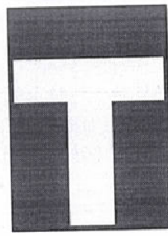


REGISTERED OFFICE  
913, Hemkunt Chambers, 89 Nehru Place  
New Delhi – 110019, India  
Tel : +91-11-26411931, 26415961  
Fax : +91-11-26221521  
Email : info@technofabengineering.com  
CIN : L74210DL1971PLC005712



# TECHNOFAB ENGINEERING LIMITED

**The National Stock Exchange of India Limited**  
Exchange Plaza, Plot No. C-1, G Block  
Bandra Kurla Complex, Bandra (E)  
Mumbai – 400051  
Symbol: TECHNOFAB

**The BSE Limited**  
15<sup>th</sup> Floor, Phiroze Jeejeeboy Towers  
Dalal Street  
Mumbai – 400001

Security Code: 533216


**Subject:** Annual Secretarial Compliance Report for the year ended March 31, 2023

Dear Sir/Ma'am,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2023 issued by a Practicing Company Secretary.

You are requested to take note of the same in your records for the purpose of further dissemination.

**Yours Faithfully**  
**For Technofab Engineering Limited**

  
S N Tandon  
Chief Financial Officer



Date:  
Place: Faridabad

CORPORATE, ENGINEERING & PROJECTS OFFICE Tel: +91-129-2270202, 2275310  
Plot No. 5, Sector 27C, Mathura Road Fax: +91-129-2270201  
Faridabad- 121 003 (NCR), Haryana, India www.technofabengineering.com



# SK VERMA & ASSOCIATES

## COMPANY SECRETARIES

T-3/207, PURI PRATHAM, SECTOR 84, FARIDABAD 121002

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### Secretarial Compliance Report of TECHNOFAB ENGINEERING LIMITED (Under Corporate Insolvency Resolution Process) for the financial year ended March 31, 2023

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Technofab Engineering Limited (TEL)** with **CIN: L74210DL1971PLC005712** (hereinafter referred as 'the listed entity'), having its Registered Office at **913, Hemkunt Chambers 89, Nehru Place New Delhi 110019**. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that, the listed entity has, during the review period covering the financial year ended on **March 31, 2023**, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We, **SK Verma and Associates**, have examined:

- (a) all the documents and records made available to us and explanation provided by **Technofab Engineering Limited** ("the listed entity"),
- (b) the filings/ submissions made by the company 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 **March 31, 2023** ("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

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(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 to the company during the review period)**
- (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 to the company during the review period)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;**(Not applicable to the company during the review period)**
- (f) SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021;**(Not applicable to the company during the review period)**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder.

and based on the above examination, we hereby report that, during the review period:

I. (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:-

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Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation/Circular No.	Deviations	Action taken by	Type of Action (Advisory/Clarification/Fine/Show Cause Notice/Warning, etc.)	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	No. of Board members should not be less than 6 for top 2,000 companies	Regulation 17	No. of Board members are less than 6 (Six)	Fine imposed as per SEBI Circular no. SEBI/HO/CFD/CMD/CI/P/20/12 dated January 22, 2020 ("SOP"). NSE & BSE had	Fine imposed as per SEBI Circular no. SEBI/HO/CFD/CMD/CI/P/20/12 dated January 22, 2020 ("SOP"). NSE & BSE had	No. of Board members are less than 6 (Six)	As per Circular	No. of Board members are less than 6 (Six). However Regulation 17 is not applicable w.e.f. 18 November 2022 as the Company is under Corporate Insolvency Resolution Process.	The Company is under Corporate Insolvency Resolution Process w.e.f. 18 November 2022 and the powers of the Board are suspended.	

