

TINNA RUBBER AND INFRASTRUCTURE LTD
CIN NO. : L51909DL1987PLC027186
Regd. Office : Tinna House, No-6, Sultanpur, Mandi
Road Mehrauli, New Delhi -110030 (INDIA)
Tel. : (011) 49518530 (70 Lines),(011)4900 3870
(30 Lines)
E-mail : tinna.delhi@tinna.in
URL - www.tinna.in

Date: 18th January, 2024

To,
The Manager (Deptt. of Corporate Services)
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street , Mumbai-400001.
Scrip code: 530475

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

Subject: Out Come of the Board Meeting (Intimation of Extra Ordinary General Meeting)

Dear Sir,

This is to inform you that, Pursuant to Regulation 30 (Listing Obligations and Disclosure Requirements) Regulations, 2015, We wish to inform that the Board of Directors at their meeting held at its Registered office on Thursday, 18th January, 2024 have inter-alia considered / approved in compliance with relevant circulars issued by Ministry of Corporate Affairs and the Securities Exchange Board of India, the Notice of Extra-Ordinary General Meeting ("EGM") of the Company that will be held on Wednesday, February 7, 2024 at 10:00 A.M through Video Conferencing (VC)/Other Audio-Visual Means (OAVM).

The copy of the Notice of EGM is enclosed herewith for your kind reference.

The Notice of EGM is being dispatched electronically to the members whose email IDs are registered with the Company/ Depositories.

The EGM Notice is also being made available on the website of the Company at www.tinna.in

We request you to kindly take the same on your records.

For Tinna Rubber and Infrastructure Limited

VAIBHAV Digitally signed
PANDEY by VAIBHAV
PANDEY

(Vaibhav Pandey)
Company Secretary
M. No. A-53653

NOTICE

Notice is hereby given that the Extra Ordinary General Meeting of the Members of Tinna Rubber and Infrastructure Limited (CIN: L51909DL1987PLC027186) will be held on **Wednesday, the 7th February, 2024 at 10.00 a.m through video conferencing ('VC') / other audio visual means ('OAVM')** to transact the following business:

SPECIAL BUSINESS:

1. 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 152,161(1), section 196 and applicable rules of the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Regulations 16, 17, 18 & other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended) other laws as applicable and the Articles of Association of the Company & as approved/ recommended by the Nomination and Remuneration Committee, consent of Members be and is hereby accorded to re-appoint Mr. Subodh Kumar Sharma (DIN-08947098), who has given consent to be appointed as Whole Time Director of the company with effect from 4th November, 2023 for a period of 3 years from the date of his Appointment and shall be liable to retire by rotation.

"RESOLVED FURTHER THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Subodh Kumar Sharma shall be given/ entitled to remuneration with of Rs. **38,01,960/-** (Rupees Thirty Eight Lakhs and One Thousands Nine Hundred Sixty) Per Annum or such other amount as permissible in terms of provisions of the Act/Part-II of Section II of Schedule-V of the Companies Act, 2013.

"RESOLVED FURTHER THAT Mr. Subodh Kumar Sharma, Whole Time Director will also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/amenities and other privileges, as may be available to any other Senior Executives of the Company but do not attract remuneration."

"RESOLVED FURTHER THAT the terms and conditions of the appointment/remuneration may be altered and varied in compliance with the provisions of the Act / Schedule V of the Act, LODR Regulations & as may be agreed to between the Board of Directors and Mr. Subodh Kumar Sharma."

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

2. **PAYMENT OF MANAGERIAL REMUNERATION TO SHRI GAURAV SEKHRI AS 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 152,161(1), section 196, 197, 203 read with provisions and rule 8, 9 and 14 of Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (as amended), Regulations 16, 17, 18 & other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended), other laws as applicable and the Articles of Association of the Company & as approved/ recommended by the Nomination and Remuneration Committee, consent of Members be and is hereby accorded for the payment of Managerial Remuneration to Mr. Gaurav Sekhri (DIN-00090676), of Rs. **2,40,00,000/-** (Rupees Two Crores and Forty Lakhs) Per Annum or such other amount as permissible in terms of provisions of the Act/Part-II of Section II of Schedule-V of the Companies Act, 2013

“RESOLVED FURTHER THAT Mr. Gaurav Sekhri (DIN-00090676), Joint Managing Director will be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/amenities and other privileges, as may be available to any other Senior Executives of the Company, but do not attract remuneration.”

