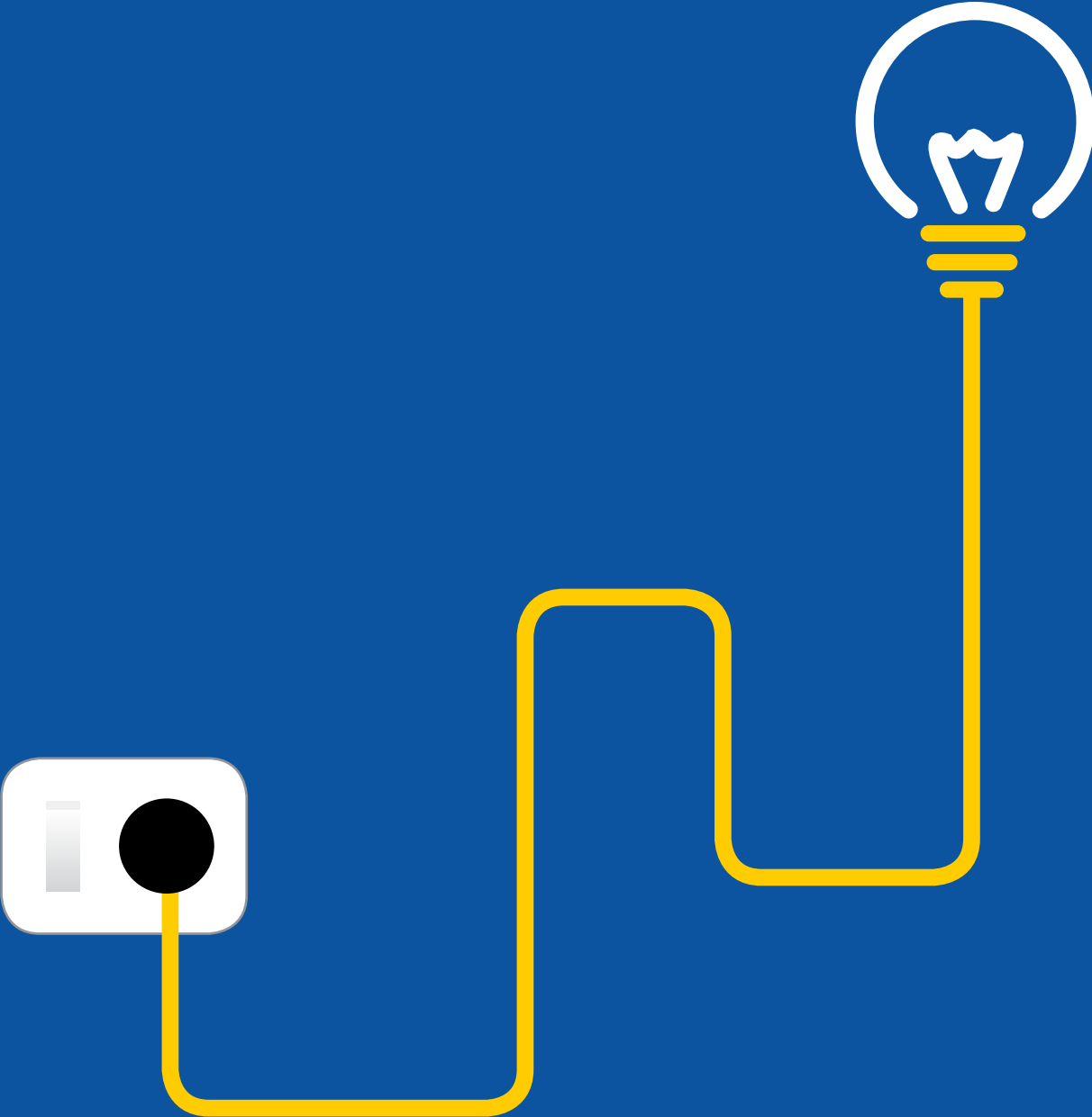


NOTICE OF AGM



CMI LIMITED

CIN L74899DL1985PLC018031

Regd. Office: 501 - 503, New Delhi House, 27, Barakhamba Road, New Delhi - 110001

Tel No.: 011 - 49570000 - 12 Fax No.: 011 - 23739902

Email Id: info@cmilimited.in, Website: www.cmilimited.in

NOTICE IS HEREBY GIVEN THAT THE 49TH ANNUAL GENERAL MEETING OF CMI LIMITED will be held on Wednesday, 28th September, 2016 at 11:30 am at Lajwaab Banquet Hall, Vikas Marg, Delhi - 110092 to transact the following business.

