

NOTICE OF ANNUAL GENERAL MEETING

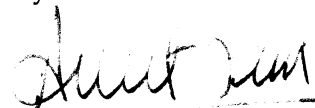
NOTICE IS HEREBY GIVEN THAT THE 44TH ANNUAL GENERAL MEETING OF CMI LIMITED will be held on, Wednesday the 28th day of September, 2011 at 11.30 a.m. at Lajwaab Banquet Hall, Vikas Marg, Delhi – 110092 to transact the following businesses:-

ORDINARY BUSINESS:

- 1 To receive, consider and adopt the Audited Profit and Loss Account for the year ended March 31, 2011 and the Balance Sheet as at that date together with the Director's Report and Auditor's Report thereon.
- 2 To appoint a Director in place of Mr. Neeraj Goel, who retires from office by rotation, and being eligible, offers himself for re-appointment.
- 3 To appoint a Director in place of Mr. Pyare Lal Khanna, who retires from office by rotation, and being eligible, offers himself for re-appointment.
- 4 To appoint Auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT M/s J.K. Manocha & Associates, Chartered Accountants, New Delhi, be and hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors of the Company."

By Order of the Board



Amit Jain
Managing Director

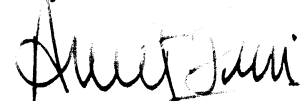
Place: Delhi

Date: 11th August, 2011

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS/HER BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES, IN ORDER TO BE EFFECTIVE, THE INSTRUMENT MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of Board resolution pursuant to Section 187 of the Companies Act, 1956, authorizing their representative to attend and vote on their behalf at the Meeting.
3. Brief resume of all the Directors, nature of their expertise in specific functional area, names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, Shareholding and relationships between Directors inter-se stipulated under Clause 49 of the Listing Agreement with the Stock Exchange(s) in India, are provided in the Report on Corporate Governance forming part of the Annual Report.
4. Members are requested to bring their attendance slip along with their copy of Annual Report of the Meeting.
5. Relevant documents referred in the accompanying notice are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, between 11.00 A.M and 1.00 P.M up to the date of the Meeting.
6. Pursuant to Section 154 of the Companies Act, 1956 the Company has already notified closure of Register of Members and Share Transfer Books from Thursday , September 22th ,2011 to Wednesday, September 28th , 2011 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if the dividend is declared at the Meeting.
7. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts.
8. Members holding shares in physical form are requested to advise any change of address immediately to the Company/ Registrar and Transfer Agents, M/s Beetal Financial & Computer Services Private Limited, Beetle House,99 Madangir, Behind Local Shopping Centre, Near Dada Harsukh Dass Mandir, New Delhi-110062.
9. The Members are requested to provide information with respect to particulars such as occupation, Fathers' name etc and such other information, that is not available with the Company so as to update Members' Register.
10. Members holding shares in electronic form are requested to quote Ledger Folio Numbers/ DP ID- Client ID in all their correspondence.
11. The Members are requested to note that no gift or gift coupons will be distributed at the meeting.
12. No amount of money is due & pending which is required to be transferred to unpaid or unclaimed dividend account or to Investor Education and Protection Fund.

By order of the Board



Amit Jain
Managing Director

Place: Delhi

Date: 11th August, 2011