



Tinna Rubber And Infrastructure Limited

CIN NO. : L51909DL1987PLC027186

Regd. Office : Tinna House, No-6, Sultanpur, Mandi Road,
Mehrauli, New Delhi -110030 (INDIA)

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URL - www.tinna.in

Date: August 21, 2025

To,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-
400001

To,
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C-1,
Block G, Bandra Kurla Complex, Bandra
(E), Mumbai-400051

To,
Listing Department
The Calcutta Stock
Exchange Limited
7, Lyons Range,
Kolkata-700001

BSE Scrip Code: 530475

NSE Symbol: TINNARUBR

ISIN: INE015C01016

SUBJECT: INTIMATION OF 38TH ANNUAL GENERAL MEETING

Dear Sir/ Madam,

We are pleased to inform you that the 38th Annual General Meeting (“38th AGM”) of the Members of Tinna Rubber And Infrastructure Limited (“the Company”) is scheduled to be held on Friday, September 12, 2025 at 12:30 P.M. (IST) through Video Conferencing (VC)/Other Audio Visual Means (OAVM) facility to transact the Ordinary and Special Business(s) as set out in the Notice of 38th AGM in compliance with the applicable provisions of the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and other relevant circulars issued by the MCA and the SEBI, from time to time.

The Company is providing e-voting facility for 38th 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. Friday, September 05, 2025 may cast their votes electronically on the resolutions included in the Notice of 38th AGM. The remote e-voting shall commence from 09:00 a.m. (IST) on Tuesday, September 09, 2025 and shall end at 05:00 p.m. (IST) on Thursday, September 11, 2025. 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 38th AGM.

The Company, in accordance with the Regulation 36(1)(b) of the Listing Regulations, has also sent the letter to the shareholders who have not registered their email addresses with the Company, providing web-link to the Annual Report for FY 2024-25, along with the relevant details including the notice of 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 38th AGM of the Company for the Financial Year 2024- 25.

The information are also available on the website of the Company at <https://tinna.in/notices-announcements/>

You are requested to take the same on your records

Thanking you

For **TINNA RUBBER AND INFRASTRUCTURE LIMITED**

Sanjay Kumar Rawat
Company Secretary
ICSI M. No. : ACS23729

Enclosure: as above

NOTICE

Notice is hereby given that the Thirty Eighth (38th) Annual General Meeting ("AGM") of the shareholders of Tinna Rubber and Infrastructure Limited ("the Company") will be held on Friday, September 12, 2025 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 Financial Statements of the Company for the financial year ended March 31, 2025, together with 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 Standalone Financial Statements of the Company for the financial year ended March 31, 2025, and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted."

2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the report of the Auditors thereon; and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, and the report of the Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted."

3. To declare a final dividend of ₹ 4.00/- (40%) per equity share of face value of ₹ 10/- each for the financial year 2024-25; and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the final dividend of ₹ 4.00 per equity share i.e. 40%, on face value of ₹ 10/- each fully paid up, for financial year 2024-25, as recommended by the Board of Directors of the Company, to the shareholders as on the record date, be and is hereby approved."

4. To appoint a Director in place of Mr. Subodh Kumar Sharma (DIN: 08947098), who retires by rotation, and being eligible, seeks re-appointment; and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Subodh Kumar Sharma (DIN: 08947098), who retires by rotation at this meeting and being eligible, has offered herself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

5. **Re-appointment of Mr. Gaurav Sekhri (DIN: 00090676), Joint Managing Director of the Company**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration to Managerial Personnel) Rules, 2014 framed thereunder and any other applicable provisions

of the Act; and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force), as amended; and subject to requisite approvals, if any required, and pursuant to Memorandum and Articles of Association of the Company, and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors [hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution], consent of the Shareholders of the Company be and is hereby accorded, for the re-appointment of Mr. Gaurav Sekhri (DIN: 00090676), as Joint Managing Director of the Company, for a consecutive period of three (3) years, with effect from September 10, 2025 until September 09, 2028 [both days inclusive], on remuneration and such other amount as permissible in terms of Part-II of Schedule-V of the Act in case of no profit or inadequate profit during his tenure, and on the terms and conditions as detailed in the explanatory statement annexed hereto and forming part of this notice.

RESOLVED FURTHER THAT Mr. Gaurav Sekhri, Joint Managing Director will also be entitled for reimbursement of expenses etc. incurred by him in connection with the Company's business and due discharge of his duties; and such other benefits and amenities and perquisites and other privileges including annual performance/variable bonus, as may be available to any other Senior Management of the Company, subject to that perquisites shall be calculated as per prevailing company policies and Income Tax provisions and shall form part of Remuneration if so required.

RESOLVED FURTHER THAT Board of Directors (hereinafter referred to as the "Board" which shall be deemed to include the Nomination and Remuneration Committee of the Board), be and is hereby authorised to revise/alter/modify/amend/change the terms and conditions including remuneration, as may be mutually agreed without any further approval of the members, so as not to exceed the limits specified herein above or in terms of Schedule V of the Companies Act, 2013 or any amendments hereto and SEBI (LODR) Regulations, 2015 including any amendment(s) and/or any statutory modification(s) thereto.

RESOLVED FURTHER THAT the Board or Committee thereof or Chief Financial Officer or Company Secretary of the Company, be and are hereby authorized to do all such act(s), deed(s) and thing(s) as may be considered necessary, desirable or expedient to give effect to the above resolution; and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard"

6. **Modification in terms of remuneration of Mr. Bhupinder Kumar Sekhri (DIN: 00087088), Managing Director of the Company**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession to earlier resolutions passed and pursuant to the provisions of Sections 197,

198 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration to Managerial Personnel) Rules, 2014 framed thereunder; and any other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), as amended; and duly approved and recommended by the Nomination and Remuneration Committee and the Board of Directors, consent of the Shareholders of the Company be and is hereby accorded, for amendment/modification in terms of remuneration of Mr. Bhupinder Kumar Sekhri (DIN: 00087088), Chairman and Managing Director, on the terms and conditions as detailed in the explanatory statement annexed hereto and forming part of this notice and such other amount as permissible in terms of Part-II of Schedule-V of the Act in case of no profit or inadequate profit during his tenure.

