



# TEAMO PRODUCTIONS HQ LIMITED

(Formerly known as GI Engineering Solutions Limited)

CIN: L74110DL2006PLC413221

Regd. & Corporate Office : Unit 1308, Aggarwal Corporate Heights, Netaji Subhash Palace,  
New Delhi-110034 | Tel No: 011-44789583 | Website: [www.giesl.in](http://www.giesl.in) | E-mail ID: [cs@giesl.in](mailto:cs@giesl.in)

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May 21, 2024

*Listing Compliance Department*  
**National Stock Exchange of India Limited**  
Exchange Plaza,  
Bandra-Kurla Complex,  
Bandra (East), Mumbai 400051

**NSE SYMBOL: TPHQ**

*Listing Compliance Department*  
**BSE Limited**  
Phirozee Jeejeebhoy  
Towers, Dalal Street, Fort,  
Mumbai – 400 001

**Scrip Code: 533048**

**Sub: Submission of Annual Secretarial Compliance Report under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended March 31, 2024**

Dear Sir/Ma'am,

Please find enclosed herewith the Annual Secretarial Compliance Report pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Year ended March 31, 2024.

You are requested to take the same on your records.

Please disseminate this information on your official website and oblige.

Thanking You,

Yours faithfully,  
**for Teamo Productions HQ Limited**  
(Formerly Known as GI Engineering Solutions Limited)

**Deepak**  
**Company Secretary and Compliance Officer**

**SECRETARIAL COMPLIANCE REPORT OF TEAMO PRODUCTIONS HQ LIMITED (FORMERLY KNOWN AS GI ENGINEERING SOLUTIONS LIMITED) FOR THE YEAR ENDED MARCH 31, 2024**

The Members,  
**Teamo Productions HQ Limited**  
Unit 1308, Aggarwal Corporate Heights,  
Netaji Subhash Palace  
New Delhi-110034

We, Kumar G & Co, *Company Secretaries* have conducted the Secretarial Compliance Audit of the applicable SEBI Regulations and the circulars/ guidelines issued thereunder for the period ended March 31, 2024 of Teamo Productions HQ Limited (“the listed entity”).

The audit was conducted in a manner that provided us a reasonable basis for evaluating the statutory compliances and expressing our opinion thereon.

We have examined:

- a) all the documents and records made available to us, and explanation provided by 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 period ended March 31, 2024 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; \*
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021\*
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; \*
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; \*
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

**\*Not Applicable to the period under review as there is no such transaction.**

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

S. No.	Particulars	Compliance Status (Yes/ No/NA)	Observations/Remarks by PCS
1	<b>Secretarial Standards:</b> 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), as notified by the Central	Yes	Nil

	Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable		
2	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of 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 as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes Yes	Nil Nil
3	<b>Maintenance and disclosures on Website:</b> <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 re-directs to the relevant document(s)/section of the website</li> </ul>	Yes Yes* Yes*	Nil Nil Nil
4	<b>Disqualification of Director:</b> None of the Director(s) of the Company are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the Listed Entity	Yes	Nil
5	<b>Details related to Subsidiaries of Listed Entities have been examined w.r.t.:</b> <ul style="list-style-type: none"> <li>(a) identification of material subsidiary companies</li> <li>(b) Disclosure requirement of material as well as other subsidiaries</li> </ul>	NA NA	The company does not have any subsidiary company during the financial year 2023-24
6	<b>Preservation of Documents:</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	Nil
7	<b>Performance Evaluation :</b> 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	Nil
8	<b>Related Party Transactions:</b> <ul style="list-style-type: none"> <li>(a) The Listed Entity has obtained prior approval of Audit Committee for all related party transactions;</li> <li>or</li> <li>(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.</li> </ul>	Yes Yes	Nil Nil
9	<b>Disclosure of events or information:</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 except as provided under separate paragraph herein	Yes	Nil
10	<b>Prohibition of Insider Trading:</b> The Listed Entity is in compliance with Regulation 3(5) &3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	Nil

11	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> 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 except as provided under separate paragraph herein	Yes	Nil
12	<b>Additional Non-compliances, if any:</b> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. except as provided under separate paragraph herein.	Yes	Nil

\* with some delays and omissions, which were advised for correction during the audit process

**Compliances related to resignation of Statutory Auditors from Listed Entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019:**

