

Date: July 11, 2024

To,
The Manager (Dept. of Corporate Services)
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001.

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

Scrip Code: 530475

ISIN: INE015C01016

Subject: Intimation of 37th Annual General Meeting for the F. Y. 2023-24.

We are pleased to inform you that the 37th Annual General Meeting (“37th AGM”) of the Members of Tinna Rubber And Infrastructure Limited is scheduled to be held on Friday, August 2, 2024 at 11:00 A.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 37th AGM in compliance with the applicable provisions of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other relevant circulars issued by the MCA and the SEBI, from time to time.

The Company is providing remote e-voting and e-voting facility at 37th 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, July 26, 2024 may cast their votes electronically on the resolutions included in the Notice of 37th AGM. The remote e-voting shall commence from 09:00 a.m. (IST) on Tuesday, July 30, 2024 and shall end at 05:00 p.m. (IST) on Thursday, August 1, 2024. 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 37th 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 37th AGM of the Company for the Financial Year 2023- 24.

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

Kindly take the same on record

For **TINNA RUBBER AND INFRASTRUCTURE LIMITED**

Sanjay Kumar Rawat
Company Secretary
M. No. ACS23729

Enclosure: as above

NOTICE

Notice is hereby given that the Thirty Seventh (37th) Annual General Meeting (“AGM”) of the shareholders of Tinna Rubber and Infrastructure Limited (“the Company”) will be held on Friday, August 02, 2024 at 11:00 A. M. IST through electronic mode [Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)] to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone Financial Statements of the Company together with the reports of the Board of Directors and Auditors thereon for the financial year ended March 31, 2024 and Audited Consolidated Financial Statements of the Company together with the report of the Auditors thereon for the Financial Year ended March 31, 2024.
2. To confirm the interim dividend of Rs. 3.00/- (30%) per equity share paid during the year and declare the final dividend of Rs. 2.00/- (20%) per equity share for the financial year 2023-24
3. To appoint a Director in place of Mr. Bhupinder Kumar Sekhri (DIN: 00087088), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Approval of Appointment of Cost Auditors of 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 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the appointment of M/s Pant S. & Associates (Firm Registration Number No. 101402) as Cost Auditors of the Company, duly appointed by the Board of Directors on the recommendation of the Audit Committee, to conduct the audit of the cost records of the Company for the Financial Year 2024-25, at a remuneration of Rs. 75,000/- (Rupees Seventy Five Thousand only) plus service tax as applicable and reimbursement of actual travel and out of pocket expenses, be and is hereby approved.

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.”

5. Appointment of Mr. Vaibhav Dange (DIN:03608571), as an Independent Director, in the category of Non-Executive Director.

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 149, 150, 152, 161(1) and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) & other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors Mr. Vaibhav Dange (DIN: 03608571), who has been appointed as an Additional Director of the Company in the capacity of Non-Executive Independent Director with effect from May 03, 2024 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and who is eligible for appointment, be and is hereby appointed as an Independent Director, in the category of Non-Executive Director, of the Company to hold office for the first term of five consecutive years with effect from May 03, 2024 to May 02, 2029 and whose office shall not be liable to retire by rotation, on such terms and conditions as detailed in the explanatory statement annexed hereto.

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.”

6. 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 remuneration of Rs. 4,20,00,000 per annum (Rupees Four Crore and Twenty Lacs only) to Mr. Bhupinder Kumar

Sekhri (DIN: 00087088), Chairman and Managing Director or 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, on such terms and conditions as detailed in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT Mr. Bhupinder Kumar Sekhri, Managing Director will also be entitled for the reimbursement of travelling, boarding and lodging 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, as may be available to any other Senior Management of the Company, subject to that perquisites shall be calculated as per prevailing Income Tax provisions and shall form part of Remuneration if so required.

RESOLVED FURTHER THAT upon recommendation of the Nomination and Remuneration Committee, the Board of Directors may alter, vary and modify the terms and conditions of the said remuneration, 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment(s) and/or any statutory modification(s) thereto, as may be agreed to between the Company and Mr. Bhupinder Kumar Sekhri.