RESOLVED FURTHER THAT Mr. Bhupinder Kumar Sekhri, Managing Director will also be entitled for reimbursement of expenses etc. incurred by him in connection with the Company's business and due discharge of his duties; and such other benefits and amenities and perquisites and other privileges including annual performance/variable bonus, as may be available to any other Senior Management of the Company, subject to that perquisites shall be calculated as per prevailing company policies and Income Tax provisions and shall form part of Remuneration if so required.

RESOLVED FURTHER THAT Board of Directors (hereinafter referred to as the "Board" which shall be deemed to include the Nomination and Remuneration Committee of the Board), be and is hereby authorised to revise/alter/modify/amend/change the terms and conditions including remuneration, as may be mutually agreed without any further approval of the members, so as not to exceed the limits specified herein above or in terms of Schedule V of the Companies Act, 2013 or any amendments hereto and SEBI (LODR) Regulations, 2015 including any amendment(s) and/or any statutory modification(s) thereto.

RESOLVED FURTHER THAT the Board or Committee thereof or Chief Financial Officer or Company Secretary of the Company, be and are hereby authorized to do all such act(s), deed(s) and thing(s) as may be considered necessary, desirable or expedient to give effect to the above resolution; and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard"

7. **Modification in terms of remuneration of Mr. Subodh Kumar Sharma (DIN: 08947098), Whole time Director of the Company**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession to earlier resolutions passed and pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration to Managerial Personnel) Rules, 2014 framed thereunder; and any other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification

or re-enactment thereof for the time being in force), as amended; and duly approved and recommended by the Nomination and Remuneration Committee and the Board of Directors, consent of the Shareholders of the Company be and is hereby accorded, for amendment/modification in terms of remuneration of Mr. Subodh Kumar Sharma (DIN: 08947098), Whole time Director; on the terms and conditions as detailed in the explanatory statement annexed hereto and forming part of this notice and such other amount as permissible in terms of Part-II of Schedule-V of the Act in case of no profit or inadequate profit during his tenure.

RESOLVED FURTHER THAT Mr. Subodh Kumar Sharma, Whole time Director will also be entitled for reimbursement of expenses etc. incurred by him in connection with the Company's business and due discharge of his duties; and such other benefits and amenities and perquisites and other privileges including annual performance/variable bonus, as may be available to any other Senior Management of the Company, subject to that perquisites shall be calculated as per prevailing company policies and Income Tax provisions and shall form part of Remuneration if so required.

RESOLVED FURTHER THAT Board of Directors (hereinafter referred to as the "Board" which shall be deemed to include the Nomination and Remuneration Committee of the Board), be and is hereby authorised to revise/alter/modify/amend/change the terms and conditions including remuneration, as may be mutually agreed without any further approval of the members, so as not to exceed the limits specified herein above or in terms of Schedule V of the Companies Act, 2013 or any amendments hereto and SEBI (LODR) Regulations, 2015 including any amendment(s) and/or any statutory modification(s) thereto.

RESOLVED FURTHER THAT the Board or Committee thereof or Chief Financial Officer or Company Secretary of the Company, be and are hereby authorized to do all such act(s), deed(s) and thing(s) as may be considered necessary, desirable or expedient to give effect to the above resolution; and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard"

8. **Remuneration to Independent Directors of the Company**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**

"RESOLVED THAT pursuant to the provisions of Section 149(6), 197, 198 and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and rules made thereunder read with table A of Section II of Part II of Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and subject to such sanctions as may be necessary, and duly approved and recommended by the Nomination and Remuneration Committee and Board of Directors, the consent of the shareholders of the Company be and is hereby accorded for remuneration to the Non-Executive, Independent Directors of the Company, for an amount not exceeding up to 0.25% of the net profit, of the financial year ended on March 31, 2025.

RESOLVED FURTHER THAT Board of Directors

(hereinafter referred to as the “Board” which shall be deemed to include the Nomination and Remuneration Committee of the Board), be and is hereby authorised to decide and finalize the periodicity and remuneration to be paid to each of the independent director as may be mutually agreed with respective independent directors, so as not to exceed the limits specified herein above, without any further approval of the members.

RESOLVED FURTHER THAT the Board of Directors and Chief Financial Officer and Company Secretary of the Company, be and are hereby jointly as well as severally, authorized to do all such act(s), deed(s) and thing(s) as may be considered necessary, desirable or expedient to give effect to the above resolution.”

9. Revision of remuneration of Mrs. Shobha Sekhri, holding office or place of profit in the Company

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013 (“the Act”) read with Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules’ 2014 and any other applicable provisions of the Act and rules made thereunder (including any statutory modifications(s) or re-enactment thereof, for the time being in force), and approved and recommended by the Audit Committee and Board of Directors, consent of the shareholders be and is hereby accorded, for remuneration of ₹ 3,85,000/- per month (Rupees Three Lakh and Eighty Five Thousand Only), to Mrs. Shobha Sekhri, holding an office or place of profit in the company, and such other perquisites in accordance with the prevailing Company policy.

RESOLVED FURTHER THAT the Board of Directors and Chief Financial Officer and Company Secretary of the Company, be and is hereby authorized jointly as well as severally to do all such act(s), matter(s), deed(s) and thing(s), settle any queries/difficulties/doubts arise from it, as may be considered necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental there to in the best interest of the Company.”

10. Ratification of Remuneration of Cost Auditors for the financial year 2025-26

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment (s) thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the shareholders be and hereby ratifies the remuneration of ₹ 75,000/- (Rupees Seventy Five Thousands Only) plus applicable taxes, travel, out-of-pocket and other expenses incurred in connection with the audit, as approved by the Board of Directors, payable to M/s Pant S. & Associates (Firm Registration Number No. 101402) who are appointed as Cost Auditors to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2026.”

RESOLVED FURTHER THAT the Board and Chief Financial Officer and Company Secretary of the Company, be and

is hereby authorised, severally, to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, as may be considered necessary, desirable and expedient to give effect to this Resolution and/or otherwise considered by them to be in the best interest of the Company.”

