri, his appointment as Director is desirable and would be beneficial to the Company and accordingly, approval of the members of the Company is hereby sought and recommended by way of Special resolution for Item no 5 as set out in the Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Aditya Brij Sekhri and his relatives and Mr. Gaurav Sekhri, Managing Director of the Company, are in any way concerned or interested, financially or otherwise in the said resolution.

**By order of the Board of Directors
For Tinna Trade Limited**

**Place: New Delhi
Date: July 11, 2024**

**Sd/-
Mohit Kumar
Company Secretary**

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**Details of Directors seeking appointment/re-appointment at the extra-ordinary general meeting
(Pursuant to Secretarial Standard – 2 on General Meetings)**

Particulars	Ms. Puja Sekhri (DIN: 00090855)	Mr. Aditya Brij Sekhri (DIN: 08712221)
Date of Birth (Age)	26-11-1977	12-04-1997
Qualifications	Graduate	graduated from the George Washington University
Experience (Expertise in specific functional areas)	Ms. Puja Sekhri is Key driver for formulations of marketing strategies to promote business as a leading brand in Premium wine category. Key player in Driving revenue growth, building brand awareness, strategic tie ups for strengthening the brand positioning. Close collaboration with frontend functions for aligning marketing efforts with business goals and objectives.	Mr. ADITYA BRIJ SEKHRI graduated from the George Washington University where i waspursuing a Bachelor of Business Administration with a Concentrationin Marketing and a Minor in International Affairs. I have recentexperience in Management Consulting as an analyst at KPMG India.
Terms and Conditions of Appointment/Re-appointment	Ms. Puja Sekhri proposed to be appointed as Executive Director.	Mr. Aditya Brij Sekhri proposed to be appointed as Executive Director.
Remuneration last drawn (including sitting fees, if any)	NA	NA
Date of First Appointment on the Board	03-07-2024	03-07-2024
Shareholding in the Company	2941821 Equity (6.97%)	300000 Equity Shares (0.71%)
Number of meetings attended during previous year	NA	NA
Relationship with other Directors/Key Managerial Personnel	Not related with any other Director of the Company.	Mr. Aditya Sekhri is son of Mr. Gaurav Sekrhi.
Directorships held in other companies (excluding foreign companies)	<ol style="list-style-type: none"> 1. Fratelli Wines Private Limited 2. Ran-Vijay Farms And Developers Private Limited 3. Shankarratna Agro Farms Private Limited 	<ol style="list-style-type: none"> 1. Chin Min Developers Private Limited 2. Sanyuktarjun Agro Farms Private Limited 3. BGK Infratech Private Limited 4. Prasidh Estates Private Limited 5. Aasakti Estates Private Limited 6. Green Range Farms Private Limited

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Memberships/chairmanships of committees of other companies (includes only Audit Committee and Shareholders / Investors Grievance Committee)	NIL	NIL
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