FRATELLI
•VINEYARDS•

**Date: September 07, 2026**

**To,**
**The Listing Compliance Department**
**BSE Limited**
P. J. Tower, Dalal Street
Mumbai – 400001

**Scrip Code: 541741**

**ISIN : INE401Z01019**

**Subject : Intimation of 18th Annual General Meeting for the F. Y. 2025-26.**

**Dear Sir/ Madam,**

We are pleased to inform you that the 18th Annual General Meeting ("18th AGM") of the Members of Fratelli Vineyards Limited is scheduled to be held on Tuesday, September 29, 2026 at 12:30 P.M. (IST) through Video Conferencing (VC)/Other Audio Visual Means (OAVM) facility to transact the Ordinary and Special Businesses as set out in the Notice of 18th AGM in compliance with the applicable provisions of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other relevant circulars issued by the MCA and the SEBI, from time to time.

The Company is providing remote e-voting and e-voting facility at 18th AGM to the members through electronic voting platform of NSDL. Members holding shares either in physical form or dematerialized form as on cut-off date i.e. Tuesday, September 22, 2026 may cast their votes electronically on the resolutions included in the Notice of 18th AGM. The remote e-voting shall commence from 09:00 a.m. (IST) on Saturday, September 26, 2026 and shall end at 05:00 p.m. (IST) on Monday, September 28, 2026. The instructions on the process of e-voting, including the manner in which the members holding shares in physical form or who have not registered their e-mail address can cast their vote through e-voting, has been provided as part of Notice of 18th AGM.

Pursuant to Regulation 30 read with para A of part A of Schedule III of the SEBI (LODR) Regulations, 2015, please find enclosed Notice convening the 18th AGM of the Company for the Financial Year 2025-26.

The information is also available on the website of the Company at https://investor-relations.fratelliwines.in/uploads/media/1788766996_fratelli_vinneyards_annual_report_2026.pdf. This is for your kind information and records.

Thanking You,

**Yours Faithfully,**
**For Fratelli Vineyards Limited**

MONIKA GUPTA
Digitally signed by MONIKA GUPTA
Date: 2026.09.07 14:46:24 +05'30'

**Monika Gupta**
**Company Secretary cum Compliance officer**
**FCS 8015**

# Notice

**Notice is hereby given that the Eighteenth (18th) Annual General Meeting ("AGM") of the shareholders of Fratelli Vineyards Limited [Formerly known as Tinna Trade Limited] ("the Company") will be held on Tuesday, September 29, 2026 at 12:30 P.M. IST through electronic mode [Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")] to transact the following business:**

## ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the reports of the Board of Directors and the Auditors thereon.

2. To appoint a Director in place of Mr. Aditya Brij Sekhri (DIN: 08712221), who retires by rotation and, being eligible, offers himself for re-appointment, and to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

   'RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Aditya Brij Sekhri (DIN: 08712221), who retires by rotation at this Annual General Meeting and, being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.'

