



**CMI LIMITED**

AN ISO 9001, ISO 14001  
& BS ISO 45001 COMPANY  
CIN No. L74899DL 1967 PLC018031

**Regd. Office :**  
PD-II, Jhilmil Metro Station,  
Jhilmil Industrial Area,  
Delhi-110095  
Website : [www.cmilimited.in](http://www.cmilimited.in)

**Works :** Baddi, Himachal Pradesh-173205 (India)  
Faridabad, Haryana-121006 (India)

**CMI/CS/2022-23/**

**May 30, 2022**

**BSE Corporate Compliance & Listing Centre  
BSE Limited  
Phiroze Jeejeebhoy Towers, Dalal Street,  
MUMBAI-400001**

**Listing Department  
National Stock Exchange of India  
'Exchange Plaza', Bandra Kurla Complex,  
MUMBAI-400051**

**BSE Scrip Code: 517330/ NSE Scrip Code: CMICABLES**

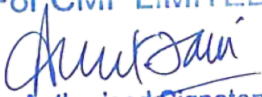
**Sub: Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2022**

Dear Sir,

Please find enclosed Secretarial Compliance Report of the Company under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulation, 2015, read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 08<sup>th</sup> February, 2019, issued by M/s Pooja Anand & Associates, Company Secretaries, Secretarial Auditor of the Company for the year ended 31<sup>st</sup> March, 2022.

This is for your information and record.

Thanking you,  
For **CMI LIMITED**

*For CMI LIMITED*  
  
Authorised Signatory

**AMIT JAIN  
CHAIRMAN & MANAGING DIRECTOR**

## Secretarial Compliance Report of CMI Limited for the year ended 31<sup>st</sup> March 2022

We, Pooja Anand & Associates, have examined:

- (a) all the documents and records made available to us and explanation provided by **CMI Limited** (“the listed entity / the Company”) CIN L74899DL1967PLC018031 and having registered office at PD-II, Jhilmil Metro Station, Jhilmil Industrial Area, East Delhi 110095,
- (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 31<sup>st</sup> March, 2022 (“Review Period”) in respect of compliance with the applicable 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;

Note: This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report

- (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 as the Company has not bought back/proposed to buy-back any of its securities during the period under review);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable as the Company has not offered any shares or granted any options pursuant to any employee benefit scheme during the period under review);
- (f) Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agent) Regulations, 1993;
- (g) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (h) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable as the Company has not issued and listed any Debt Securities during the period under review);
- (i) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable as the Company has not issued and listed any Non- Convertible and Redeemable Preference Shares during the period under review);
- (j) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

Note: This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report

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 thereunder, 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
	<b>*As mentioned Below</b>		

\*

1. During the year under review, the company has delayed the Approval of Audited financial results/ statements of the Company for the quarter and year ended 31<sup>st</sup> March, 2021 as required under Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2. During the year under review, the company's website has not been updated as required under Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. During the year under review, the company has delayed in filing of the Certificate from practicing company secretary as required under Regulation 40(9) for the year ended 31<sup>st</sup> March, 2021 under of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Note: This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report

4. During the year under review, pursuant to the process for considering the Restructuring Plan of the Company, which is pending with lenders for approval, Canara Bank as Lead Bank to the Consortium has initiated the Forensic Audit and TEV of the Company.

(b) The listed entity has maintained proper records under the provisions of the above regulations and circulars/ guidelines issued thereunder 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.
<b>#As Mentioned Below.</b>				

*# National Stock Exchange Limited (NSE) and BSE Limited (BSE) had sent a notice to the Company via, Notices no. NSE/LIST-SOP/COMB/FINE/0819 and SOP-CReview-july2021 (Reg33 & 24A), respectively, both dated 29.07.2021 for fine amounting to Rs.1,71,100/- (Rupees One lac seventy one thousand one hundred only) each, including GST, for delay in submission of Financial Results for the quarter and year ended 31st March, 2021.*

**Remarks-** The Company had submitted the audited financial result under Regulation 33 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 for the quarter and

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financial year ended on 31.03.2021, on August 12, 2021 and fine(s) imposed by respective Stock exchanges have been duly paid.

As per the information given by the Company, delay was due to the impact of second wave of Covid-19 on the operational working of the Company which was badly affected as smooth working at the plants and at the corporate office was disrupted during the relevant period. The delay was due to non-availability of required staff. Non-closure of audit procedure lead to delay in approval and submission of financial results for the year ended 31.03.2021.

Accordingly, the Company had submitted the request for waiver of fine imposed by the stock exchanges.

The Company's representation for the waiver of fine was placed before the "Internal Committee for Fine Waiver" of respective stock exchanges. Pursuant to the decision of their Committees the Company's request for waiver of fine was approved on 03.01.2022 by BSE and 10.01.2022 by NSE.

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

<b>Sr. No.</b>	<b>Observations of the Practicing Company Secretary in the previous reports</b>	<b>Observations made in the secretarial compliance report for the year ended 2021.</b>	<b>Actions taken by the listed entity, if any</b>	<b>Comments of the Practicing Company Secretary on the actions taken by the listed entity</b>
		<b># As mentioned below</b>		

#1. During the year under review, the appointment Mr. Servagaya Jain as an Independent Director of the Company was held without inclusion of his name in Independent Director's Note: This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report

Databank as per Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019. As on March 31, 2021 the Board of the Company was not duly constituted upto that extent.

**Actions taken by the listed entity, if any-** The name of Mr. Servagaya Jain has been included in the Independent Director's Databank w.e.f. 06.07.2021.

*#2. During the year under review, the annual disclosure promoters was not given for the financial year ended March 31, 2020 as required under regulation 31(4) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.*

**Actions taken by the listed entity, if any-**The Company has made all the event based disclosures for the year 2020 as required under regulation 31 (1) & (2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 with-in prescribed time. The Company has not made any encumbrance, directly or indirectly, other than those already disclosed during the financial year.

**For Pooja Anand & Associates  
Company Secretaries  
Firm Registration No. P2003DE054000  
PR No. : 1391/2021**

**Mukul Tyagi  
Partner  
M. No.: F9973  
CP No.: 16631  
UDIN: F009973D000438610**

**Date: 30/05/2022**

**Place: New Delhi**

Note: This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report

## Annexure A

To,

The Members,  
CMI Limited

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our examination.
2. We have followed the practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company. Further, we have not examined compliance by the Company with applicable financial laws, like direct and indirect tax laws, since the same have been subject to review by statutory financial audit and other designated professionals.
4. Wherever required, we have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of the procedures on test basis.
6. The Secretarial Compliance report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

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For Pooja Anand & Associates  
Company Secretaries  
Firm Registration No. P2003DE054000  
PR No. : 1391/2021

Mukul Tyagi  
Partner  
M. No.: F9973  
CP No.: 16631

Date: 30/05/2022  
Place: New Delhi

Note: This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report