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.”

7. Remuneration 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 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 remuneration of Rs. 3,00,00,000 per annum (Rupees Three Crores only) to Mr. Gaurav Sekhri (DIN: 00090676), Joint Managing Director or 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, on such terms and conditions as detailed in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT Mr. Gaurav Sekhri, Joint Managing Director will also be entitled for the reimbursement of travelling, boarding and lodging 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, as may be available to any other Senior Management of the Company, subject to that perquisites shall be calculated as per prevailing Income Tax provisions and shall form part of Remuneration if so required.

RESOLVED FURTHER THAT upon recommendation of the Nomination and Remuneration Committee, the Board of Directors may alter, vary and modify the terms and conditions of the said remuneration, 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment(s) and/or any statutory modification(s) thereto, as may be agreed to between the Company and Mr. Gaurav Sekhri.

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.”

8. 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 a remuneration not exceeding Rs. 47,53,000 (Rupees Forty Seven Lacs and Fifty Three Thousands only), per annum to Mr. Subodh Kumar Sharma (DIN: 08947098), Whole time Director or 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, on such terms and conditions as detailed in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT Mr. Subodh Kumar Sharma, Whole time Director will also be entitled for the reimbursement of travelling, boarding and lodging 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, as may be available to any other Senior Management of the

company, subject to that perquisites shall be calculated as per prevailing Income Tax provisions and shall form part of Remuneration if so required.

RESOLVED FURTHER THAT upon recommendation of the Nomination and Remuneration Committee, the Board of Directors may alter, vary and modify the terms and conditions of the said remuneration, 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment(s) and/or any statutory modification(s) thereto, as may be agreed to between the Company and Mr. Subodh Kumar Sharma.

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. Remuneration of Mr. Sanjay Kumar Jain (DIN: 01014176), Independent 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 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 members of the Company be and is hereby accorded for the payment of Rs. 10,00,000/- (Rupees Ten Lakh Only) to Mr. Sanjay Kumar Jain (DIN: 01014176), Non-Executive, Independent Director of the Company, as remuneration by way of professional fee for services rendered/to be rendered, which is likely to exceed fifty percent of the total annual remuneration, if any, payable to all the Non-Executive Directors of the Company for the financial year 2024-25.

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.”

10. 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 Rs. 3,50,000/- per month (Rupees Three Lakh and Fifty Thousand Only), to Mrs. Shobha Sekhri, holding an office or place of profit in the company, and such other perquisites in accordance with the 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."

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

**Sd/-
Sanjay Kumar Rawat
Company Secretary
Membership No. A23729**

Place: New Delhi
Date: July 02, 2024

Regd. Office Address: Tinna House, No. 6,
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. 4 to 10, set out in the AGM notice above are annexed hereto.
2. The relevant details, pursuant to Regulations 36(3) of the SEBI (LODR) Regulations and 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.
3. Pursuant to the General Circular No. 09/2023 dated 25 September 2023 issued by Ministry of Corporate Affairs ("MCA") read together with previous circulars issued by the MCA in this regard (collectively to be referred to as "MCA Circulars") and Circular No. CFD-PoD-2/P/CIR/2023/167 dated 07 October 2023 issued by the Securities and Exchange Board of India ("SEBI") read together with other circulars issued by SEBI in this regard (collectively to be referred to as "SEBI Circulars"), Companies are allowed to hold Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), without the physical presence of Members at a common venue till 30 September 2024. Hence, in compliance with the said circulars and provisions of the Companies Act, 2013 (the "Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC/OAVM
4. In accordance with the aforesaid Guidelines and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual General Meeting (AGM) of the Company is being conducted through VC/OAVM which does not require physical presence of shareholders at a common venue.
5. The shareholders attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum. The deemed venue for the AGM shall be the Registered Office of the Company.
6. In terms of the MCA and SEBI Circulars as mentioned above, physical attendance of Members at the AGM and appointment of proxies has been dispensed with. Accordingly, the Attendance Slip, Proxy Form and Route Map are not annexed to this Notice. As the meeting is held through VC/OVAM, appointment of proxy to attend and cast vote on behalf of the member are not available. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Member may be appointed for the purpose of casting vote through the remote e-voting prior to the AGM, participation in the AGM through VC/OAVM facility and for e-voting during the AGM
7. In line with the Circulars of MCA & SEBI, the Notice of the AGM along with Annual Report is being sent by e-mail to all those members, whose e-mail IDs have been registered with the Company's RTA/ Depository Participant. Annual Report including Notice are 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 also on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com