11. Appointment of Secretarial Auditors for a consecutive period of five (5) years

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the shareholders be and is hereby accorded for appointment of M/s. Ajay Baroota and Associates, Company Secretaries, Peer Review Certificate No. 2071/2022, proprietor Mr. Ajay Baroota (ICSI Membership No. FCS3495, Certificate of Practice No. 3945), as the Secretarial Auditor of the Company for a period of five (5) consecutive years, commencing on April 1, 2025, until March 31, 2030, to conduct the yearly Secretarial Audit of the Company and to furnish the Secretarial Audit Report.

RESOLVED FURTHER THAT the Board of Directors of the Company and Chief Financial Officer and Company Secretary, be and are hereby authorized to fix the annual remuneration plus applicable taxes and out- of pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors.

RESOLVED FURTHER THAT the Board and Chief Financial Officer and Company Secretary of the Company, be and is hereby authorised, severally, to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, as may be considered necessary, desirable and expedient to give effect to this Resolution and/or otherwise considered by them to be in the best interest of the Company.”

By Order of the Board of Directors
For Tinna Rubber and Infrastructure Limited

Sanjay Kumar Rawat
Company Secretary
Membership No. A23729

Place: New Delhi
Date: August 06, 2025

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

NOTES

1. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts in respect of the business under Item Nos. 5 to 11, set out in the AGM notice above are annexed hereto.
The relevant details, pursuant to Regulations 36 of the SEBI (LODR) Regulations and disclosure requirement in terms of 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 to this notice.
2. The Ministry of Corporate Affairs ('MCA'), inter alia, vide its General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as 'MCA Circulars'), has permitted the holding of the AGM through Video Conferencing ('VC') or through Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue.
Further, the Securities and Exchange Board of India ('SEBI') vide its Circular(s) dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 6, 2023, October 7, 2023 and latest circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 ('SEBI Circulars') and other applicable circulars issued in this regard, has provided relaxations from compliance with certain provisions of the SEBI Listing Regulations.
3. In compliance with the applicable provisions of the Act, SEBI Listing Regulations, MCA Circulars and SEBI Circulars, the 38th AGM of the Company is being held through VC/OAVM on **Friday, September 12, 2025, at 12:30 p.m. (IST)**. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company situated at 6, Tinna House, Sultanpur Mandi Road, Mehrauli, New Delhi-110030, the shareholders attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON ITS BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS READ WITH THE SEBI CIRCULARS, THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE
5. Pursuant to Section 112 and Section 113 of the Act, representatives of the Institutional/corporate shareholders (i.e., other than individuals, HUF, NRIs, etc.), are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorisation etc., authorising their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-Voting. The said Resolution/Authorisation shall be sent by e-mail on Scrutiniser's e-mail address at baroota@rediffmail.com with a copy marked to evoting@nsdl.com.
6. In line with the aforesaid Circulars of MCA & SEBI, the Notice of the AGM along with Annual Report for the FY 2024-25, is being sent ONLY through electronic mode to those members, whose e-mail addresses are registered with the Company/Registrar and Transfer Agent/Depository/Depository Participant and a letter will be sent by the Company to those shareholder(s) who have not registered their email address providing the web-link, including the exact path where complete details of the Annual Report is available.
The Company shall send physical copy of the Annual Report for FY2024-25 to those Members who request for the same at investor@tinna.in or raises request with the Registrar and Transfer Agent info@alankit.com mentioning company name their Folio No./DP ID and Client ID along with address and contact details.
The Annual Report including Notice is also available on the website of the Company at www.tinna.in and on the website of BSE Limited ("BSE") at www.bseindia.com and the National Stock Exchange of India Limited ("NSE") at www.nseindia.com respectively and also on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com
7. 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, 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)
8. The remote e-voting period will begin on Tuesday, September 09, 2025 at 09:00 A.M. (IST) will end on Thursday, September 11, 2025 at 05:00 P.M.(IST). The remote e-Voting module shall be disabled by NSDL for voting thereafter
9. 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.
10. Members can join the AGM through VC/OAVM, which shall be kept open for the members on September 12, 2025 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 01:00 P.M. (IST) on date of AGM.
11. 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.

12. 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., Friday, September 05, 2025 (“Cut-off date”).
13. 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
14. 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@tinna.in at least 7 (seven) days prior to the date of the AGM and the same will be suitably replied by the Company.
15. 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@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.
16. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 06, 2025 to Friday, September 12, 2025 (both days inclusive), in connection with the Annual General Meeting of the Company.
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 or any person authorised by Chairman.
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. www.tinna.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. The Company has fixed Friday, September 05, 2025 as the (“record date”) for determining entitlement of Members to receive dividend for the financial year ended March 31, 2025, if approved by the Members at the ensuing AGM.
The Board of Directors of the Company (“Board”) at its meeting held on May 23, 2025 recommended a final dividend of ₹ 4.00 per equity share of face value of ₹ 10.00 each (40%). Further, the Board has fixed Friday, September 05, 2025 as the Record Date for determining the Members entitled to receive dividend for the Financial Year ended March 31, 2025. The dividend, if approved by the Members at the AGM, will be paid subject to deduction of income-tax at source (“TDS”).
21. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in the Notice or Statement will be available electronically for inspection by the Members before as well as during the AGM. Members seeking to inspect such documents can send an e-mail to investor@tinna.in
22. Pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 issued to the Registrar and Transfer Agents read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, SEBI Circular No. SEBI/ HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, and other related SEBI Circulars, SEBI has mandated that, with effect from April 1, 2024, dividend to the security holders holding shares in physical mode shall be paid only through electronic mode. Such payment to the eligible shareholders holding physical shares shall be made only after they have furnished their PAN, Contact Details (Postal Address with PIN and Mobile Number), Bank Account Details, Specimen Signature, etc., for their corresponding physical folios with the Company or its RTA.
The forms for updation of PAN, KYC, Bank details and Nomination viz. Forms ISR-1, ISR-2, ISR-3 and SH-13 are available on the RTA’s website
We urge Members holding shares in physical form to submit the required forms duly filled up and signed, along with the supporting documents at the earliest to the RTA. Towards this, the Company is sending letters to the Members holding shares in physical form, in relation to applicable SEBI Circular(s). Members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs.
23. Section 124 and 125 of the Companies Act, 2013 and rules made thereunder, any dividend remaining unclaimed with the Company on the expiry of 7 (seven) years from the date of its transfer to the unclaimed / unpaid account, will be transferred to the Investor Education and Protection Fund (IEPF) set up by the Central Government. Further as per the Act/ Rules, all shares in respect of which dividend has not been encashed or claimed for seven consecutive years or more are required to be transferred to IEPF Authorities in the prescribed manner.
Consequent to transfer of member’s shares/dividend as aforesaid, member may claim from IEPF Authority both the unclaimed dividend amount and/or the shares by making an application in prescribed Form IEPF-5 and by sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents enumerated in the Form IEPF - 5.
Please note that no claim shall lie against the Company or its Registrar & Share Transfer Agent in respect of unclaimed dividend amount and shares transferred to IEPF Authority

