

AJAY BAROOTA & ASSOCIATES
COMPANY SECRETARIES
204, NIDHI PLAZA-I, PLOT No. 8, LSC
NEAR SHAKTI NAGAR UNDERBRIDGE
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Secretarial Compliance Report of Tinna Rubber And Infrastructure Limited for the financial year ended 31st March, 2023

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Tinna Rubber And Infrastructure Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at , Tinna House, No. 6, Sultanpur, Mandi Road, Mehrauli, New Delhi-110030. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that in my opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I, Ajay Baroota, Prop, Ajay Baroota & Associates, Company Secretaries, have examined:

- (a) all the documents and records made available to me and explanation provided by **Tinna Rubber And Infrastructure Limited** ("the listed entity"),
- (b) the filings/submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2023("Review Period") in respect of compliance with the provisions of:
 - (a) the Securities and Exchange Board of India Act,1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
 - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India("SEBI");



The specific Regulations, whose provisions and the circulars/guidelines issued there under, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018; (Not applicable as no reportable event during the period under review)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable as no reportable event during the period under review)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable as no reportable event during the period under review)
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable as no reportable event during the period under review)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999 (Not applicable as no reportable event during the period under review)
- (j) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not applicable as no reportable event during the period under review)
- (k) The provisions of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/guidelines issued there under;

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:



Sr.No.	Particulars	Compliance Status(Yes/No/NA)	Observations/Remarks byPCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> ● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities ● All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes Yes	
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> ● The Listed entity is maintaining a functional website ● Timely dissemination of the documents/information under a separate section on the website ● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website 	Yes Yes Yes	
4.	Disqualification of Director: None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	



Sr.No.	Particulars	Compliance Status(Yes/No/NA)	Observations/Remarks by PCS*
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as Other subsidiaries</p>	<p>NA</p> <p>NA</p> <p>(No subsidiary of the Company)</p>	
6.	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	
7.	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	
8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved /ratified /rejected by the Audit Committee, in case no prior approval has been obtained.</p>	<p>Yes</p> <p>No such case</p>	
9.	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed there under.</p>	Yes	
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) &3 (6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	<p>A Structured Digital Database (SDD) is in place. However, SDD was maintained in password protected excel file upto 07.10.2022, access of which was only available to Company Secretary & Compliance Officer. All the entries in the SDD (software) have been recorded/captured from 08.10.2022 & onwards for FY22-23</p>

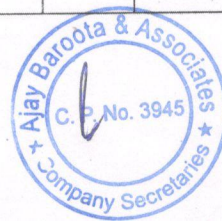


Sr.No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
11.	<p>Actions taken by SEBI or Stock Exchange(s),if any:</p> <p>No action(s) has been taken against the listed entity/its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars)under SEBI Regulations and circulars/guidelines issued thereunder except as provided under separate paragraph herein(**).</p>	No	As per SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020, BSE imposed a fine/penalty of Rs.82600/- (including GST of Rs. 12600/- for delay in filing of return/report pursuant to Regulation 23(9) of SEBI (LODR), 2015 for half year ended 31.03.2022. The fine/penalty has been paid by the Company
12.	<p>Additional Non-compliances, if any:</p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	NA	

NOTE: Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019 : No resignation. Statutory Auditors have been changed due to rotation/completion of their tenure pursuant to Section 139 (2) of the Companies Act, 2013. The outgoing Statutory Auditors completed the audit for the financial year 2021-2022 & the incumbent Statutory Auditors started audit from 01st April, 2022 and have been issuing/signing quarterly financial results.

- (a) The listed entity has generally complied with the provisions of the above Regulations and circulars/guidelines issued there under , except in respect of matters specified below:

Sr. No.	Compliance Requirement(Regulations/circulars/guide-lines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks



1.	Disclosure of Related Party Transactions on consolidated basis within 15 days from the date of publication of financial results	Regulation 23(9) of the SEBI (LODR), Regulations, 2015	Delay in submission of Report	BSE	BSE imposed fine/penalty for delay in/filing submission of report	Non compliance of Regulation 23(9) of SEBI (LODR), Regulations, 2015, regarding delay in submission of disclosure of Related Party Transactions for the half year ended 31 st March, 2022	Rs. 82600/- (including GST of Rs, 12600/-	Disclosure of Related Party Transactions on consolidated basis for the half year ended 31.03.2022 were submitted to Stock Exchange (s) on 20.06.2022. There has been a delay, therefore BSE imposed fine/penalty	The Management discussed the matter and felt regret for the delay in submission of disclosure under Regulation 23(9) of the SEBI (LODR), Regulations, 2015. It further felt that delay was unintentional and without any malafide intention. However, the Company will be more careful in future for timely compliance.
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- The Annual Report for the financial year 2021-22 does not contain all details as required pursuant to Schedule V of SEBI (LODR), Regulations, 2015.

b. The listed entity has taken the following actions to comply with the observations made in previous reports:



Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
				NA						

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place : Delhi
Date: 29th May, 2023



(Handwritten Signature)

CS Ajay Baroota
FCS No. 3495
CP No. 3945
UDIN: F003495E000397781
PRNo. 2071/2022