8. 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, dated 09 December 2020, 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)
9. The remote e-voting period will begin on Tuesday, July 30, 2024 at 09:00 A.M. (IST) will end on Thursday, August 01, 2024 at 05:00 P.M.(IST). The remote e-Voting module shall be disabled by NSDL for voting thereafter
10. 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.
11. Members may join the AGM through VC/OAVM, which shall be kept open for the members on August 02, 2024 from 10:45 A.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 11:30 A.M. (IST) on date of AGM.
12. 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.
13. 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., July 26, 2024 (“Cut-off date”).
14. 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
15. 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.

16. 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.

- The Register of Members and Share Transfer Books of the Company will remain closed from
17. Saturday, July 27, 2024 to Friday, August 02, 2024 (both days inclusive), in connection with the Annual General Meeting of the Company.

- 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 of the Meeting.
- 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 July 26, 2024 as the ("record date") for determining entitlement of Members to receive dividend for the financial year ended March 31, 2024, if approved by the Members at the AGM.
- 21.

- As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this members holding shares in physical form are requested to consider converting their holding to dematerialised form.
- 22.

- As per the provisions of Section 72 of the Act, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 to the Company's Registrar and Transfer Agent ('RTA') in case the shares are held by them in physical form, quoting their folio number and are requested to submit the said details to their Depository Participants in case the shares are held by them in electronic form.
- 23.

24. 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 Suspense Account 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.

The shareholders who have not encashed their Dividend Warrants, if any, or received dividend of previous periods, 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.

Company shall with a view to comply with the requirements of the said Rules, transfer the shares to the IEPF suspense account by the due date as per procedure stipulated in the Rules. 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.

25. TAX DEDUCTIBLE AT SOURCE / WITHHOLDING TAX

- a. Pursuant to Provision of Income Tax Act, 1961, dividend income is taxable in the hands of shareholders w. e. f. April 01, 2020 and the Bank/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 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 July 26, 2024 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, July 30, 2024 at 09:00 A.M. and ends on Thursday, August 01, 2024 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. July 26, 2024, 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 July 26, 2024.

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 in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 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. 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 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. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. 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 user your existing my easi username & password. 2. 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. 3. 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. 4. 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 also 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
Individual Shareholders holding securities in demat mode with NSDL	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
Individual Shareholders holding securities in demat mode with CDSL	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 22 55 33

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) Individual Shareholders holding securities in demat mode with CDSL	<p>8 Character DP ID followed by 8 Digit Client ID</p> <p>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.</p>

<p>b) For Members who hold shares in demat account with CDSL.</p>	<p>16 Digit Beneficiary ID</p> <p>For example if your Beneficiary ID is 12***** then your user ID is 12*****</p>
<p>c) For Members holding shares in Physical Form.</p>	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>

5. 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.**

6. 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.

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- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.
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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 also “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 on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at pallavid@nsdl.com

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 shareholders 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 in order 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 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**

**Sd/-
Sanjay Kumar Rawat
Company Secretary
Membership No. A23729**

Place: New Delhi
Date: July 02, 2024

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

ANNEXURE TO NOTICE 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. 4 to 10 of the accompanying notice is as under:

ITEM NO. 4

The Board of Directors of the Company, on the recommendation of the Audit Committee, in their meeting held on May 27, 2024, has considered and approved the appointment of M/s Pant S. & Associates (Firm Registration Number No. 101402), Cost Auditors of the Company for the financial year 2024-25 at a remuneration of Rs.75,000/- (Rupees Seventy Five Thousand only) per annum plus service tax as applicable and reimbursement of actual travel and out of pocket expenses.

