

TWIN ROSES TRADES & AGENCIES LIMITED

Corporate Identity Number : L51900MH1985PLC035214

Website : www.trtal.org.in

Regd. Office: 147, 14th Floor, Atlanta, Nariman Point, Mumbai 400 021.

Tel.: 22800131 Fax 22800130.

Information and instructions relating to e-voting are as under:

- i. The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
- ii. A member has to opt only single mode of voting i.e., through remote e-voting or Insta Poll. If a member casts vote(s) through remote e-voting then he/she shall not be allowed to vote again at the Meeting.
- iii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories as on the cut-off date, i.e., Friday, 25th September, 2020 only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting through Insta Poll. A person who is not a member as on the cut-off date, should treat the Notice for information purpose only.
- iv. Any person who becomes a member of the Company after despatch of the Notice of the Meeting and holding shares as on the cut-off date may obtain the User ID and password from KFin Tech in the manner as mentioned below:
 - (a) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS to MYEPWD E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
Example for NSDL: MYEPWD IN12345612345678
Example for CDSL: MYEPWD 1402345612345678
Example for Physical: MYEPWD XXXX1234567890
 - (b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - (c) Member may call on KFin Tech's toll-free number 1800-425-8998 (from 9:00 a.m. to 6:00 p.m.)
 - (d) Member may send an e-mail request to evoting.twin@kfintech.com.
 - (e) If the member is already registered with KFin Tech's e-voting platform, then he can use his existing password for logging in.
- v. The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the members holding shares as on the cutoff date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.
- vi. Information and instructions for remote e-voting:

I A. In case member receives an e-mail from KFin Tech [for members whose e-mail addresses are registered with the Company / Depository Participant(s)]:

- (a) Launch internet browser by typing the URL: <https://evoting.karvy.com>
- (b) Enter the login credentials (i.e. User ID and password) which are printed and available in the communication with respect to voting by electronic means enclosed with this Notice.
The E-Voting Event Number+Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with KFin Tech for e-voting, you can use the existing password for logging in. If required, please visit [https:// evoting.karvy.com](https://evoting.karvy.com) or contact toll free number 1800-425-8998 (from 09:00 a.m. to 06:00 p.m.) for your existing password.

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- (c) After entering these details appropriately, click on "LOGIN".
- (d) You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging in for the first time. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0- 9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (e) You need to login again with the new credentials.
- (f) On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for Twin Roses Trades & Agencies Limited.
- (g) On the voting page, enter the number of shares as on the cut-off date under either "FOR" or "AGAINST" or alternatively, you may partially enter any number under "FOR" / "AGAINST", but the total number under "FOR" / "AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose to "ABSTAIN" and vote will not be counted under either head.
- (h) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- (i) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as "ABSTAINED".
- (j) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
- (k) A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify.
- (l) Once you confirm, you will not be allowed to modify your vote.
- (m) Corporate / Institutional Members (i.e., other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutiniser at e-mail id: twin.scrutinizer@kfintech.com with a copy marked to evoting.twin@kfintech.com. It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be "Corporate Name_ EVENT NO."

I B. In case a member receives physical copy of the Notice by Post [for member whose e-mail address is not registered / updated with the Company / KFin Tech / Depository Participant(s)]:

- (a) Members holding shares in physical mode, who have not registered / updated their email addresses with the Company, are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at dsplmca6@servicesnext.com or to KFin Tech at evoting.twin@kfintech.com.
- (b) Members holding shares in dematerialised mode who have not registered their e-mail addresses with their Depository Participant(s) are requested to register / update their email addresses with the Depository Participant(s) with whom they maintain their demat accounts.
- (c) User ID and Password – Password is provided in the communication with respect to voting by electronic means enclosed with the Notice.
- (d) Follow the instructions at I(A) (a) to (m) to cast your vote .

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- II. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending further communication(s).
- III. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
- IV. In case of any query pertaining to e-voting, members may refer to the "Help" and "FAQs" sections / E-voting user manual available through a dropdown menu in the "Downloads" section of KFin Tech's website for e-voting: <https://evoting.karvy.com> or contact KFin Tech as per the details given under subpoint no. V below.
- V. Members are requested to note the following contact details for addressing e-voting grievances:
Shri S. P. Venugopal, General Manager
KFin Technologies Private Limited
Selenium Tower B, Plot 31-32, Gachibowli,
Financial District, Nanakramguda, Hyderabad 500 032,
India Phone No.: +91 40 6716 1700 Toll-free No.: 1800-425-8998 (from 9:00 a.m. to 6:00 p.m.)
E-mail: evoting.twin@kfintech.com
- vii. The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman. The result of e-voting will be declared within forty-eight hours of the conclusion of the Meeting and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of the Company: www.trtal.org.in and on the website of KFin Tech at: <https://evoting.karvy.com>. The result will simultaneously be communicated to the stock exchanges.
- viii. Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, i.e., Wednesday, 30th September, 2020.

