

AJAY BAROOTA & ASSOCIATES

COMPANY SECRETARIES

204, NIDHI PLAZA, PLOT NO. 8, L.S.C., NEAR SHAKTI NAGAR UNDER BRIDGE, DELHI-110052
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Ajay Baroota

M.Com., LL.B., FCS

Secretarial compliance report of Tinna Rubber And Infrastructure Limited for the year ended 31st March, 2019

We Ajay Baroota & Associates having office at 204, Nidhi Plaza, Plot No. 8, LSC, near Shakti Nagar Under bridge, Delhi-110052 have examined:

- (a) all the documents and records made available to us and explanation provided by *Tinna Rubber And Infrastructure Limited (the listed Entity)*
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable during the period under review) .
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable during the period under review)



- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable during the period under review)
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable during the period under review)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, *except*

- Pursuant to regulation 14 of SEBI ((LODR), Regulations, 2015, annual listing fee for Calcutta Stock Exchange is yet to be paid by the listed entity.
- Notice/intimation pursuant to regulation 29 of SEBI ((LODR), Regulations, 2015, for Board Meeting scheduled for 09th Feb, 2019 where financial results were discussed (for the quarter ended 31st December, 2018) was given to the Stock Exchange(s) in time on 31st January, 2019, however Notice pursuant to regulation 47(1) (a) for the same was published on 06th February, 2019.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/guidelines issued thereunder:

Sr. No.	Action Taken by	Details of Violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ Remarks of the Practicing Company Secretary, if any
		NIL		



(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
		NOT APPLICABLE		

Place: Delhi

Date: 29-05-2019



For Ajay Baroota & Associates
Company Secretaries

For Ajay Baroota & Associates
Company Secretaries

CS AJAY BAROOTA

Prop Ajay Baroota
FCS No.: 3495
C P No.: 3945

Note on Scheme

As per information & details provided by the Company, it is to be pointed out that the Company entered into the Scheme of Arrangement (Demerger) with Tinna Trade Limited (TTL) (wholly owned subsidiary) & the Scheme was approved by the Hon'ble National Company Law Tribunal, New Delhi vide its Order dated 15th December, 2017. The said Order was filed with the Registrar of Companies, New Delhi on 22nd Jan, 2018. In the process of giving effect to the Scheme TTL ceased to be subsidiary of the Company.