pursuant to the said Rules.

The shareholders who have unclaimed and unpaid dividends of previous years, i.e., for the years 2021-22, 2022-23 and 2023-24, are requested to contact the Registrar and Transfer Agent for direct credit of dividends into accounts, after following the due process and applicable provisions of laws. During the year there was no unpaid dividend pertaining to the previous financial year due to be transferred to IEPF.

24. SEBI has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA/Company directly and/or through the SEBI SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>)

25. TAX DEDUCTIBLE AT SOURCE / WITHHOLDING TAX

a. Pursuant to Finance Act, 2020 and amended provision of Income Tax Act, 1961, dividend income is taxable in the hands of shareholders w. e. f. April 01, 2020 and the Company/Payee is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the provisions of Income Tax Act, 1961 and amendments thereof.

The shareholders are requested to update their Residential Status and PAN with the Bank /RTA (in case of shares held in physical form) and Depositories (in case of shares held in demat form).

b. A Resident individual shareholder with valid PAN and who is not liable to pay Income Tax can submit a yearly declaration in Form No. 15G / 15H, to avail the benefit

of non-deduction of tax at source. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

c. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents, i.e., No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by submitting the relevant documents / declarations by sending an e-mail or sending the hardcopy of relevant documents / forms which are available on the website of the RTA, to deduct tax at appropriate TDS / withholding tax rate.

d. Documents received by post / courier or from registered e-mail ID will only be accepted. The physical copies of the relevant documents (wherever shareholder is sending hard copy only) may be sent to our RTA at their address mentioned in the annual report. No communication on the tax determination / deduction shall be entertained post Friday, September 05, 2025 i.e. record date.

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

The remote e-voting period begins on Tuesday, September 09, 2025 at 09:00 A.M. and ends on Thursday, September 11, 2025 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. Friday, September 05, 2025, 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 05, 2025.

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 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.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 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.

	<ol style="list-style-type: none"> 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 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. 
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 use your existing my easi username & password. 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. 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. 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 able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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. 1800-21-09911</p>

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 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 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 For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

1. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use 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.**

1. 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.
2. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
3. Now, you will have to click on “Login” button.
4. 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 "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 at 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: evoting@nsdl.com or at telephone no. 022- 48867000.

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@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@tinna.in. If you are an Individual shareholder 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 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

Tinna Rubber and Infrastructure Ltd

questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investor@tinna.in. The same will be replied by the company suitably.

By Order of the Board of Directors
For Tinna Rubber and Infrastructure Limited

Sanjay Kumar Rawat
Company Secretary
Membership No. A23729

Place: New Delhi
Date: August 06, 2025

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

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

The statement pursuant to Section 102(1) of the Companies Act, 2013 for Item Nos. 5 to 11 of the accompanying notice is as under:

ITEM NO. 5:

Mr. Gaurav Sekhri (DIN: 00090676) was appointed as Joint Managing Director of the Company, with the approval of shareholders in the Extra-Ordinary General Meeting held on December 05, 2022 as per recommendations of Nomination and Remuneration Committee and Board of Directors, on the Board of the Company for a term of 3 (three) consecutive years commencing from September 10, 2022 until September 09, 2025.

This is further submitted that the term of Mr. Gaurav Sekhri, will come to end on September 09, 2025, in view of the foregoing the Board of Directors, on the recommendation of Nomination & Remuneration (N&R) Committee in their respective meetings held on May 23, 2025 has considered and approved his re-appointment of Mr. Gaurav Sekhri, as Joint Managing Director on the Board of the Company for term/period of consecutive three (3) years with effect from September 10, 2025 until September 09, 2028 (both days inclusive), liable to retire by rotation, subject to approval of shareholders in ensuing annual general meeting.

The terms of remuneration of aforesaid re-appointment, as duly recommended by the N&R Committee and Board of Directors, subject to approval of shareholders in the ensuing Annual General Meeting shall be as under:-

1. **Period of Remuneration:** The remuneration shall be approved with effect from April 01, 2025 until the completion of tenure, unless recommended for any amendment/revision, subject to approval of shareholders
2. **Remuneration:** upto ₹ 3,30,00,000/- per annum (Rupees Three Crores and Thirty Lakhs only) payable monthly
3. **Performance Bonus:** He will be entitled for annual performance bonus for an equivalent amount not exceeding

20% on the aforesaid remuneration, as per company prevailing policy.

4. **Telephone:** Provision of mobile phone/telephone at the residence will not be considered as perquisite, subject to the applicable provisions of the Income Tax Act/Rules.
5. **Conveyance:** Provision of conveyance for official purpose and the same shall not be considered as perquisite as permissible under the Income Tax Act/Rules.
6. **Perquisites:** He shall be entitled to other benefits/perquisites like gas, electricity, water, re-imbursment of medical benefits for self & family, LTA for self & family, club fee, personal accident insurance & medi-claim insurance & other benefits in terms of the rules and applicable policy of the Company and these benefits / perquisites shall be evaluated as per the Income Tax Act/Rules, wherever applicable.
7. **Benefit which shall not be included in the computation of the ceiling on remuneration:**
 - (a) contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961 (43 of 1961);
 - (b) gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
 - (c) encashment of leave at the end of the tenure.
8. **Remuneration in case of no profit/inadequacy of profit:** In case there are no profits or profits are inadequate in the company during the currency of the tenure, his remuneration shall be governed by Schedule V of the Act as amended from time to time.
9. **Sitting fees for attending the meetings:** He shall not be paid sitting fees for attending the meetings of the Board/Committees thereof.