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				date d Janu ary 22, 2020 ("SO P"). NSE & BSE had susp ende d tradi ng in the equit y shar es of the com pany due to non- com plian ces	suspen ded trading in the equity shares of the compan y due to non- complia nces for pending SOP Fines for previou s years and Show cause notice dated August 18, 2021 bearing no. NSE/LI ST/DEL IST/15					
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				for pend ing SOP Fine s for previ ous year s and Sho w caus e notic e date d Augu st 18, 2021 beari ng no. NSE /LIS T/D ELIS T/15	1 for compul sorily delistin g of equity shares of Compa ny.					
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				1 for com puls orily delis ting of equit y shar es of Com pany .						
2.	Declaration quarterly financial results within the stipulated period prescribed under Regulation 33 of Securities and Exchange	Regulati on 33	Financial Results for the quarter ended 30 September 2022, 31 December 2022 and 31 March 2023 are yet to be declared.	Stoc k Exch ange s has been issui ng notic es as per SOP.	Fines may be impose d.	Financial Results for the quarter ended 30 September 2022, 31 December 2022 and 31 March 2023 are yet to be declared.	Fines may be imposed for the number of days of default.	The default is still continuing.	The Company is under CIRP w.e.f. 18 November 2022. The Company may apply for waiver once the default is made good.	

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	Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.									
3.	Announcement of material events under Regulation 30 read with Schedule III Part A of Securities and Exchange Board of India (Listing Obligations and Disclosure	Regulation 30	Clause (g) of Schedule III Part A	NIL	NIL	Prior or post-facto intimation of the meetings of Committee of Creditors	NIL	Prior or post-facto intimation of the meetings of Committee of Creditors	NIL	



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	Requirements) Regulations, 2015.									
4.	quarterly compliance certificate for maintenance of SDD	Reg 3(5) and 3(6) of SEBI (PIT) Regulations, 2015	quarterly compliance certificate certified either by the compliance officer or a Practicing Company Secretary (PCS) for maintenance of SDD	BSE /NSE	NIL	quarterly compliance certificate certified either by the compliance officer or a Practicing Company Secretary (PCS) for maintenance of SDD for the quarter ended 31 December 2022 & 31 March 2023 are pending.	NIL	Certificates are yet to be issued.	The Company is under CIRP w.e.f. 18 November 2022 and trading of shares are suspended.	
5.	Dissemination	Regulation 46	Yet to be issued.	BSE /NSE	NIL	Dissemination of	NIL	Dissemination of information and	The Company is in the	

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	of information and documents			E		information and documents in accordance with Regulation 46 and declaration to be submitted		documents in accordance with Regulation 46	process of updating the website.	
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action (Advisory/Clarification/Find/Show Cause Notice/Warning, etc.)	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1	No. of Board members should not be less than 6 for	Regulation 17	No. of Board members are	NSE	Fine imposed as per SEBI	No. of Board members are less than 6 (Six)	As per Circular	No. of Board members are less than 6 (Six)	The Company had requested for waiver of fine	

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	top 2,000 companies		less than 6 (Six)		Circular no. SEBI/HO/CFD/CMD/CI R/P/2020/12 dated January 22, 2020 ("SOP"). NSE & BSE had suspended trading in the equity shares of the company due to non-compliances for pending SOP Fines for previous					citing the pandemic situation beyond the control of the Company.	
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					s years and Show cause notice dated August 18, 2021 bearing no. NSE/LIST/DELIST/151 for compulsorily delisting of equity shares of Company.					
2	Declaration quarterly financial results within the	Regulation 33	Declaration quarterly	BSE & NSE	Fine imposed as per SEBI Circular no.	Financial results for the quarter and period ended 31 March 2021,	As per circular	The fines imposed are still pending.	The Company had requested for waiver of fine citing the pandemic	

