

REGISTERED OFFICE
756 ANANDAPUR
EM BYPASS,
KOLKATA- 700107
CIN: L28910WB1943PLC168801

TEL : (033) 4019 0800
FAX : (033) 40190823
WEBSITE: www.cimmco.in
E-MAIL: corp@cimmco.in

10th September, 2020

National Stock Exchange of India Limited
Listing Compliance Department
Exchange Plaza Bandra-Kurla Complex
Bandra (E), Mumbai-400051
Scrip Code: CIMMCO

BSE Limited
Listing Compliance Department
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai-400001
Scrip Code: 505230

Sub.: Disclosure of reasons for anticipated delay in submission of financial results under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD-1/142/2018 dated November 19, 2018

Madam/Sir,

As per the captioned Regulation read with SEBI Circular No. SEBI/ HO/ CFD/ CMD1/ CIR/ P/2020/106 dated June 24, 2020, Cimmco Limited ("**the Company**") is required to submit its quarterly and year-to-date financial results as on 31st March, 2020 to the stock exchanges by 31st July, 2020 and for the quarter ended 30th June, 2020 by 15th September, 2020.

The Company submitted applications dated 17th June, 2020 and 24th August, 2020 to the SEBI and your good office requesting extension of time for submission of financial statement/results for the quarter and year ended 31st March, 2020 and for the quarter ended 30th June, 2020 (together referred to as "**Results**") till 30th September, 2020 inter-alia on the grounds set out in detail therein which include the impact of COVID-19 pandemic and the intention to enable the holding company: Titagarh Wagons Limited ("**TWL**") publish the Results after giving effect to the accounting adjustment for the merger of the Company and Titagarh Capital Private Limited ("**TCPL**") with **TWL**, the same being in advanced stage of completion, pursuant to the order of the Hon'ble NCLT, Kolkata Bench ("**NCLT**") expected shortly.

The Company, after submitting the application for extension till 30th September, 2020, continued taking all necessary steps to complete and submit the Results by 15th September, 2020, i.e. the time stipulated to approve the results for quarter ended 30th June, 2020. In the meantime the final hearing by NCLT took place on 7th September, 2020 when the order for sanction was reserved.

The NCLT has on 7th September, 2020 concluded the final hearing in the matter of Amalgamation of the Company and TCPL with TWL and reserved the order for sanctioning the Scheme, a copy of which is enclosed for your ready reference. Thus the order sanctioning the Scheme of Amalgamation ("**Scheme**") is expected very shortly.

TWL on its own as well as on the Company's behalf, anticipated that the compilation of the Results would not be completed within 15th September, 2020 and therefore, submitted an application by letter dated 10th September, 2020 to SEBI for grant of time till 15th October, 2020 to comply with the requirement of submission of the Results to the stock exchanges, inter-alia mentioning the following reasons:

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- (i) The order sanctioning the Scheme is now expected within a short time and will enable giving effect to the merger of subsidiaries in the accounts of TWL from the Appointed Date i.e. April 01, 2019 thereby facilitating reflection of correct financial position of TWL on standalone and consolidated basis; and
- (ii) The extension of time by your good office for submission of the Results after giving effect to the amalgamation therein will facilitate publication of financials such that there will be no confusion in the minds of the shareholders and other stakeholders regarding financial position of TWL.

Due to the circumstances stated above and particularly considering that the operative date/Appointed date of the Scheme being 1st April, 2019, we wish to inform you that the group needs some time on bona fide grounds to submit the Results taking into effect the sanctioned Scheme. TWL, the holding Company, has by its separate letter to the stock exchanges undertaken to make all efforts to submit the financial results at the earliest within the extended time prayed for.

We would like to state that the Company has always been meticulous in complying with the SEBI Regulations/ Companies Act, etc., but the submission of the Results is getting delayed due to unavoidable force-majeure circumstances.

Please take the above on record.

Thanking you,

Yours faithfully,
For CIMMCO LIMITED

DINESH
ARYA

Digitally signed by
DINESH ARYA
Date: 2020.09.10
18:52:18 +05'30'

Dinesh Arya
Group Company Secretary

Encl.: As above.

Kolkata Bench Kolkata

CP(CAA) No. 768/KB/2020
Connected with
CA(CAA) No. 254/KB/2020

In the Matter of:

An application u/s. 230 to 232 and other applicable provisions of the Companies Act, 2013;

And

In the Matter of:

The Companies (Compromises, Arrangements and Amalgamation) Rules, 2016;

And

In the Matter of:

CIMMCO LIMITED,

...Transferor Company No.1/Petitioner No.1

And

In the Matter of:

TITAGARH CAPITAL PRIVATE LIMITED,

...Transferor Company No.2/Petitioner No.2

And

In the Matter of:

TITAGARH WAGONS LIMITED,

... Transferee Company/ Petitioner No.3

And

In the Matter of:

1. **CIMMCO LIMITED, Transferor Company No.1;**
2. **TITAGARH CAPITAL PRIVATE LIMITED, Transferor Company No.2;**
3. **TITAGARH WAGONS LIMITED, Transferee Company.**

...Applicants/Petitioners

Counsels appeared in Video Conference:

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|----|--|----------------------|
| 1. | Mr. Ratnanko Banerji, Sr. Advocate |] For the Applicants |
| 2. | Ms. Swapna Choubey, Advocate |] |
| 3. | Mr. Sayantan Bose, Advocate |] |
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| 1. | Mr. Harihara Sahoo, Joint Director, O/o. RD(ER), MCA |] For RD(ER) |

Present: Shri Madan B Gosavi, Hon'ble Member (Judicial)

Shri Harish Chander Suri, Hon'ble Member (Technical)

Date of Order: 07/09/2020

ORDER

1. Ld. Counsel for the petitioner appears. Ld. Joint Director from the O/o. of the RD(ER), MCA representing the Central Government appears.
2. Heard. Reserved for orders.

(Harish Chander Suri)
Member (Technical)

(Madan B. Gosavi)
Member (Judicial)

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