Additional information as required under proviso (iv) of Clause (B) of Section II of Part II of Schedule V of the Companies Act, 2013, as amended, are mentioned as under:-

<i>Particulars</i>	<i>Description</i>
General Information	
Nature of Industry	Tinna Rubber and Infrastructure Limited is a player in India's tyre recycling industry. The company processes end-of-life tyres into high-value products such as crumb rubber, micronized rubber powder, and reclaimed steel, which are utilized in road construction and various rubber applications. With a strong focus on sustainability, Tinna specializes in manufacturing recycled rubber products while also offering infrastructure development services to serve diverse industrial sectors. It has one of the most diverse product portfolios globally, among companies using waste tyre as a feedstock. Being one of the largest recyclers of ELT in India, its differentiated business model enables the transformation of ELT into a diverse range of products with applications across multiple end user industries.
Date or expected date of commencement of commercial production	Established in 1987, The Company is a player in India's tyre recycling industry since long time.
In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable

Financial Performance based on given indicators	Please refer to the Directors Report and Audited Financial Statements for detailed disclosure
Foreign Investments and Collaborations	The Company have a foreign subsidiary namely "Global Recycle LLC, Oman", another foreign subsidiary namely "Tinna Rubber Arabia Ltd, Saudi Arabia" and a Joint Venture namely "Mbodla Investments (Pty) Ltd in collaboration with a South African JV Partner namely Lionshare Holdings (Pty) Ltd
Information about Gaurav Sekhri	
Background Details / Recognition or awards / job profile and suitability	Mr. Gaurav Sekhri is one of the promoter and Joint Managing Director of the company. He has experience of over 23 years in trading business. He possesses key expertise in the business of commodity trading and other business verticals, including cargo handling operations & warehousing. He is visionary leader under whose leadership the company has achieved enviable growth. He has been the driving force in successful implementation of various initiatives and strategies.
Past remuneration	₹ 290.00 Lakhs paid as remuneration during the financial year ended March 31, 2025.
Job profile and his suitability	He is Joint Managing Director of the Company
Remuneration proposed	As mentioned above in the Item No. 5 of Explanatory Statement.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:	Taking into consideration the size of the Company, the nature of the industry, the profile, knowledge, skills and experience of Mr. Gaurav Sekhri, the above proposed remuneration is commensurate and comparable with the remuneration drawn by Executive Director in similar capacities in other companies in the rubber and related industry.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel:	Mr. Gaurav Sekhri holds 1,32,600 Equity Shares & does not have any other pecuniary relationship with the company, except his mother and son holding office or place of profit in the Company. He is not related to any Director or Managerial Personnel of the Company except Mr. Bhupinder Kumar Sekhri, Chairman cum Managing Director of the Company
Other Information	
Reasons of loss or inadequate profits	Profits are likely to be inadequate, due to challenging business environment in the automobile industry in general and in the rubber goods manufacturing industry in particular.
Steps taken or proposed to be taken for improvement	The management will take all necessary steps as per prevailing market conditions in the best interest of the Company

The details pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are annexed to the notice as "Appendix - A"

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution, except Mr. Bhupinder Kumar Sekhri, Managing Director and Mr. Gaurav Sekhri, Joint Managing Director and their relatives may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

Accordingly, the Board seeks the approval of shareholders by way of the Special Resolution for matter set out at Item No. 5 of the Notice.

ITEM NO.6:

Shri Bhupinder Kumar Sekhri (DIN: 00087088) is the principal promoter and Managing Director of your company. He has been the driving force in successful implementation of various initiatives and strategies, which positioned the company to this level. He was re-appointed as Managing Director of the Company for a consecutive period of 3 year with effect from April 01, 2025, by shareholders through postal ballot notice on March 14, 2025 with the existing terms of remuneration.

The Board of Directors, on the recommendation of Nomination

& Remuneration (N&R) Committee in their respective meetings held on May 23, 2025 has considered and approved the terms Remuneration of Mr. Bhupinder Kumar Sekhri, subject to approval of shareholders in ensuing annual general meeting.

The principal terms of revision of managerial remuneration of Mr. Bhupinder Kumar Sekhri are as under:

- 1. Period of Remuneration:** The remuneration shall be approved with effect from April 01, 2025 until the completion of tenure, unless recommended for any amendment/revision, subject to approval of shareholders
- 2. Remuneration:** upto ₹ 4,62,00,000/- per annum (Rupees Four Crore and Sixty Two Lacs only), payable monthly
- 3. Performance Bonus:** He will be entitled for annual performance bonus for an equivalent amount not exceeding 20% on the aforesaid remuneration, as per company prevailing policy.
- 4. Telephone:** Provision of mobile phone/telephone at the residence will not be considered as perquisite, subject to the applicable provisions of the Income Tax Act/Rules.
- 5. Conveyance:** Provision of conveyance for official purpose and the same shall not be considered as perquisite as permissible under the Income Tax Act/Rules.
- 6. Perquisites:** He shall be entitled to other benefits/perquisites like gas, electricity, water, re-imbursment of medical benefits for self & family, LTA for self & family, club

fee, personal accident insurance & medi-claim insurance & other benefits in terms of the rules and applicable policy of the Company and these benefits / perquisites shall be evaluated as per the Income Tax Act/Rules, wherever applicable.

7. Benefit which shall not be included in the computation of the ceiling on remuneration:

- (a) contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961 (43 of 1961);

- (b) gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
(c) encashment of leave at the end of the tenure.

8. Remuneration in case of no profit/inadequacy of profit:

In case there are no profits or profits are inadequate in the company during the currency of the tenure, his remuneration shall be governed by Schedule V of the Act as amended from time to time.

9. Sitting fees for attending the meetings:

He shall not be paid sitting fees for attending the meetings of the Board/Committees thereof.