S. No.	Particulars	Compliance Status (Yes/ No/NA)	Observations/Remarks by PCS
<b>1</b>	<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 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 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	No instance of resignation of statutory auditors during the year under review
<b>2</b>	<b>Other conditions relating to resignation of Statutory auditor</b>		
	i) Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:  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. 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. c) The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from	NA	No instance of resignation of statutory auditors during the year under review

	<p>the auditor relating to the proposal to resign as mentioned above communicate its views to management and the auditor.</p> <p>ii) Disclaimer in case of non-receipt of information:</p> <p>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.</p>		
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 18th October, 2019.	NA	No instance of resignation of statutory auditors during the year under review

**Based on the above examination, we hereby report that, during the period under Review:**

(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:-

S. No.	Compliance requirement (Regulations/ circular/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of action i.e. Advisory/ Fine/ Show cause notice/warnings etc	Details of violations	Fine Amount	Observations/ Remarks by PCS	Management Response	Remarks
1	SEBI (LODR), 2015	Regulation 30	Failure in reporting of material events	-	-	Intimation regarding re-constitution of board committees was not reported to the stock exchanges in the outcome of the Board meeting dated October 25, 2023.	-	Company has been advised to be compliant of the SEBI Regulations. Since, it was a material event, it should have been reported in the outcome.	Inadvertently skipped to include the same in the outcome of board meeting held on October 25, 2023 and the company assures to comply the regulation in near future within the timeline.	-
2.	SEBI (Substantial acquisition of shares and takeovers) regulations,	Regulation 29 (2)	Delayed filing	-	-	Intimation was delayed reported to the stock exchanges on October 07, 2023 by G G	-	No comments required, since the lapse was on the part of Acquirer.	-	-

	2011 “Takeover Code”					Engineering Limited but the transaction was executed on September 22, 2023.				
3	SEBI (LODR), 2015	Regulation 30	Delayed reporting	-	-	<p>1. Intimation regarding newspaper advertisement with respect to notice of Rights Issue published on April 22, 2023 filed to the stock exchanges on April 24, 2023.</p> <p>2. XBRL in respect of appointment of Ms. Alka Jain as Whole-time Director of the Company on April 25, 2023 filed to the stock exchanges on 02-05-2023</p> <p>3. XBRL in respect of appointment of Mr. Mohaan Nadaar as Managing Director, Ms. Ketki Bhavin Mehta as Whole-time Director cum Chief Operating Officer, Ms. Shrabani Deodhar as Chief Executive Officer of the Company on August 12, 2023 filed to the stock exchanges on 22-08-2023</p> <p>4. XBRL in respect of</p>	-	Company has been advised to stay vigilant of the timelines as prescribed by SEBI.	-	-

					<p>appointment of Ms. Suchitra Krishnamoorthi and Mr. Ketan Chandrakant Mehta as Non-Executive, Independent Director, on August 19, 2023 filed to the stock exchanges on 23-08-2023</p> <p>5. XBRL in respect of deferment of fund raising decision taken in the Board meeting dated August 12, 2023 filed to the stock exchanges on 13-05-2024</p> <p>6. XBRL in respect of decision of fund raising through preferential issue taken in the Board meeting dated August 19, 2023 filed to the stock exchanges on 15-05-2024</p> <p>7. XBRL in respect of decision of sub-division of face value from Rs. 10/- each to Re.1/- taken in the Board meeting dated October 25, 2023 filed to the stock exchanges on 13-05-2024</p> <p>8. XBRL in respect of resignation of Ms. Swati Gupta as Independent</p>			
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						Director of the Company w.e.f. 19-10-2023 filed to the stock exchanges on 28-10-2023				
4	SEBI Circular no. CIR/CFD/CM D/4/2015 dated September 09, 2015	SEBI Circular no. CIR/CFD/CM D/4/2015 dated September 09, 2015	Insufficient disclosure	BSE Limited	BSE vide its mail dated May 15, 2023 instructed to submit the disclosure in terms of SEBI Circular no. CIR/CFD/CM D/4/2015 dated September 09, 2015	Disclosure regarding “Media release for confirmed order for supplying Structural Steel with the single order valued an amount exceeding Rs. 160 Million dated May 13, 2023” was not as per the SEBI Circular no. CIR/CFD/CMD/4/2015 dated September 09, 2015	-	Company has been advised to be compliant of the SEBI circular.	The company has filed the adequate disclosure to the stock exchange on May 15, 2023 in terms of said circular.	-
5	SEBI Circular No. SEBI/HO/CF D/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023	SEBI Circular No. SEBI/HO/CFD/CFD-PoD1/P/CI R/2023/123 dated July 13, 2023	Insufficient disclosure	BSE Limited	BSE vide its mail dated December 29, 2023 and February 02, 2024 instructed to submit the Resignation Letter of Mr. Ketan Chandrakant Mehta as Independent Director of the Company and Mr. Abhishek Goel as Chairman and Managing	Letter of resignation was not attached while filing the intimation of resignation of abovesaid persons to the stock exchanges on December 28, 2023 and August 12, 2023 respectively.	-	Company has been advised to be compliant of the SEBI circular.	The company has filed the Letter of resignation to the stock exchange on February 19, 2024 and February 05, 2024 respectively in terms of said circular.	-



