



Date: 01.03. 2024

To,
The Manager,
Listing Operations
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort, Mumbai-
400001

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

Scrip Code: 541741

Subject : Outcome of Meeting of the Board of Directors of Tinna Trade Limited (“the Company”) in accordance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

Dear Sir/Madam,

In terms of Regulation 30 of SEBI Listing Regulations, we wish to inform your good office that the Board of Directors of the Company, at their meeting held today i.e., Friday, March 01, 2024, has, inter alia, considered and approved the following businesses:

1. **Acquisition of Shares of Fratelli Wines Private Limited (“FWPL”) through swap of shares with the Company**
 - a. Acquisition of upto 1,23,11,671 (One Crore Twenty Three Lakhs Eleven Thousand Six Hundred Seventy One) equity shares of ₹ 10/- (Rupees Ten only) each representing 96.96% of total shares (“**Purchase Shares**”) of Fratelli Wines Private Limited (“**FWPL**”) for a total purchase consideration of upto ₹ 221,61,00,780 (Rupees Two Hundred Twenty One Crore Sixty One Lakhs Seven Hundred Eighty only) (“**Purchase Consideration**”) through swap of equity shares with the Company (“**Swap of Shares Transaction**”).

Currently, the Company holds 3.04% Shares of FWPL and it is further proposed to acquire the remaining 96.96% shareholding in FWPL such that FWPL will become the wholly-owned subsidiary of the Company.

Under the Swap of Shares Transaction, the Company will issue upto 3,07,79,184 (Three Crore Seven Lakh Seventy Nine Thousand One Hundred Eighty Four) equity shares having face value of ₹ 10/- each of the Company (“**Subscription Shares**”) to the Shareholders of FWPL at an Issue Price of Rs. 72/- each, on a preferential basis, for an aggregate consideration upto ₹ 221,61,00,780/-, in accordance with Chapter V of **SEBI ICDR**

TINNA TRADE LIMITED

CIN: L51100DL2009PLC186397

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

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

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



Regulations and other applicable laws, subject to the approval of the members of the Company.

Details, as required under Regulation 30 of the SEBI Listing Regulations read with SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, with respect to the above mentioned, is enclosed as **Annexure I**.

- b. Addition of new line of business:** Since the Company is proposed to acquire substantial stake in FWPL which is a second largest wine manufacturing company, the Board further approved

the addition of certain objects in the Memorandum of Association (“MOA”) in line with the objects of FWPL.

Further, there are certain objects related to real estate business in the MOA of the Company which the Board does not find relevant, and hence, the Board approved the omission of those objects from the MOA.

The insertion/deletion of business objects will require consequent alteration of object clause of Memorandum of Association subject to approval of members of the Company.

- c. Change in Name of the Company:** In light of acquisition of FWPL and to reflect the addition of new line of business, the Board approved the change of name of the Company, from “Tinna Trade Limited” to “Fratelli Vineyards Limited” or “Fratelli Beverages Limited” or such other name subject to name availability with ROC and approval of members of the Company.

2. Increase in the Authorized Capital of the Company

Increase in the Authorized Share Capital of the Company from ₹ 9,00,00,000/- (Rupees Nine Crore only), divided into 90,00,000 (Ninety Lakhs) Equity Shares of ₹ 10/- (Rupees Ten only) each to ₹ 43,00,00,000/- (Rupees Forty Three Crores only), divided into 4,30,00,000 (Four Crore Thirty Lakhs) Equity Shares of ₹ 10/- (Rupees Ten only) each, by creation of additional 3,40,00,000 (Three Crore Forty Lakhs) Equity Shares of face value of ₹ 10/- (Rupees Ten only) each and consequent amendment in the Capital Clause (Clause V) of the Memorandum of Association of the Company, subject to the approval of the members of the Company.

3. Raising of funds by issuing Fully Convertible Warrants

Preferential Issue of up to 28,61,500 Fully Convertible Warrants (“Warrants”), to person(s) belonging to the Promoter & Promoter Group Category and Public Category aggregating up to ₹ 20,60,28,000 (Twenty Crores Sixty Lakh Twenty Eight Thousand) for cash consideration at an Issue Price of Rs. 72/- each, in accordance with Chapter V of SEBI

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ICDR Regulations and other applicable laws, subject to the approval of the members of the Company.

Details, as required under Regulation 30 of the SEBI Listing Regulations read with SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, with respect to this Preferential Issue, is enclosed as **Annexure II**.

4. Approved the draft notice of the Extraordinary General Meeting to be held on Monday, April 01, 2024 . The relevant details will be submitted to the Exchange separately in due course of time.

The aforesaid information is also available on the website of the Company www.tinnatrade.in.

The meeting of the Board of Directors commenced at 3:00 pm and concluded at 04:25 pm.

You are requested to kindly take the same on your records.

Thanking you,

**Yours faithfully,
For Tinna Trade Limited**

MONIKA Digitally signed by
MONIKA GUPTA
GUPTA Date: 2024.03.01
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**Monika Gupta
Company Secretary & Compliance Officer**

Place: New Delhi

Encl: As above

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Annexure I

Details in terms of SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023:

S. No.	Particulars	Disclosures
Details pertaining to Acquisition of FWPL		
1.	Name of the target entity, details in brief such as size, turnover etc.	Fratelli Wines Private Limited, (“FWPL”), a Private limited company incorporated under the Companies Act, 1956 (CIN: U15511DL2007PTC168258) and having its registered office at A 35, Brij Greens, Satbari Chattarpur, South Delhi, New Delhi-110074, India. FWPL is the second largest wine manufacturing company in India. The turnover of FWPL as on March 31, 2023, is ₹ 205.91 crores.
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length.	The Acquisition will be done by way of Swap of Shares under Chapter V of SEBI ICDR Regulations, which is outside the purview of Related Party Transaction
3.	Industry to which the entity being acquired belongs.	Breweries & Distilleries
4.	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	The Company intends to acquire the entire shareholding of FWPL thereby making FWPL a wholly owned subsidiary of the Company.
5.	Brief details of any governmental or regulatory approvals required for the acquisition;	N.A.
6.	Indicative time period for completion of the acquisition	Subject to approval of Shareholders of the Company for preferential issue of shares, the acquisition will take appx. 2-3 months