“RESOLVED FURTHER THAT the terms and conditions of the appointment/remuneration may be altered and varied in compliance with the provisions of the Act / LODR Regulations & as may be agreed to between the Board of Directors and Mr. Gaurav Sekhri.”

RESOLVED FURTHER THAT Mr. Vaibhav Pandey, Company Secretary and Mr. Subodh Kumar Sharma, Whole Time Director of the company be and are hereby severally authorized to complete the required formalities including but not limited to signing/filing of the necessary returns/ forms with the Registrar of Companies, Delhi.”

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

Place: New Delhi

Date: 18th January, 2024

Vaibhav Pandey
Company Secretary
Membership No. A-53653
Regd. Office Address:
Tinna House, No. 6,
Sultanpur, Mandi Road,
Mehrauli, New Delhi-110030

NOTES

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 5th May, 2020 and 13th January, 2021 read with circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the EGM through VC / OAVM, without the physical presence of the Members at a permissible common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the EGM of the Company is being held through VC/OAVM on Wednesday, February 7, 2024 at 10.00 a.m. (IST). The deemed venue for the EGM will be the place from where the Chairman of the Board conducts the Meeting.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA 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 the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice
3. The statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts in respect of the business under Item Nos. 1, set out above and also the details in respect of Director proposed to be Appointed/re-appointed at the Extra Ordinary General Meeting, are annexed hereto.
4. As per the provisions of clause 3.A.II. of the General Circular No. 20/ 2020 dated May 5, 2020, issued by the MCA, the matters of Special Business as appearing at item nos. 1 and 2 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice
5. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 1st February, 2024 to Wednesday, 7th February, 2024 (both days inclusive), in connection with the Extra Ordinary General Meeting of the Company.
6. Members are requested to intimate the Registrar and Share Transfer Agent of the Company - M/s Alankit Assignments Ltd. immediately of any change in their address, email Id and phone no. in respect of equity shares held in physical mode and to their Depository Participants (DPs) in respect of equity shares held in dematerialised form.
5. In line with the General Circular No. 20/2020 dated May 5, 2020, issued by the MCA and the SEBI Circular, Notice of the EGM is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories. The Notice of EGM is available on the Company's website viz. www.tinna.in and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The EGM Notice is also on the website of NSDL at www.evoting.nsdl.com
7. Brief resume of the Director proposed to be appointed/ Re-Appointed name and nature of their expertise in specific functional areas and other required information is provided in the Statement attached hereto and forming part of this Notice of the Extra Ordinary General Meeting. The Nomination and Remuneration Committee of the Board of Directors and the Board of Directors of the Company recommend their re-Appointment/ Re-Appointment.

Details of Directors seeking appointment/ re-appointment at the ensuing Meeting are provided in the "Annexure" to the Notice.

None of the director, except Mr. Gaurav Sekhri & Mr. Bhupinder Kumar Sekhri is interested in the Special Resolution set out at Item No 2 of the Notice with regard to payment of managerial Remuneration to Mr. Gaurav Sekhri.
8. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their dematerialized accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent M/s Alankit Assignments Limited.

9. 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 and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holding to dematerialised form. Members can contact the Company or UCS for assistance in this regard
 10. 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. The said form can be downloaded from the Members' Referencer available on the Company's website under Investor resources. Members are requested to submit the said details to their Depository Participants in case the shares are held by them in electronic form and to the Company's Registrar and Transfer Agent ('RTA') in case the shares are held by them in physical form, quoting your folio number.
 11. The Company is providing facility for voting by electronic means. The business set out in the Notice can be transacted through such voting. The facility for voting through polling paper would also be made available at the Meeting and the members attending the Meeting who have not cast their vote by e-voting shall be able to vote at the Meeting.
 13. The members who have cast their vote by e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
 14. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Registrar and Share Transfer Agent of the Company - M/s Alankit Assignments Ltd. a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
 15. All the documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Company's Registered Office at Tinna House, No. 6 Sultanpur, Mandi Road, Mehrauli, New Delhi - 110030 on all working days of the Company, between 10.00 a.m. and 1.00 p.m. upto the date of the EGM.
 16. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details/NECS/ mandates, nominations, power of attorney, change of address/ name, Permanent Account Number ('PAN') details, etc. to their Depository Participant only and not to the Company's RTA.

Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the members.

In case of members holding shares in physical form, such information is required to be provided to the Company's RTA in physical mode, after restoring normalcy or in electronic mode at www.alankit.com, as per instructions mentioned in the form.
- 17. SEBI HAS MANDATED SUBMISSION OF PAN BY EVERY PARTICIPANT IN THE SECURITIES MARKET. MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE, THEREFORE, REQUESTED TO SUBMIT THEIR PAN DETAILS TO THEIR DEPOSITORY PARTICIPANTS. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO SUBMIT THEIR PAN DETAILS TO THE COMPANY'S RTA.**
- B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING EGM

THROUGH VC / OAVM
 - i. Members will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-voting system and they may access the same at [https:// www.evoting.nsdl.com](https://www.evoting.nsdl.com) under the Shareholders/ members login by using the remote e-voting credentials, where the EVEN of the Company will be displayed. On clicking this link, the members will be able to attend and participate in the proceedings of the EGM. 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.

Further, members may also use the OTP based login for logging into the e-voting system of NSDL. Members may join the Meeting through Laptops, Smartphones, Tablets and iPads for better experience. Further, members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops 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 glitches.

iii. Members who need assistance before or during the EGM may contact NSDL on evoting@nsdl.co.in or 1800-222-990.

18. Voting through electronic means

The remote e-voting period begins on 3rd February 2024 at 10:00 A.M. and ends on 6th February, 2024 at 5:00 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. 31st January, 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 31st January, 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
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="1008 752 1453 1556">1. 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 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. <li data-bbox="1008 1579 1453 2040">2. 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

	<p>3. 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 "ogin" which is available under 'hareholder/ 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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 10px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p>

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

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 "ogin" which is available under 'hareholder/Member's 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***

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 'nitial password' which was communicated to you. Once you retrieve your 'nitial password' you need to enter the 'nitial password' and the system will force you to change your password.
 - c) How to retrieve your 'nitial password'
 - (i) If your email ID is registered in your demat account or with the company, your 'nitial 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 'ser ID' and your 'nitial 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.
Physical User Reset Password?
 - b) "(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.co.in 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.
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.

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.co.in. 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 manuals for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to evoting@nsdl.co.in.

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.co.in 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 EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM 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 EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM/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 EGM/AGM shall be the same person mentioned for Remote e-voting.
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.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH**VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM 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 link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General 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.

Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. February 7th, 2024.

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

Place: New Delhi

Date: 18th January, 2024

Vaibhav Pandey
Company Secretary
Membership No. A-53653
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 No 1 and 2 of the accompanying notice is as under:

ITEM1:

Shri Subodh Kumar Sharma is a dynamic professional aged 50 years is graduate with B. Sc. (Math, Physics & computer as a subject) completed in 1993 from GURUKUL UNIVERSITY HARIDWAR (UK) 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. Mr. Subodh Kumar Sharma earlier appointed as Whole Time Director in the Company.

Terms and Conditions of Re-Appointment of (Whole Time) Director

The terms and conditions of appointment of Whole Time Director as mentioned below is subject to the extant provisions of the applicable laws, including the Companies Act, 2013 and Listing Regulations, as amended from time to time:

S. No.	Name of Director	From Period	To Period
1	Mr. Subodh Kumar Sharma	4 th November, 2023	3 rd November, 2026

* Mr. Subodh Kumar Sharma appointed 4th November, 2023 to 3rd November, 2026 (i.e, for a period of 3 years)

The terms and conditions of appointment Whole Time Director of the Company are as produced hereunder:

Re-Appointment

- (a) The re-appointment as Whole Time Director on the Board of the Directors of the Company will be as per the period mentioned above which is subject to the provisions of the Companies Act, 2013 and applicable Rules.
- (b) The re-appointment of Whole Time Director who is also a Key Managerial Personnel under section 203 of Companies Act, 2013 will be with effect from 4th November, 2023 for a period of 3 years on payment of such remuneration as produced below within the limits prescribed under Companies Act, 2013

The other terms of re-appointment of Shri Subodh Kumar Sharma are as under:

1. **Telephone:** Provision of mobile phone/ telephone at the residence will not be considered as perquisite, subject to the provisions of the Income Tax Rules, but personal long distance calls shall be billed by the company.
2. **Conveyance:** Provision of conveyance for official purpose and the same shall not be considered as perquisite as permissible under the Income Tax Act.
3. Subodh Kumar Sharma shall be entitled to other benefits/ perquisites like gas, electricity, water, re-imburement 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 of the Company and these benefits / perquisites shall be evaluated as per the Income Tax Rules, wherever applicable. However, the overall remuneration shall not exceed the limits as stated above.
4. In case there are no profits or profits are inadequate in the company during the currency of the tenure of Subodh Kumar Sharma, then his remuneration shall be governed by Schedule V of the Act as amended from time to time.
5. Mr. Subodh Kumar Sharma shall be liable to retire by rotation.
6. Mr. Subodh Kumar Sharma shall not be paid sitting fees for attending the meetings of the Board/ Committees thereof.
7. General:
 - (i) The Whole Time Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board/ Managing Director from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board/Managing Director and the functions of the Whole Time Director will be under the overall authority of the Board of Directors/Managing Director.
 - (ii) The Whole Time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in

Section 166 of the Act with regard to duties of directors.

- (iii) The Whole Time Director shall adhere to the Company's Code of Conduct.
- (iv) The office of the Whole Time Director may be terminated by the Company or by him by giving the other 3(three) months' prior notice in writing.

Save and except as provided in the foregoing paragraph, Shri Subodh Kumar Sharma satisfies all the other conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. Shri Subodh Kumar Sharma is not disqualified from being appointed as a director in terms of Section 164 of the Act and has given his consent to act as a director.

The above may be treated as a written memorandum setting out the terms of appointment of Shri Subodh Kumar Sharma under Section 190 of the Act.

Details of Shri Subodh Kumar Sharma are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Shri Subodh Kumar Sharma is interested in the resolution set out at Item No. 1 of the Notice.

The relatives of Shri Subodh Kumar Sharma may be deemed to be interested in the resolution set out at Item No. 1 of the Notice, 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.

The Board commends the Special Resolution set out at Item No. 1 of the Notice for approval by the members.

Additional information for Item No. 1 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. a) Information about Subodh Kumar Sharma:

- 1. Background Details / Recognition or awards / job profile and suitability
 - i) Mr. Subodh Kumar Sharma is visionary leader and having vast experience in the field of rubber & its processing. Under his guidance, 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.
 - ii) Past remuneration: 27.00 Lakhs paid as remuneration for the financial year ended 31st March, 2023.
 - iii) Remuneration proposed: As mentioned in the Resolution and / or Explanatory Statement.
 - iv) 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.

- V) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel:

Mr. Subodh Kumar Sharma holds Nil Equity Shares & does not have any other pecuniary relationship with the company. Mr. Subodh Kumar Sharma is not related to any Director or Managerial Personnel of the Company.

III. Other Information :

i) 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.

ii) Steps taken or proposed to be taken for improvement:

Company under the guidance and mentorship 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; and c) Rationalization of capital employed by combining manufacturing locations and integrating the operations

Details of Shri Subodh Kumar Sharma are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Shri Subodh Kumar Sharma & Shri Gaurav Sekhri is interested in the resolution set out at Item No. 1 and 2 of the Notice.

The relatives of Shri Bhupinder Kumar Sekhri may be deemed to be interested in the resolution set out at Item No. 2 of the Notice, 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.

The Board commends the Special Resolution set out at Item No. 1 of the Notice for approval by the members.

