

May 26, 2022

(Through Listing Centre)

The Manager,  
Dept. of Corporate Services  
B S E Limited  
25th Floor, P. J. Towers, Dalal Street,  
Fort, Mumbai - 400 001

Dear Sir,

**Sub: Annual Secretarial Compliance Report for FY 2021-22.**

In terms of SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 read with Regulation 24A(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find attached scanned copy of the Annual Secretarial Compliance Report for the Financial Year ended on March 31, 2022, issued by **M/s Ranjana Gupta & Associates, Company Secretaries.**

Please take the same on record.

Thanking you,

Yours faithfully  
For Fiem Industries Limited



Arvind K. Chauhan  
Company Secretary

Encls: A/a



**RANJANA GUPTA & ASSOCIATES**  
COMPANY SECRETARIES

To,

**The Board of Directors**  
**Fiem Industries Limited**  
(CIN: L36999DL1989PLC034928)  
D-5, Mansarover Garden  
New Delhi-110015

**Sub: Secretarial Compliance Report for the financial year ended March 31, 2022 issued pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019**

Dear Sir,

We have been engaged by **Fiem Industries Limited** (hereinafter referred to as the 'Company') whose equity shares are listed on National Stock Exchange (Symbol: FIEMIND) and BSE Limited (Security Code: 532768), to conduct an audit and issue Secretarial Compliance Report in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with the provisions of all the applicable SEBI Regulations and circulars/ guidelines issued thereunder from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with the provisions of all applicable SEBI Regulations and circulars/ guidelines issued thereunder from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India (ICSI). Our Secretarial Compliance Report for the year ended March 31, 2022 is enclosed herewith.

For **RANJANA GUPTA & ASSOCIATES**  
**COMPANY SECRETARIES**  
ICSI Unique Code: S2011DE154200  
Peer Review Cert. No.: 921/2020

**RANJANA GUPTA**  
Proprietor

FCS No : 8613 | CP No : 9920



Place : New Delhi

Date : 26<sup>th</sup> May, 2022

UDIN : F008613D000397531



**SECRETARIAL COMPLIANCE REPORT OF FIEM INDUSTRIES LIMITED  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2022**

We have examined:

- a) all the documents and records made available to us and explanation provided by **Fiem Industries Limited** ("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 year ended March 31, 2022 ("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 Contract (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 (as amended from time to time);
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time); (Not applicable to the listed entity during the Review Period)
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011(as amended from time to time);
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (as amended from time to time); (Not applicable to the listed entity during the Review Period)
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (as amended from time to time); (Not applicable to the listed entity during the Review Period)
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (as amended from time to time); (Not applicable to the listed entity during the Review Period)
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (as amended from time to time); (Not applicable to the listed entity during the Review Period)
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time);
- i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 (as amended from time to time)  
and circulars/ guidelines issued thereunder;





and based on the above examination, we 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
1	Pursuant to Regulation 17(2) and 18(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the time gap between two consecutive Board Meetings and two consecutive Audit Committee Meetings shall not exceed 120 days.	The Board Meeting and Audit Committee Meeting on June 30, 2021 were held with a gap of 137 days from the previous respective meetings held on February 12, 2021, which is in excess of permissible gap of 120 days.	The Company has informed that the said observation was also received from National Stock Exchange (NSE) vide their email dated July 28, 2021 with reference to the Corporate Governance Report filed for the quarter ended June 30, 2021 and the Company has already submitted its reply dated July 28, 2021 to NSE as under:  “During the month of April-May, 2021 like other part of Country, we and our family members were also badly impacted by second wave of COVID-19. In that extremely difficult period, Circular No. SEBI/HO/CFD/CMD1/P/CIR12021/556 dated April 29, 2021 issued by SEBI came as big relief by extending the time for submission of Quarterly financial results / Annual audited financial results to June 30, 2021. After that, on May 3, 2021 vide General Circular No. 08/2021, Ministry of Corporate Affairs also extended the permissible gap between two board meetings from 120 days to 180 days. Because of extremely difficult circumstances posed by second wave of COVID-19 pandemic, and no urgent matter for consideration by the Board of Directors of the Company during the month of April-May, 2021 and by taking the relaxation granted by above SEBI Circular, the Board Meeting and Audit Committee Meeting of the Company were scheduled and held on June 30, 2021,



			inter-alia for consideration and approval of financial results for Quarter and Financial Year ended on March 31, 2021. We humbly submit to your good office that because of above reasons, the time gap between two consecutive meetings of Board and Audit Committee exceeded more than 120 days. In past this instance never happened and we assure you to apply our best efforts to avoid any such instance in future as well. Considering above, you are earnestly requested to consider our submission favorably.”
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- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- c) There were no 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 in so far as it appears from our examination of those records.
- d) The reporting of actions by the listed entity to comply with the observations made in previous reports does not arise during the Review Period.
- e) The reporting of Para 6(A) and 6(B) of the Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by SEBI on “Resignation of statutory auditors from listed entities and their material subsidiaries” is not applicable during the Review Period.

For RANJANA GUPTA & ASSOCIATES  
**COMPANY SECRETARIES**  
 ICSI Unique Code: S2011DE154200  
 Peer Review Cert. No.: 921/2020



*Ranjana Gupta*

**RANJANA GUPTA**  
 Proprietor

FCS No : 8613 | CP No : 9920

Place : New Delhi  
 Date : 26<sup>th</sup> May, 2022  
 UDIN : F008613D000397531