## SPECIAL BUSINESS:

### ITEM 03: APPROVAL FOR IMPLEMENTATION OF FRATELLI EMPLOYEE STOCK OPTION PLAN SCHEME 2026 (ESOP SCHEME 2026)

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

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (including any circulars, notifications, statutory modification or re-enactment thereof for the time being in force) as amended from time to time (hereinafter referred to as the Act), applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SBEB & SE Regulations**"), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, modifications or re-enactments thereof for the time being in force) ("**SEBI Listing Regulations**"), any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India ("**GoI**"), the Ministry of Corporate Affairs ("**MCA**"), the Securities and Exchange Board of India ("**SEBI**"), Stock Exchange and/or any other competent authority including any amendments, modifications or re-enactments thereof for the time being in force, and in accordance with the provisions of the Memorandum and Articles of Association of the Fratelli Vineyards Limited ("**Company**"), subject to such other approvals, permissions, sanctions, conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the Members be and is hereby accorded to the proposed Employee Stock Option Scheme 2026 (hereinafter referred to as the "**ESOP Scheme 2026**") and to create, offer, issue and allot share-based options to eligible employees under the ESOP Scheme 2026, and to create, issue, grant and allot from time to time, in one or more tranches up to 8,69,447 (Eight Lakh Sixty-Nine Thousand Four Hundred and Forty-Seven) Employee Stock Options ("**Options**") (not exceeding 2% of the paid-up share capital of the Company) convertible into 8,69,447 (Eight Lakh Sixty-Nine Thousand Four Hundred and Forty-Seven) Equity Shares of face value INR 10/- (Indian Rupees Ten Only) each fully paid upon exercise at any time, to or for the benefit of such person(s), who are employees, working in India or outside India, including Directors of the Company, whether whole time or otherwise, (selected on the basis of criteria decided by the Board of Directors (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee, including the Compensation as well as the Nomination and Remuneration Committee ("**NRC**"), which the Board of Directors has constituted to exercise its powers, including the powers conferred by this resolution) other than Promoter(s) or person(s) belonging to the Promoter Group of the Company, Independent Directors and Directors holding directly or indirectly more than 10% (Ten Percent) of the outstanding equity shares of the Company, (hereinafter collectively referred to as an "**Employee(s)**"/ "**Eligible Employees**"), on such terms and conditions as provided in the ESOP Scheme 2026 and as may be fixed or determined by the Board."

"**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division or other re-organisation of capital structure, merger and/or sale of division/ undertaking or other re-organisation including preferential allotment of shares or qualified institutions placement, and others, if any, additional Options of the Company are granted/to be granted or equity shares are issued/to be issued to the employees for the purpose of making a fair and reasonable adjustment to the Options issued to them the Board/ Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws so as to ensure that fair and equitable benefits under ESOP Scheme 2026 are passed to the employees of the Company and the above ceiling in terms of number of equity shares/stock options shall be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s)."

"**RESOLVED FURTHER THAT** without prejudice to the generality of the above the Board is authorised to formulate, evolve, decide upon and implement the ESOP Scheme 2026 determine the detailed terms and conditions of the aforementioned ESOP Scheme 2026 including but not limited to the quantum of the Options to be granted per Employee, the number of Options to be granted in each tranche, the terms or combination of terms subject to which the said Options are to be granted, the exercise period, the vesting period, the vesting conditions, instances where such Options shall lapse and to grant such number of Options, to such Employees of the Company, at price, at such time and on such terms and conditions as set out in the ESOP Scheme 2026 and as the Board may in its absolute discretion think fit."

"**RESOLVED FURTHER THAT** the NRC be designated as the Compensation Committee in accordance with Regulation 5(1) of the SBEB & SE Regulations as and when applicable to the Company for the purposes of administration of the ESOP Scheme 2026."

"**RESOLVED FURTHER THAT**, the new equity shares to be issued and allotted by the Company pursuant to the ESOP Scheme 2026 in the manner aforesaid shall rank pari-passu in all respects with the then existing equity shares of the Company."

"**RESOLVED FURTHER THAT**, the Board in accordance with the ESOP Scheme 2026 is hereby authorized on behalf of the Company to make and carry out any modifications, changes, variations, alterations or revisions in the terms and conditions of the ESOP Scheme 2026, in accordance with the terms of the ESOP Scheme 2026 and in conformity with the provisions of the Act and rules made thereunder, the SBEB & SE Regulations, 2021 and other applicable laws provided such variation(s), amendment(s), modification(s) or alteration(s) is not detrimental to the interest of the employees who have been granted Options under the ESOP Scheme 2026."

"**RESOLVED FURTHER THAT**, for the purpose of bringing into effect and implementing the ESOP Scheme 2026 and generally for giving effect to these resolutions, the Board be and is hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard."

