

30th May, 2025

The Manager-Listing
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001

The Manager- Listing
National Stock Exchange of India Ltd.,
Exchange Plaza, Bandra-Kurla Complex
Bandra (E)
Mumbai-400051

BSE Code-526576

NSE Code-TECHIN

Sub: Annual Secretarial Compliance Report for the year ended on 31st March 2025.

Ref: Regulation 24A of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

Dear Sir/Madam,

Pursuant to Regulation 24(A) of the Listing Regulations, as amended, we enclose herewith the Annual Secretarial Compliance Report for the financial year ended on 31st March 2025, issued by M/s Neha P Agrawal, Practicing Company Secretaries.

This is for your information and records.

Thanking you,

Yours faithfully,
For Techindia Nirman Limited

Sunil Dixit
Chief Financial Officer



Neha P. Agrawal
Practising Company Secretary
Insolvency Professional

Address:- B - 3, Kalyani Gurmukh Heights, Besides Blackstone Caffe, Osmanpura, Aurangabad - 431 005
Contact No.:- +919422706625,+919823377799
EmailId:- neha@globalprofessional.co.in,
nehapagrawal@gmail.com,

SECRETARIAL COMPLIANCE REPORT OF TECHINDIA NIRMAN LIMITED FOR THE YEAR ENDED 31ST MARCH 2025.

To,
Board of Directors,
TECHINDIA NIRMAN LIMITED
Nath House, Nath Road,
Aurangabad-431005

I Neha P Agrawal, Company Secretaries in practice, has Examined.

I have examined:

- (a) all the documents and records made available to us and explanation provided by TECHINDIA NIRMAN LIMITED (CIN-L45200MH1980PLC023364)
- (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 report, for the financial year ended 31st March 2025 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;- **(Not Applicable during the review period)**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations,2011;



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- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (**Not Applicable during the review period**)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations,2021; (**Not Applicable during the review period**)
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations,2021; (**Not Applicable during the review period**)
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (**Not Applicable during the review period**)
- (i) Other Applicable Regulations and Guidelines issued thereunder

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

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ CircularNo.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										

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



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Sr. No.	Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports)	Observations made in the Secretarial Compliance report for the year ended 31.03.2025	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / Deviations and actions taken /penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
NIL						

1. Compliance Related to Resignation of Statutory Auditors from listed entities and their material subsidiaries as per SEBI circular CIR/CFD/CMD1/114/2019 dated 18th October 2019.

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		



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	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	Not Applicable	No Resignation of Auditor has taken during the period under review.
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p>	Not Applicable	No Resignation of Auditor has taken during the period under review.
	<p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p>		



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	The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.		
3.	d. The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.	Not Applicable	No Resignation of Auditor has taken during the period under review.

I hereby Reported That, during the review period the Compliances status of the listed entity is appended as below.

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	NA
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of the board of directors of the listed entities.All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes	NA



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3.	Maintenance and disclosures on Website: <ul style="list-style-type: none">The Listed entity is maintaining a functional WebsiteTimely dissemination of the documents/ information under a separate section on the websiteWeb-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website	Yes Yes Yes	NA
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013as confirmed by the listed entity.	Yes	The board pf directors have been suspended since an order of CIRP has been passed by the Hon'ble NCLT, Mumbai vide its order dated 02/01/-2025
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	Not Applicable	The Company does not have any subsidiary
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	NA
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	NA



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8.	Related Party Transactions: <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	No	Resolution for Approval of Material Related Party Transactions were rejected by the shareholders in the Annual General Meeting held on 19 th September 2024.
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limitere under.	Yes	NA
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) &3(6)SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	NA
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column	No	The Company is in Non Compliance as per Regulation 17 of the SEBI (LODR) Regulations, 2015, with respect to composition of Board of Directors. Non Compliances - Board of Directors are less than Six - the Company not having managing director. - The Company not have a women director on board. All the resolution for the Annual General meeting held on 19 th September 2024 were rejected by the shareholders, including approval of financial statements as on 31 st March 2024.



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			Stock Exchanges levied a penalty on Company for the same and due to continues non compliances stock exchanges suspended the trading of shares of Techindia Nirman Limited to weekly basis
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	NA

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.



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**** The Corporate Insolvency Resolution Process (“CIRP”) of TECHINDIA NIRMAN LIMITED (Corporate Debtor / CD / TNL / Company) was initiated by Agri-Tech (India) Limited, an application filed under Section 7 of the Insolvency & Bankruptcy Code, 2016 (“Code”) before the Hon’ble National Company Law Tribunal, Mumbai Bench, (“NCLT”). The application was admitted by the Hon’ble NCLT vide its Order dated 2nd January, 2025, appointing Mr. Vallabh Narayandas Sawana having IBBI Registration IBBI/IPA-001/IP-P-02652/2022-2023/14114 as the Interim Resolution Professional (IRP).

Pursuant to the said order, the Board of Directors of the Company which has been suspended w.e.f. 2nd January, 2025 and the functions of the Board of Directors have been vested with the IRP as per Section 17(1)(b) of IBC.

Neha Punit Agrawal Digitally signed
by Neha Punit Agrawal

Place: Aurangabad
Date: May 28th, 2025

Name of PCS: Neha P. Agrawal
FCS No.: 7350
C.P.No.: 8048
UDIN: F007350G000504000
Peer Review No. 1304/2021