

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.

Folio No. / DP ID / Client ID:

Name:

Address:

Joint-holder(s):

Number of equity share(s) held:

Dear Member,

Please find enclosed below mentioned documents for your reference.

1. Annual Report
2. Notice & E voting instructions.

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated 9th December, 2020, Twin Roses Trades & Agencies Limited ("the Company") is providing to its members facility to exercise their right to vote on resolutions proposed to be passed at Thirty-Seventh Annual General Meeting (the "Meeting") of the Company, scheduled to be held on Friday, 30th September, 2022 at 11:45 a.m., by electronic means ("e-voting"). Members may cast their votes remotely, using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting").

Further, the facility for voting through electronic voting system will also be made available at the Meeting ('Insta Poll') and the members attending the meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through 'Insta Poll'.

The Company has engaged the services of KFin Technologies Limited ("KFinTech") as the Agency to provide e-voting facility. The remote e-voting particulars are set out below:

EVEN (E-Voting Event Number)	User ID	Password

The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the notice dated 1st September, 2022 convening the Meeting.

The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	09:00 a.m. (IST) on Monday, 26 th September, 2022
End of remote e-voting	05:00 p.m. (IST) on Thursday, 29 th September, 2022

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The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.

Voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his/her share in the paid-up equity share capital of the Company as on the cut-off date, i.e., Friday, 23rd September, 2022.

This communication forms an integral part of the Notice dated 1st September, 2022 convening the Meeting. The Annual Report 2021-22 of the Company inter alia comprising the said Notice and this communication are provided herewith and also made available on the website of the Company: www.trtal.org.in.

Yours faithfully,

For Twin Roses Trades & Agencies Limited



Bhavin Mehta
Company Secretary

Mumbai
1st September, 2022

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTY SEVENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF TWIN ROSES TRADES & AGENCIES LIMITED WILL BE HELD ON FRIDAY, 30TH SEPTEMBER, 2022 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, 2022 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, 2022 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

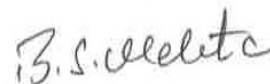
2. To appoint Shri Udaykumar C Damani, who retires by rotation as a Director and in this regard, pass the following resolution as an **Ordinary Resolution**:

“**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: 1st September, 2022



Bhavin Mehta
Company Secretary

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Notes:

1. Generally, 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. In terms of the provisions of Section 152 of the Companies Act, 2013 (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 re-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:

Shri Udaykumar C Damani

Sr. No.	Particulars	Details
1	Age	65 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	19 th May, 2003

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	on the Board	
8	Shareholding in Company as on 31 st March, 2022	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 (2021-22)	8
11	Directorships of other Boards as on 31 st March, 2022	Nil
12	Membership / Chairmanship of Committees of other Boards as on 31 st March, 2022	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 and 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.

Dispatch of Annual Report through Electronic Mode:

- In compliance with the MCA Circulars and SEBI Circular dated 13th May, 2022, Notice of the Annual General Meeting ("AGM") along with the Annual Report for 2021-22 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company / Registrar and Transfer Agent/ Depository Participants. Members may note that the Notice and Annual Report for 2021-22 will also be available on the Company's website at www.trtal.org.in, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of Company's Registrar and Transfer Agent, KFin Technologies Limited ("KFinTech") at <https://evoting.kfintech.com>.
- For receiving all communication (including Annual Report) from the Company electronically:
 - Members holding shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to register /

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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 KFinTech at twin@kfintech.com

- (b) Members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant.

9. Procedure for 'Remote E-Voting' and E-Voting at the Annual General Meeting ('Insta Poll'):

A. E-Voting Facility:

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 SEBI Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated 9th December, 2020, the Company is providing to its Members facility to exercise their right to vote on resolutions proposed to be passed at AGM by electronic means ("e-voting"). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("remote e-voting").

Further, the facility for voting through electronic voting system will also be made available at the Meeting ("Insta Poll") and Members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll.

The Company has engaged the services of KFinTech as the agency to provide e-voting facility.

The manner of voting, including voting remotely by

- (i) individual shareholders holding shares of the Company in demat mode,
- (ii) shareholders other than individuals holding shares of the Company in demat mode,
- (iii) shareholders holding shares of the Company in physical mode, and
- (iv) Members who have not registered their e-mail address, is explained in the instructions given under C. and D. hereinbelow.

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Commencement of remote e-voting	09:00 a.m. (IST) on Monday, 26 th September, 2022
End of remote e-voting	05:00 p.m. (IST) on Thursday, 29 th September, 2022

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.

Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/ its shareholding in the paid-up equity share capital of the Company as on the cut-off date, i.e., Friday, 23rd September, 2022 ("Cut-off Date").

The Board of Directors of the Company has appointed Shri Devesh C Vasavada, a Practising Chartered Accountant, Mumbai, as Scrutiniser to scrutinise the remote e-voting and Insta Poll process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

B. Information and Instructions relating to E-Voting:

- 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.
- ii. 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.
- iii. A Member can opt for only single mode of voting, that is, through remote e-voting or voting at the Meeting (Insta Poll). If a Member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID".
- iv. 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 only shall be entitled to avail the facility of remote e-voting, 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.
- 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 Cut-off Date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.