"**RESOLVED FURTHER THAT** the Scheme shall be implemented through a direct route, for extending the benefits to the eligible Employees by way of fresh allotment and will follow a cash mechanism."

"**RESOLVED FURTHER THAT** pursuant to the provisions of Rule 12(10) of the Companies (Share Capital and Debentures) Rules, 2014, a register of Employee Stock Options in Form No.SH-6 shall be maintained at the Registered Office of the Company with the particulars of options granted under clause (b) of sub-section (1) of Section 62 of the Companies Act, 2013. The entries in the register shall be authenticated by any Director or Company Secretary or any other director authorized by the Board for this purpose."

"**RESOLVED FURTHER THAT**, any director and/or the Company Secretary of the Company be and is hereby authorised to certify a copy of this resolution and issue the same to all concerned parties."

## ITEM 04: APPROVAL FOR EXTENSION OF BENEFITS OF THE EMPLOYEE STOCK OPTION PLAN SCHEME 2026 ("ESOP SCHEME 2026") TO THE ELIGIBLE EMPLOYEES OF THE GROUP COMPANIES INCLUDING HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES OF THE COMPANY

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

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debenture) Rules, 2014 (including any circulars, notifications, statutory modification or re-enactment thereof for the time being in force) as amended from time to time (hereinafter referred to as the Act), applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SBEB & SE Regulations**"), applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, modifications or re-enactments thereof for the time being in force) ("**SEBI Listing Regulations**"), any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India ("**GoI**"), the Ministry of Corporate Affairs ("**MCA**"), the Securities and Exchange Board of India ("**SEBI**"), Stock Exchange and/or any other competent authority including any amendments, modifications or re-enactments thereof for the time being in force, and in accordance with the provisions of the Memorandum and Articles of Association of Association Fratelli Vineyards Limited ("**Company**"), subject to such other approvals, permissions, sanctions, conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the Members be and is hereby accorded to the Board to extend the benefits and coverage of the "Employee Stock Option Scheme 2026" ("**ESOP Scheme 2026**") to such persons who are in employment of any present and future group company of the Company including holding, associate and subsidiary company(ies) of the Company who is working in India or outside India, whether Whole Time Director or not, but excluding (i) an employee/director who is a promoter(s) or belonging to the Promoter Group or (ii) Directors who either himself or through his relative or through any body corporate holds directly or indirectly more than 10% (Ten percent) of the outstanding equity shares of the Company (hereinafter referred to as "**Employees**"), within the ceiling of total number of Employee Stock Options ("**Options**") and equity shares, as specified under Item No. 3 of this Notice on such terms and conditions as may be fixed or determined by the Board of Directors (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee, including the Compensation as well as the Nomination and Remuneration Committee ("**NRC**"), which the Board of Directors has constituted to exercise its powers, including the powers conferred by this resolution) as applicable in accordance with the SBEB & SE Regulations or other provisions of law as may be prevailing at that time."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper to settle any questions, difficulties or doubts that may arise in this regard."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard, as it may, in its absolute discretion deem fit, without being required to seek any further consent or approval of the member(s)."

By Order of the Board of Directors
**For Fratelli Vineyards Limited**
[Formerly known as Tinna Trade Limited]