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTY FIFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF TWIN ROSES TRADES & AGENCIES LIMITED WILL BE HELD ON WEDNESDAY, 30TH SEPTEMBER, 2020 AT 11:45 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 147, 14TH FLOOR, ATLANTA, NARIMAN POINT, MUMBAI – 400 021 TO TRANSACT THE FOLLOWING BUSINESS:

Ordinary Business:

1. To consider and adopt the audited financial statement of the Company for the financial year ended 31st March, 2020 and the reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT the audited financial statement of the Company for the financial year ended 31st March, 2020 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To appoint Shri Udaykumar C Damani (DIN: 00094367), who retires by rotation as a Director and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Udaykumar C Damani (DIN: 00094367), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

By Order of the Board of Directors

Place: Mumbai

Dated: 4th September, 2020



Bhavin S. Mehta
Company Secretary

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Notes:

1. **A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.**

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The proxy holder shall prove his identity at the time of attending the Meeting.

2. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto. The prominent landmark for the venue is Vidhan Bhavan.
3. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
4. **The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting and the business set out in the Notice will be transacted through such voting. Information and instructions including details of the user id and password relating to e-voting are sent herewith in the e-voting communication. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again. The members who have cast their vote(s) by using remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.**
5. In terms of the provisions of Section 152 of the Act, Shri Udaykumar C Damani, Director, retires by rotation at the Meeting. Nomination and Remuneration Committee and the Board of Directors of the Company commend his appointment.

Details of Director retiring by rotation, as required to be provided pursuant to the provisions of (i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 and (ii) Secretarial Standard on General Meeting ("SS-2"), issued by the Institute of Company Secretaries of India are provided herein below:

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Shri Udaykumar C Damani

| Sr. No. | Particulars | Details |
|---------|--|---|
| 1 | Age | 63 years |
| 2 | Qualification | B COM |
| 3 | Experience | A vast experience in field of Audit, Taxation , Secretarial etc.. |
| 4 | Terms & conditions of Appointment | In terms of Section 152(6) of the Companies Act, 2013 Shri Udaykumar C Damani, is liable to retire by rotation. |
| 5 | Remuneration last drawn | Nil |
| 6 | Remuneration proposed to be paid | Nil |
| 7 | Date of first appointment on the Board | 19 th May, 2003 |
| 8 | Shareholding in Company as on 31 st March, 2020 | Nil |
| 9 | Relationship with other Directors / Key Managerial Personnel | Not related to any Director / Key Managerial Personnel. |
| 10 | Number of meetings of the Board attended during the financial year (2019-20) | 7 |
| 11 | Directorships of other Boards as on 31 st March, 2020 | Nil |
| 12 | Membership / Chairmanship of Committees of other Boards as on 31 st March, 2020 | Nil |

Shri Udaykumar C Damani is interested in the Ordinary Resolution set out at Item No. 2 of the Notice with regard to his appointment. The relatives of Shri Udaykumar C Damani may be deemed to be interested in the said Resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 to 2 of the Notice.

- Members / Proxies / Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copy(ies) of Annual Report.
- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
- Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (i.e., except Saturdays, Sundays and Public Holidays) during business hours up to the date of the

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Meeting. The aforesaid documents will also be available for inspection by members at the Meeting.

9. The Company's Registrars & Transfer Agents is KFin Technologies Private Limited ("KFin Tech") having its office at Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032.
10. The Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. 1st April, 2019. Accordingly, the Company/ KFin Tech has stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.
11. Members holding shares in physical mode are:
 - a) required to submit their Permanent Account Number (PAN) and bank account details to the Company / KFin Tech, if not registered with the Company/ KFin Tech, as mandated by SEBI.
 - b) requested to register / update their e-mail address with the Company / KFin Tech for receiving all communications from the Company electronically.
12. Members holding shares in electronic mode are:
 - a) requested to submit their PAN and bank account details to their respective Depository Participants ("DPs") with whom they are maintaining their demat accounts.
 - b) requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.
13. The Register of Members and Transfer Books of the Company will be closed from 21st September, 2020 to 24th September, 2020 (both days inclusive).