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C. Remote E-Voting:

- vi. Information and instructions for remote E-Voting by Individual Shareholders holding shares of the Company in Demat Mode:

As per circular of SEBI on e-Voting Facility provided by Listed Entities, dated 9th December, 2020, all "individual shareholders holding shares of the Company in demat mode" can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access remote e-voting, as devised by the Depositories / Depository Participant(s), is given below:

Procedure to login through websites of Depositories

National Securities Depository Limited ("NSDL")	Central Depository Services (India) Limited ("CDSL")
<p>1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:</p> <p>i. Type in the browser / Click on the following e-Services link: https://eservices.nsdl.com</p> <p>ii. Click on the button "Beneficial Owner" available for login under 'IDeAS' section.</p> <p>iii. A new page will open. Enter your User ID and Password for accessing IDeAS.</p> <p>iv. On successful authentication, you will enter your IDeAS service login. Click on "Access to e-Voting" under Value Added Services on the panel available on the left hand side.</p> <p>v. You will be able to see Company Name: "Twin Roses Trades & Agencies Limited" on the next screen. Click on the e-Voting link available against Twin Roses Trades & Agencies Limited or select e-Voting service provider "KFinTech" and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</p> <p>2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:</p> <p>i. To register, type in the browser / Click on the following e-Services link: https://eservices.nsdl.com.</p> <p>ii. Select option "Register Online for IDeAS" available on the left hand side of the page.</p> <p>iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc.</p>	<p>1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:</p> <p>i. Type in the browser / Click on any of the following links: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi / Login to My Easi option under Quick Login (best operational in Internet Explorer 10 or above and Mozilla Firefox)</p> <p>ii. Enter your User ID and Password for accessing Easi / Easiest.</p> <p>iii. You will be able to see Company Name: "Twin Roses Trades & Agencies Limited" on the next screen. Click on the e-Voting link available against Twin Roses Trades & Agencies Limited or select e-Voting service provider "KFinTech" and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</p> <p>2. Users not registered for Easi/Easiest facility of CDSL may follow the following procedure:</p> <p>i. To register, type in the browser / Click on the following link: https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>ii. Proceed to complete registration using your DP ID/Client ID (BO ID), etc.</p>

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National Securities Depository Limited (“NSDL”)	Central Depository Services (India) Limited (“CDSL”)
<p>iv. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.</p> <p>3. Users may directly access the e-Voting module of NSDL as per the following procedure:</p> <p>i. Type in the browser / Click on the following link: https://www.evoting.nsdl.com/</p> <p>ii. Click on the button “Login” available under “Shareholder/ Member” section.</p> <p>iii. On the login page, enter User ID (that is, 16-character demat account number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you are registered on NSDL’s e-voting platform)/ through generation of OTP (in case your mobile/email address is registered in your demat account) and Verification Code as shown on the screen. You will be able to see Company Name: “Twin Roses Trades & Agencies Limited” on the next screen. Click on the e-Voting link available against Twin Roses Trades & Agencies Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</p> <p>4. NSDL Mobile App – Speede Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div data-bbox="326 1583 558 1640"> App Store</div> <div data-bbox="617 1583 878 1629"> Google Play</div> <div data-bbox="375 1667 548 1839"></div> <div data-bbox="669 1667 841 1839"></div>	<p>iii. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.</p> <p>3. Users may directly access the e-Voting module of CDSL as per the following procedure:</p> <p>i. Type in the browser / Click on the following links: https://evoting.cdslindia.com/evoting/evotinglogin.</p> <p>ii. Provide Demat Account Number and PAN.</p> <p>iii. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account.</p> <p>iv. On successful authentication, you will enter the e-voting module of CDSL. Click on the e-Voting link available against Twin Roses Trades & Agencies Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</p>

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Procedure to login through their demat accounts / Website of Depository Participant

Individual shareholders holding shares of the Company in Demat mode can access e-Voting facility provided by the Company using their login credentials of their demat accounts (online accounts) through their demat accounts/ websites of Depository Participants registered with NSDL/CDSL. An option for “e-Voting” will be available once they have successfully logged-in through their respective logins. Click on the option “e-Voting” and they will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable). Click on the e-Voting link available against Twin Roses Trades & Agencies Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

Members who are unable to retrieve User ID / Password are advised to use “Forgot User ID”/ “Forgot Password” options available on the websites of Depositories / Depository Participants:

Contact details in case of any technical issue on NSDL Website	Contact details in case of any technical issue on CDSL Website
Members facing any technical issue during login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free nos.: 1800 1020 990 / 1800 22 44 30	Members facing any technical issue during login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

vii. Information and instructions for remote e-voting by

- (i) **shareholders other than individuals holding shares of the company in demat mode and**
- (ii) **all shareholders holding shares of the Company in physical mode**

I A. In case member receives an e-mail from the Company / KFinTech [for Members whose e-mail address is registered with the Company / Depository Participant(s)]:

- (a) Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- (b) Enter the login credentials (User ID and password provided in the e-mail). The E-Voting Event Number+Folio No. or DP ID Client ID will be your User ID. If you are already registered with KFinTech for e-voting, you can use the existing password for logging in. If required, please visit: <https://evoting.kfintech.com> or contact tollfree number 1800-309-4001 (from 9:00 a.m. to 6:00 p.m. on all working days) for assistance on your existing password.