Place: New Delhi
Date: September 1, 2026

**Regd. Office Address:**
6, Tinna House, Sultanpur, Mandi Road,
Mehrauli, New Delhi-110030

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

# Notes

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business set out under Item Nos. 3 and 4 of this Notice, is annexed hereto and forms an integral part of this Notice
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 AGM is also annexed.
3. Pursuant to General Circular No. 20/2020 dated May 5, 2020 and subsequent circulars issued by the Ministry of Corporate Affairs, including General Circular No. 03/2025 dated September 22, 2025 (collectively, the 'MCA Circulars'), read with the applicable circulars and requirements of the Securities and Exchange Board of India ('SEBI'), the AGM is being convened through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') without the physical presence of Members at a common venue. The deemed venue of the AGM shall be the Registered Office of the Company.
4. In accordance with the aforesaid Guidelines and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual General Meeting (AGM) 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 AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum. The deemed venue for the AGM 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 AGM 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/OAVM, 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 AGM, participation in the AGM through VC/OAVM facility and for e-voting during the AGM
7. In line with the Circulars of MCA & SEBI, the Notice of the AGM along with Annual Report is being sent by e-mail to all those members, whose e-mail IDs have been registered with the Company's RTA/Depository Participant. Annual Report including Notice are also available on the website of the Company at https://investor-relations.fratelliwines.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 AGM by electronic means. The facility for participation in the AGM through VC/OAVM, voting through remote e-voting and e-voting during the AGM, will be provided by National Securities Depository Limited (NSDL)
9. The remote e-voting period will begin on Saturday, September 26, 2026 at 09:00 A.M. (IST) will end on Monday, September 28, 2026 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 AGM may attend the AGM through VC/ OAVM but shall not be entitled to cast their votes again.

11. Members may join the AGM through VC/OAVM, which shall be kept open for the members on September 29, 2026 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 1:00 P.M. (IST) on date of AGM.

12. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

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

13. 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., Tuesday, September 22, 2026 ("Cut-off date").

14. 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

15. 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 AGM and the same will be suitably replied by the Company.

16. Members who would like to express their views or ask questions during the AGM 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 AGM. 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 AGM.

17. 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 AGM, in a fair and transparent manner

18. The Scrutinizer shall, after the conclusion of the electronic voting during the AGM, 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.

19. 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://investor-relations.fratelliwines.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 AGM.

20. 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.

21. 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, 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.

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

    The remote e-voting period begins on Saturday, September 26, 2026 at 09:00 A.M. and ends on Monday, September 28, 2026 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. September 22, 2026, 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 September 22, 2026.

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

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

## Step 1: Access to NSDL e-Voting system

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

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

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

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | 1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under '**IDeAS**' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "**Access to e-Voting**" under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "**Register Online for IDeAS Portal**" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br>4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.<br> |
| Individual Shareholders holding securities in demat mode with CDSL | 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.<br>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.<br>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. |

| Type of shareholders | Login Method |
|---|---|
| | 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. |
| 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.

**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<br>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<br>For example if your Beneficiary ID is 12************** then your user ID is 12************** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company<br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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.

## 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 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 AGM ARE AS UNDER:-**

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access 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.ttl@tinna.in. The same will be replied by the company suitably.

By Order of the Board of Directors
**For Fratelli Vineyards Limited**
[Formerly known as Tinna Trade Limited]

Place: New Delhi
Date: September 1, 2026

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

**Regd. Office Address:**
6, Tinna House, Sultanpur, Mandi Road,
Mehrauli, New Delhi-110030

# EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

**Item Nos. 3 and 4 – Approval of the Fratelli Employee Stock Option Scheme 2026 and Extension of its Benefits to Eligible Employees of the Group Companies**

Employees Stock options in the hands of the employees have since long been recognized as an effective instrument to align the interests of the employees with that of the Company. In this highly competitive market, it is significant for us to retain existing talent and infuse new talent in order to have business growth and efficiency.

With a view to drive long term objectives of the Company, to attract, motivate and retain employees by rewarding for their performance and incentivize key talent to drive long term objectives of the Company, to ensure that the employees' compensation and benefits match the long gestation period of certain key initiatives and to drive ownership behaviour and collaboration amongst employees, it is proposed to approve and adopt the Employee Stock Option Scheme 2026 ("**ESOP Scheme 2026**").

The Board of Directors ("Board") has considered and approved the Scheme at its meeting dated 01 September 2026. The Scheme shall be implemented through Direct route to extend the benefits to the Eligible Employees by the way of fresh allotment from the Company.