Additional information as required under proviso (iv) of Clause (B) of Section II of Part II of Schedule V of the Companies Act, 2013, as amended, are mentioned as under:-

Particulars	Description
General Information	
Nature of Industry	Tinna Rubber and Infrastructure Limited is a player in India's tyre recycling industry. The company processes end-of-life tyres into high-value products such as crumb rubber, micronized rubber powder, and reclaimed steel, which are utilized in road construction and various rubber applications. With a strong focus on sustainability, Tinna specializes in manufacturing recycled rubber products while also offering infrastructure development services to serve diverse industrial sectors. It has one of the most diverse product portfolios globally, among companies using waste tyre as a feedstock. Being one of the largest recyclers of ELT in India, its differentiated business model enables the transformation of ELT into a diverse range of products with applications across multiple end user industries.
Date or expected date of commencement of commercial production	Established in 1987, The Company is a player in India's tyre recycling industry since long time.
In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
Financial Performance based on given indicators	Please refer to the Directors Report and Audited Financial Statements for detailed disclosure
Foreign Investments and Collaborations	The Company have a foreign subsidiary namely "Global Recycle LLC, Oman" , another foreign subsidiary namely "Tinna Rubber Arabia Ltd, Saudi Arabia" and a Joint Venture namely "Mbodla Investments (Pty) Ltd in collaboration with a South African JV Partner namely Lionshare Holdings (Pty) Ltd
Information about Bhupinder Kumar Sekhri	
Background Details / Recognition or awards / job profile and suitability	Shri Bhupinder Kumar Sekhri is the principal promoter and Managing Director of your company. He has been the driving force in successful implementation of various initiatives and strategies, which positioned the company to this level.
Past remuneration	₹ 420.00 Lakhs paid as remuneration during the financial year ended March 31, 2025.
Job profile and his suitability	He is Chairman and Managing Director of the Company
Remuneration proposed	As mentioned above in the Item No. 6 of Explanatory Statement.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:	Taking into consideration the size of the Company, the nature of the industry, the profile, knowledge, skills and experience of Mr. Bhupinder Kumar Sekhri, the above proposed remuneration is commensurate and comparable with the remuneration drawn by Executive Director in similar capacities in other companies in the rubber and related industry.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel:	Mr. Bhupinder Kumar Sekhri holds 4,04,924 equity shares directly and 1,02,511 equity shares indirectly through Bhupinder Sekhri & Sons HUF, in the company; he does not have any other pecuniary relationship with the company, except his wife holding office or place of profit in the Company. He is not related to any Director or Managerial Personnel of the Company except Mr. Gaurav Sekhri, Joint Managing Director of the Company
Other Information	

Reasons of loss or inadequate profits	Profits are likely to be inadequate, due to challenging business environment in the automobile industry in general and in the rubber goods manufacturing industry in particular.
Steps taken or proposed to be taken for improvement	The management will take all necessary steps as per prevailing market conditions in the best interest of the Company

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution, except Mr. Bhupinder Kumar Sekhri, Managing Director and Mr. Gaurav Sekhri, Joint Managing Director and their relatives may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

Accordingly, the Board seeks the approval of shareholders by way of the Special Resolution for matter set out at Item No. 6 of the Notice.

ITEM NO. 7:

Mr. Subodh Kumar Sharma (DIN: 08947098), Whole time Director and Chief Operating Officer of the Company, is a dynamic professional and having rich experience in field of Sales & Marketing admin, Operations, and expertise in Recycled Rubber Products to Tyres and Non-Tyre rubber Industries and also handle and provide other valuable services to organization. He was re-appointed as Whole time Director of the Company for a consecutive period of 3 year with effect from November 04, 2023.

The Board of Directors, on the recommendation of Nomination & Remuneration Committee in their respective meetings held on May 23, 2025 has considered and approved the terms of Remuneration of Mr. Subodh Kumar Sharma, in supersession to all the earlier resolutions passed in the annual general meeting held on August 02, 2024 in this matter, subject to approval of shareholders in ensuing annual general meeting.

The principal terms of revision of managerial remuneration of Mr. Subodh Kumar Sharma are as under:

- 1. Period of Remuneration:** The remuneration shall be approved with effect from April 01, 2025 until the completion of tenure, unless recommended for any amendment/revision, subject to approval of shareholders
- 2. Remuneration:** upto ₹ 55,80,000 per annum (Rupees Fifty Five Lacs and Eighty Thousands only)

- 3. Performance Bonus:** He will be entitled for annual performance bonus for an equivalent amount not exceeding 20% on the aforesaid remuneration, as per company prevailing policy.
- 4. Telephone:** Provision of mobile phone/telephone at the residence will not be considered as perquisite, subject to the applicable provisions of the Income Tax Act/Rules.
- 5. Conveyance:** Provision of conveyance for official purpose and the same shall not be considered as perquisite as permissible under the Income Tax Act/Rules.
- 6. Perquisites:** He shall be entitled to other benefits/perquisites like gas, electricity, water, re-imbursment of medical benefits for self & family, LTA for self & family, club fee, personal accident insurance & medi-claim insurance & other benefits in terms of the rules and applicable policy of the Company and these benefits / perquisites shall be evaluated as per the Income Tax Act/Rules, wherever applicable.
- 7. Benefit which shall not be included in the computation of the ceiling on remuneration:**
 - (a) contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961 (43 of 1961);
 - (b) gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
 - (c) encashment of leave at the end of the tenure.
- 8. Remuneration in case of no profit/inadequacy of profit:** In case there are no profits or profits are inadequate in the company during the currency of the tenure, his remuneration shall be governed by Schedule V of the Act as amended from time to time.
- 9. Sitting fees for attending the meetings:** He shall not be paid sitting fees for attending the meetings of the Board/ Committees thereof.