Pursuant to Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration, as approved by the Board of Directors of the Company on the recommendation of the Audit Committee, is required to be subsequently approved by the Members of the Company.

The Resolution as at Item No. 4 of the Notice is therefore set out as an Ordinary Resolution for approval and ratification by the Members.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise in this resolution.

Accordingly, the Board seeks the approval/ratification of shareholders by way of the Ordinary Resolution for matter set out at Item No. 4 of the Notice.

ITEM NO.5

Mr. Vaibhav Dange (DIN: 03608571), was appointed as an Additional Director (Non-Executive and Independent Director) by the Board of the Company, on the recommendations of the Nomination and Remuneration Committee of the Company at their meeting held on May 03, 2024 for the first term for a consecutive period of five years with effect from May 03, 2024, pursuant to the provisions of Section 149, 161(1) and other applicable provisions of the Companies Act, 2013, who holds the office upto the ensuing Annual General Meeting.

It was further informed that Mr. Vaibhav Dange is MBA Finance, Management Practices and Transport Modelling & Planning professional. He is an experienced advisor with a demonstrated history of working in the government administration industry; and a policy expert in Infrastructure, Governance, Business Management and Sustainable Mobility.

He is and has been associated with National Highway Authority of India; and Ministry of Road Transport and Highways; and Federation of Indian Chambers of Commerce and Industry. He has authored several books and delivered numerous keynote addresses. He is also on the Board of Governance and various Advisory Committees of IIM, Nagpur.

Mr. Dange has given his consent to act as Director of the Company and declared that he is not disqualified or debarred from being appointed or continuing as director of the companies by the SEBI/Ministry of Corporate Affairs/RBI or any such statutory authority; and no prosecution is initiated against me for alleged default / offence under various applicable statutory provisions and no fines or penalties has been imposed thereon.

The Company has also received declaration from Mr. Dange that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mr. Dange fulfills the conditions for his appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the management, and in view his vast experience and knowledge, it will be in the interest of the Company that he is appointed as an Independent Director.

In accordance with Section 152, 161(1) of the Companies Act, 2013 and Regulation 17(1C) of SEBI (LODR) Regulations, the Board seeks the approval of members for the appointment of Mr. Vaibhav Dange as an Independent Director of the Company, for the first term for a consecutive period of 5 years, commencing from May 03, 2024 to May 02, 2029 in terms of Section 149 and other applicable provisions of the Act and Rules made there under, not liable to retire by rotation.

Mr. Dange will be entitled to remuneration by way of sitting fees for attending the Board/Committee meetings or any other transaction fees, as may be approved by the Board and shareholders, if required, from time to time, subject to provisions of Section 149, 197 of the Companies Act read with relevant rules made thereunder and Regulation 17(6) of the SEBI (LODR) Regulations 2015 as amended from time to time and any other provisions of law applicable for the time being.

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.

Mr. Vaibhav Dange interested in the resolution set out at Item No. 5 of the Notice with regard to his appointment and relatives of Mr. Dange may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the 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 Special Resolution for matter set out at Item No. 5 of the Notice.

ITEM NO.6:

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.

The Board of Directors, on the recommendation of Nomination & Remuneration Committee in their respective meetings held on May 27, 2024 has considered and approved the Remuneration of Mr. Bhupinder Kumar Sekhri, in supersession to earlier resolutions passed in the annual general meeting held on August 24, 2023 in this matter, 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, 2024 till March 31,2025.
2. **Remuneration:** Rs. 4,20,00,000/- per annum (i.e. Rs. 35,00,000/- per month)
3. **Telephone:** Provision of mobile phone/telephone at the residence will not be considered as perquisite, subject to the applicable provisions of the Income Tax Rules.
4. **Conveyance:** Provision of conveyance for official purpose and the same shall not be considered as perquisite as permissible under the Income Tax Act.
5. **Perquisites:** He shall be entitled to other benefits/ perquisites like gas, electricity, water, reimbursement 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 Rules, wherever applicable.
6. **Perquisites 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.

