



Date: 06<sup>th</sup> April, 2019

To,  
Asst. general Manager  
Dept. of corporate services  
BSE Limited,  
P.J. Towers, Dalal Street,  
Fort, Mumbai-400001

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

**Ref.: Scrip Code: 541741**

**Ref: Corporate Governance Report Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015**

Dear Sir,

With reference to the above mentioned subject, please find the enclosed herewith corporate governance report for the quarter and year ended 31<sup>st</sup> March, 2019.

We request you to take the above information on the record.  
Thanking you

Yours faithfully,  
**For Tinna Trade Limited**

The stamp is circular with the text 'Tinna Trade Ltd.' around the top edge and 'New Delhi' in the center. A small star is at the bottom of the circle. A handwritten signature is written over the stamp.

**Monika Gupta**  
**(Company Secretary)**

**TINNA TRADE LIMITED**

CIN : L51100DL2009PLC186397

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

General information about company	
Scrip code	541741
NSE Symbol	
MSEI Symbol	
ISIN	INE401201019
Name of the entity	TINNA TRADE LIMITED
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable



**Annexure I**

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory

Wether the listed entity has a Regular Chairperson Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	GAURAV SEKHRI	AAOPG3103G	00090676	Executive Director	Chairperson	MD	01-04-2017		36	2	1	0		
2	Mr	KAPIL SEKHRI	ABKPS4820K	00090771	Non-Executive - Non Independent Director	Not Applicable		06-02-2009			1	0	0		
3	Mr	ASHISH MADAN	AAFPM5581P	00108676	Non-Executive - Independent Director	Not Applicable	Employee Director	07-08-2014		60	2	2	2		
4	Mr	ADHIRAJ AMAR SARIN	AOBPS8742N	00140989	Non-Executive - Independent Director	Not Applicable	Employee Director	09-08-2016		60	2	2	0		



**Annexure I to be submitted by listed entity on quarterly basis**

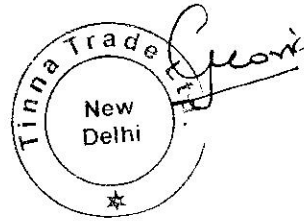
**I. Composition of Board of Directors**

**Disclosure of notes on composition of board of directors explanatory**

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mrs	SANVALI KAUSHIK	AEIPK6393Q	07660444	Non-Executive - Independent Director	Not Applicable	Employee Director	01-12-2016		60	1	2	0		



Audit Committee Details								
Sr	DIN Number	Name of Committee members	Category 1 of directors	Whether the Audit Committee has a Regular Chairperson		Date of Appointment	Date of Cessation	Remarks
				Yes	No			
1	00108676	ASHISH MADAN	Non-Executive - Independent Director		Chairperson	07-08-2014		
2	00140989	ADHIRAJ SARIN	Non-Executive - Independent Director		Member	14-11-2018		
3	07660444	SANVALI KAUSHIK	Non-Executive - Independent Director		Member	01-12-2016		



Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07660444	SANVALI KAUSHIK	Non-Executive - Independent Director	Chairperson	01-12-2016		
2	00108676	ASHISH MADAN	Non-Executive - Independent Director	Member	07-08-2014		
3	00140989	ADHIRAJ AMAR SARIN	Non-Executive - Independent Director	Member	04-10-2016		



Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07660444	SANVALI KAUSHIK	Non-Executive - Independent Director	Chairperson	20-01-2018		
2	00090676	GAURAV SEKHRI	Executive Director	Member	20-01-2018		
3	00108676	ASHISH MADAN	Non-Executive - Independent Director	Member	20-01-2018		



Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks





Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00090676	GAURAV SEKHRI	Executive Director	Chairperson	07-08-2014		
2	07660444	SANVALI KAUSHIK	Non-Executive - Independent Director	Member	01-12-2016		
3	00108676	ASHISH MADAN	Non-Executive - Independent Director	Member	07-08-2014		



Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	00090676	GAURAV SEKHRI	SHARE TRANSFER COMMITTEE	Executive Director	Chairperson	
2	00108676	ASHISH MADAN	SHARE TRANSFER COMMITTEE	Non-Executive - Independent Director	Member	
3	07660444	SANVALI KAUSHIK	SHARE TRANSFER COMMITTEE	Non-Executive - Independent Director	Member	

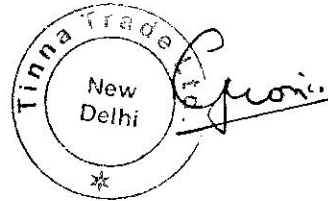


Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory				
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date
1	14-11-2018			
2		06-02-2019	83	



**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date
1	Audit Committee	06-02-2019	Yes		13-11-2018	84		


  
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**Annexure 1**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			Textual Information(1)



Text Block	
Textual Information(1)	<p>The company has entered into various 'Leave and license agreements' with related party Tinna rubber &amp; Infrastructure Limited and the same has been approved by the audit committee in the meeting held on 17/08/2018 and the board in the meeting held on 17/08/2018.</p> <p>During the quarter, the company has entered into addendum to the above agreements and the same has been approved by the audit committee in the meeting held on 06/02/2019 and the board meeting held on 06/02/2019.</p>



**Annexure 1**

VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes



Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	MONIKA GUPTA
2	Designation	Company Secretary and Compliance Officer





Text Block



**Annexure II**

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

**I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		
2	Terms and conditions of appointment of independent directors	Yes		www.tinnatrade.in
3	Composition of various committees of board of directors	Yes		www.tinnatrade.in
4	Code of conduct of board of directors and senior management personnel	Yes		www.tinnatrade.in
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.tinnatrade.in
6	Criteria of making payments to non-executive directors	Yes		www.tinnatrade.in
7	Policy on dealing with related party transactions	Yes		www.tinnatrade.in
8	Policy for determining 'material' subsidiaries	Yes		www.tinnatrade.in
9	Details of familiarization programmes imparted to independent directors	Yes		www.tinnatrade.in



**Annexure II**

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

**I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.tinnatrade.in
11	email address for grievance redressal and other relevant details	Yes		www.tinnatrade.in
12	Financial results	Yes		www.tinnatrade.in
13	Shareholding pattern	Yes		www.tinnatrade.in
14	Details of agreements entered into with the media companies and/or their associates	NA		www.tinnatrade.in
15	New name and the old name of the listed entity	Yes		www.tinnatrade.in



**Annexure II**

**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25 (6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	



**Annexure II**

**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	Yes	



**Annexure II**

**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			



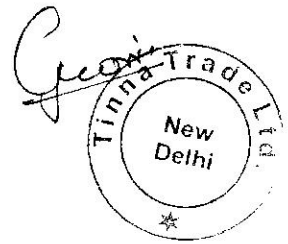
Annexure II		
1	Name of signatory	MONIKA GUPTA
2	Designation	Company Secretary and Compliance Officer



**Annexure II**

**III. Affirmations**

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	





Annexure II		
1	Name of signatory	MONIKA GUPTA
2	Designation	Company Secretary and Compliance Officer



Signatory Details	
Name of signatory	MONIKA GUPTA
Designation of person	Company Secretary and Compliance Officer
Place	DELHI
Date	06-04-2019