Item No. 2

Shri Gaurav Sekhri is from promoter family. Shri Gaurav Sekhri has done his Bachelor of Business Administration (BBA) from Richmond College, London (UK). He is promoter director of the company "Tinna Rubber and Infrastructure Ltd" and currently heading the Tinna Trade Limited the Managing Director. 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 has chaired 'Sunflower Seed Promotion Council of SEA (Solvent Extractors Association) of India' & 'SEA Bio Diesel Promotion Council'. He has been member of with various reputed associations- The Soybean Processors Association of India' (SOPA), 'Confederation of Indian Industry (CII) & National Committee on Agriculture', "National Committee a Bio Fuels", Confederation of Indian Industry (CII), National Committee on Agriculture He is also Director / Chairman of other group companies. He is visionary leader. Under his leadership, the company has achieved enviable growth. He has been the driving force in successful implementation of various initiatives and strategies, which positioned the company to this level. The Nomination & Remuneration Committee has considered and approved the Remuneration of Shri Gaurav Sekhri and recommended to the Board for approval.

The principal terms of re-appointment/ remuneration of Shri Gaurav Sekhri are as under:

1. **Period of Re-appointment:** Three years w.e.f. 10th September, 2022. Already approved by the shareholder in the Annual General Meeting held on 24th August, 2023.
2. **Remuneration:** 2,40,00,000/- Per Annum w.e.f. 1st February, 2024 to 9th September, 2025.
3. **Telephone:** Provision of mobile phone/ telephone at the residence will not be considered as perquisite, subject to the provisions of the Income Tax Rules, but personal long distance calls shall be billed by the company.
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. Shri Gaurav Sekhri shall be entitled to other benefits/ perquisites like gas, electricity, water, re-imbusement 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 of the Company and these benefits / perquisites shall be evaluated as per the Income Tax Rules, wherever applicable.
6. Shri Gaurav Sekhri shall be liable to retire by rotation.
7. General:
 - (i) The Joint Managing Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board and the functions of the Joint Managing Director will be under the overall authority of the Board of Directors.
 - (ii) The Joint Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
 - (iii) The Joint Managing Director shall adhere to the Company's Code of Conduct.
 - (iv) The office of the Joint Managing Director may be terminated by the Company or by him by giving the other 3(three) months' prior notice in writing.

Save and except as provided in the foregoing paragraph, Shri Gaurav Sekhri satisfies all the other conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment/remuneration.

The above may be treated as a written memorandum setting out the terms of appointment/remuneration of Shri Gaurav Sekhri under Section 190 of the Act.

Details of Shri Gaurav Sekhri are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Shri Gaurav Sekhri & Shri Bhupinder Kumar Sekhri is interested in the resolution set out at Item No. 1 of the Notice.

The relatives of Shri Gaurav Sekhri may be deemed to be interested in the resolution set out at Item No. 1 of the Notice, 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.

The Board commends the Special Resolution set out at Item No. 2 of the Notice for approval by the members.

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

Place: New Delhi

Date: 18th January 2024

Vaibhav Pandey
Company Secretary
Membership No. A-53653
Regd. Office Address:
Tinna House, No. 6,
Sultanpur, Mandi Road,
Mehrauli, New Delhi-110030

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT/ APPOINTMENT AT THE FORTHCOMING EXTRA ORDINARY 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. Subodh Kumar Sharma DIN 08947098		
Age	50 Years		
Qualification	BBA		
Expertise in specific functional area	Please refer notice of EGM		
Terms and Conditions of Re-appointment/Appointment	Terms and Conditions of Appointment has been mentioned in the Notice.		
Remuneration last drawn	Mr Subodh Kumar Sharma has been appointed as a Whole Time Director of Tinna Rubber and Infrastructure Limited on a remuneration of 27.60 Lacs per Annum.		
Remuneration proposed to be paid	-		
Date of first appointment on the Board	04.11.2020(Non-Executive Director)		
Shareholding in the Company	00		
Relationship with other Directors/Key Managerial Personnel	None		
Number of meetings of the Board attended during the financial year	Mr. Subodh Kumar Sharma Attended 9 Meeting on the Board		
Directorships of other Boards	Company	Designation	Date of Appointment
	Tinna Rubber and Infrastructure Limited	Whole Time Director	04.11.2020
Membership/Chairmanship of Committees of other Boards	Mr. Subodh Kumar Sharma is not a member/ Chairman of any other committee of the Board		