7. **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.
8. **Sitting fees for attending the meetings:** He shall not be paid sitting fees for attending the meetings of the Board/Committees thereof.

Additional information for as required under Schedule V of the Companies Act, 2013 is as under

I. General Information:

1. Nature of Industry: The Company is engaged in the business of manufacturing of reclaimed rubber, Crumb Rubber, Modified Bitumen, Emulsion etc .
2. Date or expected date of commencement of commercial production: The Company is in Tyre Recycling Business since 1987.
3. In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
4. Financial Performance based on given indicators: Please refer Director Report for detailed disclosure
5. Foreign Investments and Collaborations, if any : Nil

II. Information about Bhupinder Kumar Sekhri:

1. Background Details / Recognition or awards / job profile and suitability: Mr. Bhupinder Kumar is the promoter of the Group. He is visionary leader and having vast experience in the field of rubber & its processing. Under his leadership, the company has achieved enviable growth. He has been the driving force in successful implementation of various initiatives & strategies which positioned the company to current level.
2. Past remuneration: Rs. 360.00 Lakhs paid as remuneration for the financial year ended March 31, 2024.
3. Remuneration proposed: As mentioned in the Resolution and / or Explanatory Statement.
4. 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.

5. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel: Mr. Bhupinder Kumar Sekhri holds 4,04,924 Equity Shares & does not have any other pecuniary relationship with the company, except his wife holding office or place of profit in the Company. Mr. Bhupinder Kumar Sekhri is not related to any Director or Managerial Personnel of the Company except Mr. Gaurav Sekhri, Joint Managing Director of the Company.

III. Other Information:

1. 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.
2. Steps taken or proposed to be taken for improvement : Company under the guidance and mentorship of Mr. Bhupinder Kumar Sekhri is constantly endeavoring for:
 - a) Revenue maximization through geographic expansion and industry outreach for improved different turnover ratios.
 - b) Profitability improvement through cost optimization and new technology adoption.
 - c) Rationalization of capital employed by combining manufacturing locations and integrating the operations.

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.

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, is interested in the resolution set out at Item No. 6 of the Notice 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. Gaurav Sekhri is promoter and Joint Managing Director of the company. He has experience of over 22 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.

The Board of Directors, on the recommendation of Nomination & Remuneration Committee in their respective meetings held on May 27, 2024 has considered and approved the Remuneration of Mr. Gaurav Sekhri, in supersession to earlier resolutions passed in the extraordinary general meeting held on February 07, 2024 in this matter, subject to approval of shareholders in ensuing annual general meeting.

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

1. **Period of Remuneration:** The remuneration shall be approved with effect from April 01, 2024 till September 09, 2025.
2. **Remuneration:** Rs. 3,00,00,000/- per annum (i.e. Rs. 25,00,000/- per month)
3. **Telephone:** Provision of mobile phone/telephone at the residence will not be considered as perquisite, subject to the applicable provisions of the Income Tax Rules.
4. **Conveyance:** Provision of conveyance for official purpose and the same shall not be considered as perquisite as permissible under the Income Tax Act.
5. **Perquisites:** He shall be entitled to other benefits/ perquisites like gas, electricity, water, reimbursement 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 Rules, wherever applicable.
6. **Perquisites 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.
7. **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.

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

Additional information for as required under Schedule V of the Companies Act, 2013 is as under

I. General Information:

1. Nature of Industry: The Company is engaged in the business of manufacturing of reclaimed rubber, Crumb Rubber, Modified Bitumen, Emulsion etc .
2. Date or expected date of commencement of commercial production: The Company is in Tyre Recycling Business since 1987.
3. In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
4. Financial Performance based on given indicators: Please refer Director Report for detailed disclosure
5. Foreign Investments and Collaborations, if any : Nil

II. Information about Gaurav Sekhri:

1. Background Details / Recognition or awards / job profile and suitability: Mr. Gaurav Sekhri has experience of over 22 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.
2. Past remuneration: Rs. 30.00 Lakhs paid as remuneration during the financial year ended March 31, 2024.
3. Remuneration proposed: As mentioned in the Resolution and / or Explanatory Statement.
4. 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.

5. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel: Mr. Gaurav Sekhri holds 1,32,400 Equity Shares & does not have any other pecuniary relationship with the company, except his mother holding office or place of profit in the Company. Mr. Gaurav Sekhri is not related to any Director or Managerial Personnel of the Company except Mr. Bhupinder Kumar Sekhri, Managing Director of the Company.

III. Other Information:

1. 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.
2. Steps taken or proposed to be taken for improvement : Company under the guidance and mentorship of Mr. Gaurav Sekhri is constantly endeavoring for:
 - a) Revenue maximization through geographic expansion and industry outreach for improved different turnover ratios.
 - b) Profitability improvement through cost optimization and new technology adoption.
 - c) Rationalization of capital employed by combining manufacturing locations and integrating the operations.

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, is interested in the resolution set out at Item No. 7 of the Notice 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. 7 of the Notice.

ITEM NO. 8

Mr. Subodh Kumar Sharma, Whole time Director 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.

The Board of Directors, on the recommendation of Nomination & Remuneration Committee in their respective meetings held on May 27, 2024 has considered and approved the Remuneration of Mr. Subodh Kumar Sharma, in supersession to the earlier resolutions passed in the extraordinary general meeting held on February 07, 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, 2024 till November 03, 2026.
2. **Remuneration:** not exceeding Rs. 47,53,000 (Rupees Forty Seven Lacs and Fifty Three Thousands only) per annum
3. **Telephone:** Provision of mobile phone/telephone at the residence will not be considered as perquisite, subject to the applicable provisions of the Income Tax Rules.
4. **Conveyance:** Provision of conveyance for official purpose and the same shall not be considered as perquisite as permissible under the Income Tax Act.
5. **Performance Bonus:** He will also be entitled for annual performance bonus as per company policy and his terms of employment agreement.
6. **Perquisites:** He shall be entitled to other benefits/ perquisites like gas, electricity, water, reimbursement 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 Rules, wherever applicable.
7. **Perquisites 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); and
 - 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 for as required under Schedule V of the Companies Act, 2013 is as under

I. General Information:

1. Nature of Industry: The Company is engaged in the business of manufacturing of reclaimed rubber, Crumb Rubber, Modified Bitumen, Emulsion etc .
2. Date or expected date of commencement of commercial production: The Company is in Tyre Recycling Business since 1987.
3. In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
4. Financial Performance based on given indicators: Please refer Director Report for detailed disclosure
5. Foreign Investments and Collaborations, if any : Nil

II. Information about Subodh Kumar Sharma:

1. Background Details / Recognition or awards / job profile and suitability: Mr. Subodh Kumar Sharma, 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
2. Past remuneration: not exceeding Rs. 38.02 Lakhs paid as remuneration for the financial year ended March 31, 2024.
3. Remuneration proposed: As mentioned in the Resolution and / or Explanatory Statement.
4. 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.
5. 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.

III. Other Information:

1. 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.
2. Steps taken or proposed to be taken for improvement : Company under the guidance and mentorship of Mr. Subodh Kumar Sharma is constantly endeavoring for:
 - a) Revenue maximization through geographic expansion and industry outreach for improved different turnover ratios.
 - b) Profitability improvement through cost optimization and new technology adoption.
 - c) Rationalization of capital employed by combining manufacturing locations and integrating the operations.

Mr. Subodh Kumar Sharma, Whole time Director and his relatives may be deemed to be interested in the resolution set out at Item No. 8, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the 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 Special Resolution for matter set out at Item No. 8 of the Notice.

ITEM NO. 9

Mr. Sanjay Kumar Jain, the Non-Executive, Independent Director of the Company have rendered and will render certain professional services during the financial year 2024-25 to the Company on regular basis.