Additional information as required under proviso (iv) of Clause (B) of Section II of Part II of Schedule V of the Companies Act, 2013, as amended, are mentioned as under:-

Particulars	Description
General Information	
Nature of Industry	Tinna Rubber and Infrastructure Limited is a player in India's tyre recycling industry. The company processes end-of-life tyres into high-value products such as crumb rubber, micronized rubber powder, and reclaimed steel, which are utilized in road construction and various rubber applications. With a strong focus on sustainability, Tinna specializes in manufacturing recycled rubber products while also offering infrastructure development services to serve diverse industrial sectors. It has one of the most diverse product portfolios globally, among companies using waste tyre as a feedstock. Being one of the largest recyclers of ELT in India, its differentiated business model enables the transformation of ELT into a diverse range of products with applications across multiple end user industries.
Date or expected date of commencement of commercial production	Established in 1987, The Company is a player in India's tyre recycling industry since long time.

In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
Financial Performance based on given indicators	Please refer to the Directors Report and Audited Financial Statements for detailed disclosure
Foreign Investments and Collaborations	The Company have a foreign subsidiary namely “Global Recycle LLC, Oman” , another foreign subsidiary namely “Tinna Rubber Arabia Ltd, Saudi Arabia” and a Joint Venture namely “Mbodla Investments (Pty) Ltd in collaboration with a South African JV Partner namely Lionshare Holdings (Pty) Ltd
Information about Subodh Kumar Sharma	
Background Details / Recognition or awards / job profile and suitability	Mr. Subodh Kumar Sharma, Whole time Director and Chief Operating Officer of the Company, is a dynamic professional and having rich experience in field of Sales & Marketing admin, Operations, and expertise in Recycled Rubber Products to Tyres and Non-Tyre rubber Industries and also handle and provide other valuable services to organization
Past remuneration	₹ 53.71 Lakhs paid as remuneration during the financial year ended March 31, 2025.
Job profile and his suitability	He is Whole time Director and Chief Operating Officer of the Company
Remuneration proposed	As mentioned above in the Item No. 7 of Explanatory Statement.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:	Taking into consideration the size of the Company, the nature of the industry, the profile, knowledge, skills and experience of Mr. Subodh Kumar Sharma, the above proposed remuneration is commensurate and comparable with the remuneration drawn by Executive Director in similar capacities in other companies in the rubber and related industry.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel:	Mr. Subodh Kumar Sharma doesn't holds any Equity Shares in the Company & does not have any other pecuniary relationship with the company, except his wife holding office or place of profit in the Company. Mr. Subodh Kumar Sharma is not related to any Director or Managerial Personnel of the Company
Other Information	
Reasons of loss or inadequate profits	Profits are likely to be inadequate, due to challenging business environment in the automobile industry in general and in the rubber goods manufacturing industry in particular.
Steps taken or proposed to be taken for improvement :	The management will take all necessary steps as per prevailing market conditions in the best interest of the Company

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution, except Mr. Subodh Kumar Sharma and his relatives may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

Accordingly, the Board seeks the approval of shareholders by way of the Special Resolution for matter set out at Item No. 7 of the Notice.

ITEM NO. 8:

The Board of Directors, considering the guidance provided by the Independent Directors in the growth trajectory of the Company and as a token of appreciation for their efforts, on the recommendation of Nomination and Remuneration (N&R) Committee, in their respective meetings held on May 23, 2025 pursuant to the provisions of Section 149(6), 197, 198 and any other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and Regulation 17(6) of SEBI (LODR) Regulations, 2015, other applicable provisions, as amended, has approved the remuneration to the Non-Executive, Independent Directors of the Company, for an amount not exceeding up to 0.25% of the net profit of the financial year ended on March 31, 2025, subject to further approval of shareholders in ensuing annual general meeting.

This is further submitted that Board and/or N&R Committee shall

have the liberty and authority to decide and finalize the periodicity and remuneration to be paid to each of the independent director as may be mutually with respective independent directors, so as not to exceed the limits specified herein above, without any further approval of the members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise in the resolution, except Mr. Sanjay Kumar Jain, Independent Director, Non-Executive and his relatives may be deemed to be interested to the extent of their shareholding in the Company. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

Accordingly, the Board seeks the approval of shareholders by way of the Special Resolution for matter set out at Item No. 8 of the Notice.

ITEM NO. 9:

This is submitted that the provisions of Section 188(I)(f) of the Companies Act, 2013 that govern the related party’s appointment and remuneration thereof to any office or place of profit in the company, its subsidiary company or associate company.

Mrs. Shobha Sekhri, wife of Mr. Bhupinder Kumar Sekhri, Managing Director and Promoter of the Company and mother of Mr. Gaurav Sekhri, Joint Managing Director of the Company, was appointed as officers and holding a place of profit under Section

188(I)(f) of the Companies Act, 2013 read with Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules' 2014 and any other applicable provisions of the Act (including any statutory modifications(s) or re-enactment thereof, for the time being in force) at a monthly salary of ₹ 3,50,000/- per month.

In terms of applicable provisions of the Act, the Salary of Mrs. Shobha Sekhri is proposed to be increased to ₹ 3,85,000/- per month with effect from April 01, 2025, plus perquisites, retiral and other benefits, in accordance with prevailing company policies, on the basis of recommendation of the Audit Committee and Board of Directors duly approved in their respective meetings held on May 23, 2025, considering the annual appraisal process carried out by the Company; and further require, the approval of the members of the Company in the event of increase in salary in excess of the aforesaid limit.

Except Mr. Bhupinder Kumar Sekhri, Managing Director and Mr. Gaurav Sekhri, Joint Managing Director and their relatives and shareholders/relatives forming promoter group to the extent of their shareholding in the Company, none of the other Directors, Key Managerial Personnel or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

Accordingly, the Board seeks the approval of shareholders by way of the Ordinary Resolution for matter set out at Item No. 9 of the Notice.

ITEM NO. 10:

Pursuant to Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company is required to audit its cost accounts relating to such products manufactured by the Company covered under the Central Excise Tariff Act, 1985, as prescribed under Section 148 of the Act and the Companies (Cost Records and Audit) Rules, 2014, conducted by a Cost Accountant.

