

AJAY BAROOTA & ASSOCIATES

COMPANY SECRETARIES

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

M.Com.,LLB., FCS

Secretarial compliance report of Tinna Trade Limited for the year ended 31st March, 2019

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

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

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

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

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018*;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable during the period under review)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable during the period under review)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable during the period under review)



(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable during the period under review)

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

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

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	-	NIL	-

*(The Company has issued/allotted equity shares during the FY 2017-18 pursuant to the Scheme and the securities of the Company are listed on the stock exchange(s) during the period under review i.e. 2018-19. (Refer Annexure-I)

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

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



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

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

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

Place: Delhi

Date: 29-05-2019



For Ajay Baroota & Associates
Company Secretaries

CS AJAY BAROOTA

Prop Ajay Baroota

FCS No.: 3495

C P No.: 3945

ANNEXURE-I

Note on Scheme and consequent listing of equity shares of the Company

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

Further, pursuant to the approved Scheme of Arrangement, the existing equity paid up share capital of Rs. 5,00,00,000/- consisting of 50,00,000 fully paid equity shares of Rs. 10/- per share was cancelled by the Company and the Company allotted fresh 8564750 fully paid equity shares of Face Value Rs. 10 each on 19.02.2018 to the shareholders of Tinna Rubber and Infrastructure Limited in the ratio of 1:1 existing as on record date i.e. 15.02.2018 and the same were to be listed. Further, as per the approved Scheme the Company has made application(s)/filed documents for listing of its 8564750 fully paid up equity shares of Rs. 10/- per share at Bombay Stock Exchange (BSE), Calcutta Stock Exchange (CSE) and Ahmedabad Stock Exchange (ASE) and also filed/submitted application/documents with SEBI for necessary permission/approval.

In terms of the SEBI Order No. WTM/MPB/MRD/160/2018 dated 2nd April, 2018; the Ahmedabad Stock Exchange has exited and no more a stock exchange.

Further, upon satisfaction, SEBI vide its letter No. CFD/DIL-II/ADM/AV/AP/220647/1/2018 dated July, 23, 2018 conveyed its Relaxation of Rule 19(2) (b) of the Securities Contracts (Regulation) Rules, 1957 to the BSE, thereafter upon satisfaction of required compliances Bombay Stock Exchange (BSE) conveyed its trading approval on 17.08.2018 and Calcutta Stock Exchange on 29.08.2019. The trading of the shares of the Company has begun w.e.f. 20.08.2018 at BSE.

Place: Delhi

Date: 29-05-2019



For Ajay Baroota & Associates
Company Secretaries

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