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, in their respective meetings held on May 27, 2024 pursuant to the provisions of Section 149(6)(c), 197, 198 and any other applicable provisions, if any, of the Companies Act, 2013 ('the Act') has approved the remuneration by way of professional fees for an aggregate amount of Rs. 10 Lakh, to Mr. Sanjay Kumar Jain, Independent Director, subject to further approval of shareholders in ensuing annual general meeting.

Further pursuant to Regulation 17(6)(a) and (ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the board of directors shall recommend all fees or compensation, if any, paid to non-executive directors, including independent directors and shall require approval of shareholders in general meeting and the same shall be by special resolution in which the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors, giving details of the remuneration thereof.

Mr. Sanjay Kumar Jain, Independent Director, Non-Executive and his relatives may be deemed to be interested in the resolution set out at Item No. 9, to the extent of their shareholding interest, if any, in the Company.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the 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 Special Resolution for matter set out at Item No. 9 of the Notice.

ITEM No.10

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings with related parties of the Company. The provisions of Section 188(l)(f) of the Companies Act, 2013 that govern the related party's appointment 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(l)(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 Rs. 2.5 lakh per month.

In terms of applicable provisions of the Act, the Salary of Mrs. Sobha Sekhri is proposed to be increased to Rs. 3.5 lakh per month with effect from April 01, 2024, on the basis of recommendation of the Audit Committee and Board of Directors duly approved in their respective meeting held on May 27, 2024, 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. 10 of the Notice.

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

**Sd/-
Sanjay Kumar Rawat
Company Secretary
Membership No. A23729**

Place: New Delhi

Date: July 02, 2024

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

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT/APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

Details of Directors Seeking Appointment /retiring by rotation/confirmation for directorship, as required to be provided pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India and approved by the Central Government are provided herein below:

Name of the Director	Mr. Bhupinder Kumar Sekhri DIN : (00087088)	Mr. Vaibhav Dange (DIN : 03608571)
Age	73 Years	50 Years
Qualification	Graduate	Post Graduate
Expertise in specific functional area	He is visionary leader and having vast experience in the field of rubber & its processing. Under his leadership, the company has achieved enviable growth. He has been the driving force in successful implementation of various initiatives & strategies which positioned the company to current level.	He is an experienced advisor with a demonstrated history of working in the government administration industry; and a policy expert in Infrastructure, Governance, Business Management and Sustainable Mobility. He is and has been associated with National Highway Authority of India; and Ministry of Road Transport and Highways; and Federation of Indian Chambers of Commerce and Industry. He has authored several books and delivered numerous keynote addresses. He is also on the Board of Governance and various Advisory Committees of IIM, Nagpur
Terms and Conditions of Re-appointment/ Appointment	Director Liable to retire by rotation	The Board of Directors at their meeting held on May 03, 2024 appointed Mr. Vaibhav Dange, as Additional Independent Director, Non-Executive, for the Period of 5 consecutive year up to May 02, 2029, not liable to

		retire by rotation on such terms and conditions including but not limited to the remuneration, sitting fees, commissions, if any, as may be approved by the shareholders
Remuneration last drawn	Rs. 360.00 Lakh	NIL
Remuneration proposed to be paid	Rs. 420.00 Lakh	NIL
Date of first appointment on the Board	April 01, 2014	May 03, 2024
Shareholding in the Company	4,04,924 Equity Shares (2.36%)	NIL
Relationship with other Directors/ Key Managerial Personnel	Mr. Bhupinder Kumar Sekhri, is the father of Mr. Gaurav Sekhri, Joint Managing Director	NIL
Number of meetings of the Board attended during the financial year	Please refer Corporate Governance Report of the Annual Report 2023-24	Not Applicable
Directorships of other Boards	Please refer Corporate Governance Report of the Annual Report 2023-24	<ol style="list-style-type: none"> 1. Wosy Foundation 2. European Business And Technology Centre 3. Cyber Periscope Technologies Private Limited 4. IIMN Council for Logistics Infrastructure & Project Management 5. Federation of Electronic Sports Associations India 6. Maratha Esports Association
Membership/ Chairmanship of Committees of other Boards	Please refer to Corporate Governance Report Section, of the Annual Report 2023-24.	NIL