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stipulated period prescribed under Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	financial results within the stipulated period prescribed under Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	SEBI/HO/CFD/CMD/CI R/P/2020/12 dated January 22, 2020 ("SOP"). NSE & BSE had suspended trading in the equity shares of the company due to non-compliances for pending SOP Fines for previous years and	30 June 2021 and 30 September 2021 were declared to the Stock Exchanges with delay on 26 August 2021, 29 September 2021 and 22 December 2021 respectively.			situation beyond the control of the Company.
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			ons and Disclos ure Require ments) Regulat ions, 2015.		Show cause notice dated August 18, 2021 bearing no. NSE/LI ST/DEL IST/15 1 for compul sorily delistin g of equity shares of Compa ny.						
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II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observation/Remarks by PCS
1.	<b>Compliances with the following conditions while appointing / re-appointing an auditor</b>		
	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	NA	There has been no resignation of Statutory Auditors in the FY 2022-23. However the Company had re-appointed the existing auditors for the further period of five (5) years viz. for the financial year from 2022-23 to 2026-27 after completion of their previous tenure of five (5) years.
	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	NA	
	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.	NA	
2.	<b>Other conditions relating to resignation of statutory auditor</b>		

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	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <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 of 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: The auditor has provided an</p>	<p>NA</p> <p>NA</p> <p>NA</p> <p>NA</p>	<p>There has been no resignation of Statutory Auditors in the FY 2022-23</p>
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	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.	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 18 <sup>th</sup> October, 2019.	NA	There has been no resignation of Statutory Auditors in the FY 2022-23

III. We hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS
1.	<b><u>Secretarial Standard:</u></b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	NA	"Yes" upto 17 November 2022 as the Company is under Corporate Insolvency Resolution Process w.e.f. 18 November 2022 and no such event took place

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			during CIRP which requires compliance of applicable secretarial standard. However NA during CIRP.
2.	<p><b><u>Adoption and timely updation of the Policies:</u></b></p> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of the board of directors of the listed entities.</li> <li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated on time, as per the regulations/circulars/guidelines issued by SEBI.</li> </ul>	<p style="text-align: center;">NA</p> <p style="text-align: center;">NA</p>	<p>“Yes” upto 17 November 2022 as the Company is under Corporate Insolvency Resolution Process w.e.f. 18 November 2022 and no such event took place during CIRP which requires compliance of this clause. NA during CIRP.</p>
3.	<p><b><u>Maintenance and disclosures on Website:</u></b></p> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website</li> <li>Timely dissemination of the documents/information under a separate section on the website</li> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website</li> </ul>	<p style="text-align: center;">Yes</p> <p style="text-align: center;">No</p> <p style="text-align: center;">No</p>	<p style="text-align: center;">None</p> <p>Documents/Information are being disseminated with certain delays</p> <p>This may be reviewed as the Company is in the process of updating.</p>
4.	<p><b><u>Disqualification of Director:</u></b></p> <p>None of the Director of the listed entity are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	None
5.	<p><b><u>Details related to Subsidiaries of listed entities have been examined w.r.t:</u></b></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirements of material as well as other subsidiaries</p>	<p style="text-align: center;">NA</p> <p style="text-align: center;">Yes</p>	<p>The company does not have any material subsidiary during the year under review.</p>

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6.	<b><u>Preservation of Documents:</u></b> 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	None
7.	<b><u>Performance Evaluation:</u></b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	NA	No event took place as the Company is under CIRP.
8.	<b><u>Related Party Transactions:</u></b>  (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions; or  (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.	NA  NA	No event took place during CIRP.
9.	<b><u>Disclosure of events or information:</u></b>  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 limits prescribed thereunder.	NO	Certain Information are yet to be disclosed.
10.	<b><u>Prohibition of Insider Trading:</u></b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	NO	The trading of shares of the Company is suspended and the Company is under CIRP.
11.	<b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b>  No action(s) taken against the listed entity/ its promoters/ directors/ subsidiaries either by	No	As mentioned in para I(a) above.

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	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 except as provided under separate paragraph here in [para I(a)].		
12.	<b>Additional Non-compliances, if any:</b>  No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	<b>Yes</b>	<b>None</b>

### 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.

**Place: Faridabad**  
**Date: May 30, 2023**

**For SK VERMA AND ASSOCIATES**  
**Company Secretaries**



**Suman Kumar Verma**  
**Proprietor**

**FCS:7409, CP No.:24902**

**FRN:S2021HR823100**

**PR:1963**

**UDIN: F007409E000431811**