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7.	Consideration - whether cash consideration or share swap or any other form and details of the same	Consideration other than Cash i.e., Swap of Shares of the Company with the Shares of FWPL held by its shareholders.								
8.	Cost of acquisition and/or the price at which the shares are acquired	Aggregate cost of acquisition upto ₹ 221,61,00,780/-								
9.	Percentage of shareholding / control acquired and / or number of shares acquired	Currently, the Company holds 3.04% Shares of FWPL. It is further proposed to acquire the remaining 96.96% shareholding in FWPL								
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	<p>Product/Line of Business: FWPL is the second largest wine manufacturer in India having Comprehensive product portfolio of 43 labels and over 22000 point of sale PAN India with a distinctive premium edge. The Company has a clear leadership in the luxury segment as well as dominant Army canteen business.</p> <p>Date of Incorporation: September 17, 2007</p> <p>Last 3 years Turnover:</p> <table border="1"> <thead> <tr> <th>Financial Year</th> <th>Turnover in Cr.</th> </tr> </thead> <tbody> <tr> <td>FY 2022-2023</td> <td>205.91</td> </tr> <tr> <td>FY 2021-2022</td> <td>143.78</td> </tr> <tr> <td>FY 2020-2021</td> <td>111.98</td> </tr> </tbody> </table> <p>Country in which FWPL has presence: India</p>	Financial Year	Turnover in Cr.	FY 2022-2023	205.91	FY 2021-2022	143.78	FY 2020-2021	111.98
Financial Year	Turnover in Cr.									
FY 2022-2023	205.91									
FY 2021-2022	143.78									
FY 2020-2021	111.98									
Additional Disclosures for Preferential Issue										
11.	Type of securities proposed to be issued.	Equity Shares of Rs. 10/- each								
12.	Type of issuance	Preferential Issue								
13.	Total number of securities proposed to be issued or total amount for which the securities will be issued (approximately)	Issue of up to 3,07,79,184 Equity Shares of face value of ₹10/-, at an issue price of ₹ 72/- per share								

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14.	Number and Names of the Investor	Number and Name of Investors: Enclosed as Annexure A1
18.	Nature of Consideration (Whether cash or consideration other than cash)	Consideration other than Cash i.e, Swap of Shares of the Company with the Shares of FWPL held by its shareholders.

For Tinna Trade Limited

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GUPTA Date: 2024.03.01
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Monika Gupta
Company Secretary & Compliance Officer

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Annexure II

Details on Preferential Allotment in terms of SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023:

S. No.	Particulars	Disclosures
1.	Type of securities proposed to be issued.	Fully Convertible Warrants (“Warrants”)
2.	Type of issuance	Preferential Issue
3.	Total number of securities proposed to be issued or total amount for which the securities will be issued (approximately)	Upto 28,61,500 Fully Convertible Warrants at an issue price of ₹ 72/- each
4.	Names of the Investor	Promoter & Promoter Group: 1) Ms. Puja Sekhri 2) Mr. Gaurav Sekhri 3) Mrs. Aarti Sekhri 4) Mrs. Shobha Sekhri 5) M/s Chin Min Developers Private Limited Public: 1) Mr. Sanjay Kumar Jain 2) Mr. Nitin Handa 3) Mr. Rajesh Kumar Garg 4) Mr. Hemant Arora 5) Mr. Dattatray Dhondibhau Ghule 6) Mr. Jayanth Bharathi 7) Mr. Sanjeev Kumar Garg
7.	In case of convertibles – intimation on the conversion of securities	Within 18 months from the date of allotment of such Warrants.
8.	Nature of Consideration (Whether cash or consideration other than cash)	Cash

For Tinna Trade Limited

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ANNEXURE-A1

Sr. No.	Name of the Proposed Allottees
1.	Puja Sekhri
2.	Gaurav Sekhri
3.	Aarti Sekhri
4.	Shobha Sekhri
5.	Babli Kukreja
6.	Shree Mayor
7.	Chin Min Developers (P) Ltd
8.	BGK Infratech (P) Limited
9.	B S Farms & Properties (P) Ltd
10.	BGK Shipping LLP
11.	Tripat Ventures Limited
12.	Prasidh Estates Private Limited
13.	Gee Ess Pee Land Developers Private Limited
14.	Arjunsinh Madansinh Mohite Patil
15.	Vaishnavi Devi Mohite Patil
16.	Ranjitsinh V Mohite Patil
17.	Kirtidhwaj Udaysinh Mohite Patil
18.	Shivtejsinh Udaysinh Mohite Patil
19.	Dhairyasheel R Mohite Patil
20.	Satyaprabha Devi Mohite Patil
21.	Nandini Realtors (P) Limited
22.	Shivratna Multilayers (P) Ltd

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23.	Alessio Secci
24.	Piero Massi
25.	Mayank Singhal
26.	Sanjay Jain
27.	Abhishek Somany
28.	Minal Somany
29.	Siddharath Bindra
30.	Meena Bindra
31.	Narayan K Seshadri

For Tinna Trade Limited

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GUPTA Date: 2024.03.01
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Company Secretary & Compliance Officer

Date: 01.03.2024

Place: New Delhi

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