

Secretarial compliance report of CMI LIMITED for the year ended 31st March, 2021

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 Flat No. 501- 503, 5th Floor, New Delhi House, 27 Barakhamba Road, New Delhi -110001.
- (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, 2021 (“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 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 Non- Convertible and Redeemable Preference Shares 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;

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
*As mentioned below			

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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 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.*

2. *During the year under review, annual disclosure 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.*

- (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.
N.A.				

(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 31st March, 2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	#As mentioned below	##As mentioned below		-

National Stock Exchange has sent a notice to the Company for fine amounting to Rs 1000 for delay in filing of quarterly corporate governance report for the quarter ended 30th June, 2018, by 1 day. As per the statement received from the Company, the delay was due to technical issue for the uploading of corporate governance report on NSE portal

Actions taken by the listed entity, if any – The Company has paid the fine of Rs. 1000 to NSE.

1. During the year under review, Mr. Pyare Lal Khanna ceased to be the Independent Director of the Company w.e.f. September 30, 2019 and the intimation for the same was given to stock exchange on October 15, 2019 which is to be given within twenty four hours from the occurrence of event as specified in the Regulation 30 read with Part A of Schedule III of SEBI (LODR) Regulations, 2015;

Actions taken by the listed entity, if any: The tenure of Mr. Pyare Lal Khanna expired on 30th September, 2019. Cessation is due to completion of tenure.

2. During the year under review, Mr. Amit Jain, promoter of the Company acquired 39,118 equity shares having market value of Rs. 10,02,781.15 of the Company during the period from 18.02.2020 to 25.03.2020 disclosure of which is to be given within 2 trading days as per Regulation 7(2)(a) of SEBI (Prohibition of Insider Trading) Regulations, 2015. However, the disclosure was submitted to the Company on 24th April, 2020 and the Company simultaneously submitted the same to stock exchanges on 24th April, 2020.

Actions taken by the listed entity, if any: The disclosure was submitted to the Company on 24th April, 2020 and the Company simultaneously submitted the same to stock exchanges on 24th April, 2020.

**For Pooja Anand & Associates
Company Secretaries**

Place: New Delhi

Date: 30-06-2021

Mukul Tyagi

Partner

M. No.: F9973

C P No.: 16631

UDIN: F009973C000557498