A brief description of the ESOP Scheme 2026 is provided below:

## 1. Brief Description of the scheme:

The objective of the ESOP Scheme 2026 is to reward the Employees for their performance and to motivate them to contribute to the growth and profitability of the Company and to attract and retain talent in the organisation. The Company strongly believes that an equity component in the compensation goes a long way in aligning the objectives of an individual with those of the organisation

## 2. Total number of options, shares or benefits, as the case may be, to be offered and granted

The maximum number of Options that may be granted under the Scheme shall not exceed 8,69,447 (not exceeding 2% of the paid-up share capital of the Company) , which shall be convertible into equal number of Shares i.e. 8,69,447 (Eight Lakh Sixty-Nine Thousand Four Hundred and Forty-Seven) Equity Shares of the Company.

If any Option granted under the Scheme lapses or is forfeited or surrendered under any provision of the Scheme, such Option shall be available for further grant under the Scheme at the discretion of the Committee.

Further, the maximum number of Options that can be granted and the Shares arise upon exercise of these Options shall stand adjusted in case of corporate action.

## 3. Identification of classes of employees entitled to participate and be beneficiaries in the scheme

Following class/ classes of employees are entitled to participate in the ESOP Scheme 2026:

(i) An employee as designated by the company, who is exclusively working in India or outside India; or

(ii) a director of the company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or

(iii) an employee as defined in sub-clauses (i) or (ii), of a group company including subsidiary and associate company, in India or outside India. but does not include

a. an employee who is a promoter or a person belonging to the promoter group; or

b. a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company;

c. an independent director within the meaning of the Companies Act, 2013

The class of Employees eligible for participating in the "ESOP Scheme 2026" shall be determined on the basis of the grade, length of service, performance record, merit of the Employee, future potential contribution by the Employee, role assigned to the Employee and such other parameters as may be decided by the Board / Compensation Committee of the Company in its sole discretion from time to time.

## 4. Requirements of Vesting and period of Vesting

Vesting Period shall commence from the Grant Date subject to minimum of 1 (One) year from the Grant Date and a maximum of 5 (Five) years from the Grant Date, at the discretion of and in the manner prescribed by the Committee and set out in the Grant Letter. The Vesting would be subject to the continued employment of the Grantee and may further be linked with the certain performance and other criteria, as determined by the Compensation Committee and mentioned in the Grant Letter.

## 5. Exercise price or pricing formula

Under the Scheme, the Exercise Price will be decided by the Compensation Committee at the time of Grant and shall not be more than the Market Price of the Equity Shares traded on the stock exchange at the time of grant and not less than face value of Equity Shares of the Company.

## 6. Exercise period and process of exercise/ acceptance of offer

After Vesting, Options can be exercised either wholly or partly, within a maximum Exercise Period of 5 (Five) years from the date of respective Vesting, during the Exercise Window as intimated from time to time to the Grantee, after submitting the Exercise Application along with payment of the Exercise

Price, applicable taxes and other charges, if any. The mode and manner of the Exercise shall be communicated to the Grantees individually.

### 7. Appraisal process for determining the eligibility of employees for the scheme

The process for determining the eligibility of the employees will be specified by the Compensation Committee and will be based on:

(i) Loyalty: It will be determined on the basis of tenure of employment of an Employee in the Company.

(ii) Performance of Employee: Employee's performance during the financial year on the basis of the parameters decided by the Committee.

(iii) Performance of Company: Performance of the Company as per the standards set by the Board.

(iv) Any other criteria as decided by the Committee from time to time.

### 8. Maximum number of options, shares, as the case may be, to be offered and issued per employee and in aggregate, if any

The maximum number of options to be granted per employee shall be as determined by the Board (or any person authorised by the Board in accordance with the ESOP Scheme 2026) subject to overall limits as approved by the shareholders. Any grant equal to or exceeding 1% of the issued capital of the Company to an identified employee shall be subject to separate shareholders' approval.