Based on the recommendation of the Audit Committee, the Board had, at its meeting held on May 23, 2025, approved the re-appointment of M/s Pant S. & Associates, Cost Accountants (Firm Registration Number No. 101402) as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company, pertaining to the relevant products, for FY 25-26 at a remuneration of ₹ 75,000/- (Rupees Seventy Five Thousands Only) plus applicable taxes, out-of-pocket and other expenses. In accordance with the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, ratification for the remuneration payable to the Cost Auditors to audit the cost records of the Company for the said financial year by way of an Ordinary Resolution is being sought from the Members.

M/s Pant S. & Associates, have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. They have vast experience in the field of cost audit, they have been empaneled by the Institute (ICAI-CMA), AHPI & DMA for Analyzing and developing best practices of costing system in hospitals; and empaneled by Special Task Force of Uttar Pradesh Government for "Special Audit on fraud detection" at Pashchimanchal Vidyut Vitran Nigam Ltd. Their partners are empaneled with various Trade Associations/ Institutions, Autonomous Bodies and Government establishments. They has core strength in Cost optimization/ Cost Reduction and to develop a good Costing system for the Corporate; and have conducted the audit of the cost records of the Company for previous years under the provisions of the Act.

None of the Directors, Key Managerial Personnel of the Company

or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

Accordingly, the Board seeks the approval of shareholders by way of the Ordinary Resolution for matter set out at Item No. 10 of the Notice.

ITEM NO. 11:

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ('the Act'), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's report, prepared under Section 134(3) of the Act.

Furthermore, pursuant to recent amendments to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), every listed entity and its material Subsidiaries in India are required to conduct Secretarial Audit and annex the Secretarial Audit Report to its annual report.

Additionally, a listed entity must appoint a Secretarial Audit firm for a maximum of two (2) terms of five (5) consecutive years, with shareholders' approval to be obtained at the Annual General Meeting. Accordingly, based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on May 23, 2025, has approved the appointment of M/s. Ajay Baroota and Associates, Company Secretaries, Peer Review Certificate No. 2071/2022, proprietor Mr. Ajay Baroota (ICSI Membership No. FCS3495, Certificate of Practice No. 3945), as the Secretarial Auditor of the Company for a period of five (5) consecutive years, commencing on April 1, 2025, until March 31, 2030, subject to approval of the Members at the Annual General Meeting.

Furthermore, in terms of the amended regulations, M/s. Ajay Baroota and Associates has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate. M/s. Ajay Baroota and Associates has confirmed that they are not disqualified from being appointed as Secretarial Auditors and that they have no conflict of interest. M/s. Ajay Baroota and Associates has further furnished a declaration that they have not taken up any prohibited non-secretarial audit assignments for the Company, its holding and subsidiary companies.

M/s. Ajay Baroota and Associates is having a rich experience in the disciplines of Company Law, Corporate Laws, FEMA, Security Laws etc. and provide complete Advisory and Consultancy in the areas of Company Law, Corporate Laws, Economic Legislations & Finance etc., including appearing in National Company Law Tribunal, Securities Appellate Authority, Consumer Forums etc., The specific activities are as enumerated hereafter. They have conducted the secretarial audit of the Company for previous years under the provisions of the Act.

The terms and conditions of the appointment of M/s. Ajay Baroota and Associates include a tenure of five (5) consecutive years, commencing from April 1, 2025 upto March 31, 2030 at a remuneration of upto ₹1,00,000/- (Rupee One Lakh only) for FY 25-26 and as may be mutually agreed between the Board and the Secretarial Auditors for subsequent years.

Additional fees for statutory certifications and other professional services will be determined separately by the management, in consultation with M/s. Ajay Baroota and Associates, and will be

subject to approval by the Board of Directors and/ or the Audit Committee. M/s. Ajay Baroota and Associates has provided its consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

Accordingly, the Board seeks the approval of shareholders by way of the Ordinary Resolution for matter set out at Item No. 11 of the Notice.

By Order of the Board of Directors
For Tinna Rubber and Infrastructure Limited

Sanjay Kumar Rawat
Company Secretary
Membership No. A23729

Place: New Delhi
Date: August 06, 2025

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

“Appendix – A”
DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT/APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING [Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India]:

Name of the Director	Mr. Gaurav Sekhri	Mr. Subodh Kumar Sharma
Director Identification Number	00090676	08947098
Designation / Category of Director	Managing Director, Executive Director	Whole time Director, Executive Director
Age	December 02, 1972 (53 Years)	October 17, 1972 (53 Years)
Date of first appointment on the Board	October 03, 2018	November 04, 2020
Qualification	Graduate	Graduate
Expertise in specific functional area	Business Leadership, Risk Management, Finance and Operations	Risk Management, Sales & Marketing and Operations
Terms and Conditions of Re-appointment/ Appointment	Re-appointment as Joint Managing Director for second term with effect from September 10, 2025 for a consecutive period of three years, Liable to retire by rotation on such remuneration and terms & conditions as mentioned item no. 5 in the explanatory statement	Director liable to retire by rotation
Directorships of the Boards of other company(ies) including equity listed companies and excluding foreign companies	<u>Listed Company(ies) –</u> 1. Fratelli Vineyards Limited (Erstwhile known as Tinna Trade Limited) <u>Unlisted Company(ies) –</u> 1. Fratelli Wines Private Limited 2. BGK Infratech Private Limited 3. TP Buildtech Private Limited 4. Guru Infratech Private Limited 5. Tinna Tradefin Limited (Erstwhile known as Tripat Ventures Limited) 6. B S Farms and Properties Private Limited	Nil
Shareholding in the Company as on the date of notice	1,32,600 Equity Shares (0.74%)	Nil
Relationship with other Directors / Key Managerial Personnel inter-se	Mr. Gaurav Sekhri, is the son of Mr. Bhupinder Kumar Sekhri, Managing Director	Nil
Remuneration:- - Last drawn - Sought to be paid	₹ 290.00 Lakh (FY 2024-25) As per the term and conditions mentioned in item no. 5 in the explanatory statement of this notice	₹ 53.71 Lakh (FY 2024-25) As per the term and conditions mentioned in item no. 7 in the explanatory statement of this notice
Number of meetings of the Board attended during the financial year 2024-25	7 out of 7 (100%)	7 out of 7 (100%)
Membership/Chairmanship of the statutory Committees of the Board as on the date of notice	Nil	Nil