					Director, Mr. Nitin Bansal, Wholetime Director, Ms. Alka Jain, Chief Executive Officer of the Company respectively					
6	SEBI (LODR), 2015	Regulation 32	Insufficient disclosure	-	-	Statement of utilization of funds was not attached while filing the Statement of deviation or variation in the use of proceeds of Rights Issue for the quarter ended September 30, 2023 to the stock exchanges on November 14, 2023	-	Company has been advised to be compliant of the SEBI Regulations.	Inadvertently skipped to include while filing to the stock exchanges. Though, the company has filed the correct Statement of deviation on November 16, 2023 and the company assures to comply the regulation in near future within the timeline.	
7	SEBI (LODR), 2015	Regulation 27	Delayed filing	BSE Limited	BSE vide its mail dated September 25, 2023 imposed a penalty of Rs.1000/- after excluding GST@18% with respect to the delayed filing of corporate governance report for the quarter ended December 31, 2014	Corporate Governance Report for the quarter ended December 31, 2014 was not filed within due date i.e. 14-01-2015	Rs. 10,000/-	Company has been advised to be compliant of the SEBI Regulations in near future.	The company has filed Corporate Governance Report for the quarter ended December 31, 2014 on 15-01-2015. Further, the company has paid the penalty.	
8	SEBI (LODR), 2015	Regulation 27	-	NSE and BSE	1. NSE vide its mail dated	Number of the board member is	-	The company has submitted	-	



					<p>April 25, 2023 raised query with respect to Corporate Governance Report for the quarter ended March 31, 2023 regarding</p> <p>a. Number of the board member is less than six</p> <p>b. No meeting of Stakeholders and Relationship Committee meeting held during the year.</p> <p>2. BSE vide its communication dated September 08, 2023 on BSE listing center portal raised query regarding that no meeting of stakeholders relationship committee held for the year ended March 31, 2023</p>	<p>less than six and No meeting of Stakeholders and Relationship Committee meeting held during the year.</p>		<p>the clarification for the same to the NSE and BSE on April 27, 2023 and September 09, 2023 respectively stating that company is not in the top 2000 listed entities list as per the market capitalisation as on March 31, 2022. Therefore, the provision of Regulation 17 (1)(c) of the SEBI (LODR) Regulations, 2015 is not applicable on the company. Further, during the year 2022-23 one meeting of Stakeholder Relationship Committee was held on May 23, 2022. Since, meeting was held during the quarter April to June, 2022, hence, the same is not reflecting in the report submitted by the Company to the Exchange for the quarter ended March 31, 2023.</p>		
9	SEBI (LODR), 2015	Regulation 33	-	BSE and NSE	<p>NSE and BSE vide its mail dated May 04, 2023 and October 05, 2023 respectively raised query regarding Financial results not</p>	<p>Financial results not signed by authorized signatory/ies for the quarter and year ended March 31, 2023</p>	-	<p>The company has submitted the clarification for the same to the NSE and BSE on May 04, 2023 and October 06, 2023 respectively stating that Financial results for the quarter</p>	-	-

					signed by authorized signatory/ies for the quarter and year ended March 31, 2023			and year ended March 31, 2023 was duly signed by authorized signatory.		
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b) The listed entity has taken the following actions to comply with the observations made in previous reports:

S. No.	Compliance requirement (Regulations/circular/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of action i.e. Advisory/Fine/Show cause notice/warnings etc	Details of violations	Fine Amount	Observations /Remarks by PCS	Management Response	Remarks
NIL										

**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 certify 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.

For **KUMAR G & Co.**  
Company Secretaries

PANKAJ  
KUMAR GUPTA

Digitally signed  
by PANKAJ  
KUMAR GUPTA

GUPTA P. K.  
M.No. : A14629 | CP : 7579  
UDIN: A014629F000393513

Date : May 17, 2024  
Place : New Delhi