By Order of the Board of Directors



Bhavin S. Mehta
Company Secretary

Place: Mumbai

Dated: 4th September, 2020

TWIN ROSES TRADES & AGENCIES LIMITED

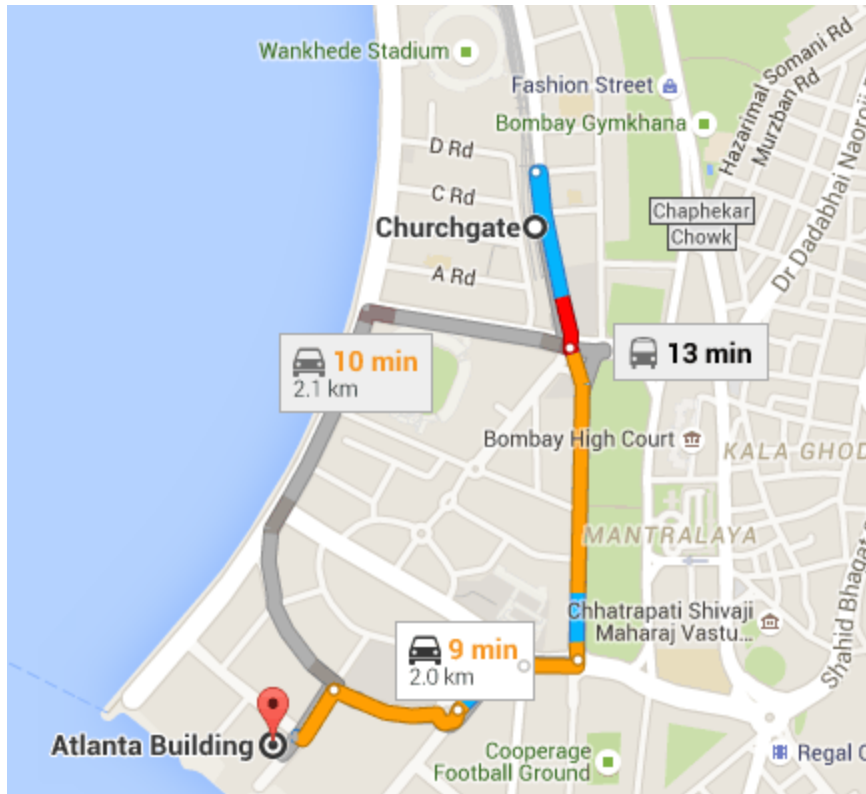
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ROUTE MAP OF THE ANNUAL GENERAL MEETING VENUE



ATTENDANCE SLIP

Twin Roses Trades & Agencies Limited

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PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL
Joint shareholders may obtain additional Slip at the venue of the Meeting.

| | |
|--------|--|
| DP Id* | |
|--------|--|

| | |
|-----------|--|
| Folio No. | |
|-----------|--|

| | |
|------------|--|
| Client Id* | |
|------------|--|

| | |
|---------------|--|
| No. of Shares | |
|---------------|--|

NAME AND ADDRESS OF THE SHAREHOLDER:

I hereby record my presence at the **THIRTY-FIFTH ANNUAL GENERAL MEETING** of the members of the Company held on Wednesday, 30th September, 2020 at 11:45 a.m. at the Registered Office of the Company at 147, 14th floor, Atlanta, Nariman Point, Mumbai – 400 021.

Signature of Shareholder / Proxy

*Applicable for investors holding shares in electronic form.

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies Management and Administration) Rules, 2014]

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| | | |
|------------------------|--|------------------------|
| Name of the Member(s): | | e-mail id: |
| Registered address: | | Folio No./ *Client Id: |
| | | *DP Id: |

I/We, being the member(s) of _____ shares of Twin Roses Trades & Agencies Limited, hereby appoint:

- 1) _____ of _____ having e-mail id _____ or failing him
- 2) _____ of _____ having e-mail id _____ or failing him
- 3) _____ of _____ having e-mail id _____

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Thirty-Fifth Annual General Meeting** of the members of the Company to be held on Wednesday, 30th September, 2020 at 11:45 a.m. at the Registered Office of the Company at 147, 14th floor, Atlanta, Nariman Point, Mumbai – 400 021 and at any adjournment thereof in respect of such resolutions as are indicated below :

** I/ We wish my above proxy to vote in the manner as indicated in the box below :

| Resolutions | For | Against |
|--|-----|---------|
| 1. Consider and adopt Audited Financial Statement for the Financial Year ended 31 st March, 2020 and the Reports of the Board of Directors and Auditors thereon | | |
| 2. Appointment of Shri Udaykumar C Damani, who retires by rotation as a Director | | |

*Applicable for investors holding shares in electronic form.

Signed this _____ day of _____ 2020

Signature of shareholder

Affix a
Revenue
Stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than forty-eight hours before the commencement of the Meeting.**
- (2) A Proxy need not be a member of the Company and shall prove his identity at the time of attending the Meeting.**
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
- ****(4) This is only optional. Please put a '√' in the appropriate column against the resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your Proxy will be entitled to vote (on poll) at the Meeting in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a Member from attending the Meeting in person if he/ she so wishes. When a Member appoints a Proxy and both the member and Proxy attend the Meeting, the Proxy will stand automatically revoked.
- (6) In case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.
- (7) This form of Proxy shall be signed by the appointer or his attorney duly authorizing in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.
- (8) This form of Proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
- (9) Undated Proxy Form will not be considered valid.
- (10) If Company receives multiple Proxies for the same holdings of a member, the Proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple Proxies shall be treated as invalid.