Maximum number of options to be granted in aggregate – 8,69,447 (Eight Lakh Sixty-Nine Thousand Four Hundred and Forty-Seven) Options (not exceeding 2% of the paid-up share capital of the Company).

### 9. Maximum quantum of benefits to be provided per employee under a scheme

The maximum quantum of benefits that will be available to every Eligible Employee under the Scheme will be the difference between the market value of Company's Share on the Recognized Stock Exchange(s) as on the Date of Exercise of Options and the Exercise Price paid by the Employee.

### 10. Whether the scheme(s) is to be implemented and administered directly by the Company or through a trust

The ESOP Scheme 2026 shall be implemented and administered directly by the Company under the guidance of the Board and the Compensation Committee.

### 11. Whether the scheme involves new issue of shares by the company or secondary acquisition by the trust or both

The ESOP Scheme 2026 will involve only new issue of shares by the Company.

### 12. The amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc.

Not Applicable

### 13. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme

Not Applicable

### 14. Statement to the effect that the company shall conform to the accounting policies

The Company shall comply with the disclosure requirements and the accounting policies prescribed under Regulation 15 of the SEBI (SBEB & SE) Regulations, 2021 or as may be prescribed by regulatory authorities from time to time.

### 15. Method which the Company shall use to value its options

The Company shall follow 'fair valuation method' for valuation of Options as prescribed under Ind AS 102 on share-based payment or any accounting standard / guidance note, as applicable, notified by the competent authorities from time to time.

### 16. Period of lock-in

The Equity Shares issued pursuant to exercise of Options shall not be subject to lock-in period restriction.

### 17. Terms & conditions for buyback, if any of specified securities covered under SBEB & SE Regulations

The Board or the Compensation Committee as may be authorized by the Board has the powers to determine the procedure for buy-back of Options granted under the Scheme, if to be undertaken at any time by the Company, and the applicable terms and conditions, in accordance with the applicable laws.

Pursuant to Section 102 of the Companies Act, 2013, the Board of the Company do hereby confirm that none of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of the stock options that may be granted to them under the ESOP Scheme 2026.

The Board accordingly recommends passing of the resolution as set out under Item No. 3 & 4 for approval of the members as a special resolution in the AGM.

# Annexure to Notice

## DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT/APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

Details of the Director seeking re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings:

| **Name of the Director** | **Mr. Aditya Brij Sekhri (DIN: 08712221)** |
|---|---|
| Age | 29 years |
| Qualification | Bachelor of Business Administration from The George Washington University, with a concentration in Marketing and a minor in International Affairs. |
| Expertise in specific functional area | Business strategy, marketing and management consulting. He has prior experience as an analyst with KPMG India and is involved in the management and growth strategy of the Company. |
| Terms and Conditions of Re-appointment/ Appointment | Executive Director, liable to retire by rotation. Re-appointment is proposed in accordance with Section 152 of the Companies Act, 2013 and the Articles of Association of the Company. |
| Remuneration last drawn | Please refer to the Corporate Governance Report forming part of the Annual Report 2025-26. |
| Remuneration proposed to be paid | As approved in accordance with applicable law and the terms of his appointment. |
| Date of first appointment on the Board | July 3, 2024 |
| Shareholding in the Company | 3,00,000 equity shares |
| Relationship with other Directors/ Key Managerial Personnel | Son of Mr. Gaurav Sekhri, Chairman and Managing Director. |
| Number of meetings of the Board attended during the financial year | Please refer to the Corporate Governance Report forming part of the Annual Report 2025-26. |
| Directorships of other Boards | BGK Infratech Private Limited<br>Sanyuktarjun Agro Farms Private Limited<br>Chin Min Developers Private Limited<br>Prasidh Estates Private Limited<br>Aasakti Estates Private Limited |
| Membership/ Chairmanship of Committees of other Boards | None |