Further take notice that as per the provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, all the following business may also be transacted by e-voting as per the process and conditions mentioned in this notice:-

ORDINARY BUSINESS:

1. To receive, consider and adopt
 - a. The Audited Standalone Financial Statements for the year ended 31st March, 2016 together with the Report of the Directors and Auditors thereon; and
 - b. The Audited Consolidated Financial Statements for the year ended 31st March, 2016 together with the Report of Auditors thereon.
2. To confirm the interim dividend of Re. 1/- per Equity Share, (@10%) already paid during the financial year, for the year ended 31st March, 2016.
3. To appoint a Director in the place of Mr. Vijay Kumar Gupta (holding DIN 00995523) who retire by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint the Auditors 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 pursuant to the provisions of Section 139 of the Companies Act, 2013 and other applicable provisions of the Act, if any and the Rules framed there under as amended from time to time, M/s J. K. Manocha & Associates, Chartered Accountants, (Firm Registration No. 007345N) New Delhi, be and is hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of 49th Annual General Meeting until the conclusion of the 50th Annual General Meeting of the Company on such remuneration plus out of pocket and travelling expenses etc. as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

5. To appoint M/s. Krishna Neeraj & Associates, Chartered Accountants as auditors and 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 pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder, M/s. Krishna Neeraj & Associates, Chartered Accountants, (Firm Registration No.023233N) be and is hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of 49th Annual General Meeting until the conclusion of the 54th Annual General Meeting of the Company, subject to ratification at every Annual General Meeting, on such remuneration as may be agreed upon between the Board of Directors or any Committee thereof and the Statutory Auditors, in addition

to the reimbursement of service tax and actual out of pocket expenses incurred in relation with the audit of accounts of the Company.

RESOLVED FURTHER THAT M/s. Krishna Neeraj & Associates, Chartered Accountants shall act as Joint Statutory Auditors of the Company for the financial year 2016-17.”

SPECIAL BUSINESS

6. To consider and if thought fit, to pass with or without modification, following resolution as Special resolution:

Re-appointment of Mr. Amit Jain as Chairman cum Managing Director and approval for increase in remuneration.

“RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee and approval of Board of Directors and pursuant to the provisions of Section 196, Section 197 and Section 203 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the re-appointment of Mr. Amit Jain (DIN - 00041300) as Chairman cum Managing Director of the Company for the period of five years from 01st October, 2015 to 30th September, 2020 be and is hereby confirmed.

RESOLVED FURTHER THAT the remuneration of Mr. Amit Jain, Chairman cum Managing Director, as given hereunder, be and is hereby approved:

For the Period 01st October, 2015 to 30th September, 2016

Particulars	Amount Per Month (in Rs.)
Basic Salary	1,55,000
HRA (50% of Basic)	77,500
Education Allowance	7,500
Fixed Medical Allowance	10,000
Total	2,50,000

For the Period 01st October, 2016 to 30th September, 2020

Particulars	Amount per Month (in Rs.)
Basic Salary	2,34,500
HRA (50% of Basic)	1,17,250
Education Allowance	20,500
Fixed Medical Allowance	30,000
Total	4,02,250

Perquisites:-

Leave Travelling Allowance / Perquisites as per Income Tax Act, 1961 or any rules there under.

NOTES:-

- a. Net profit for this purpose shall be as per computation of net profit as per Section 198 of the Companies Act, 2013.
- b. The remuneration package is well within the overall limit prescribed under Schedule V to the Companies Act, 2013, which permits the Company to pay overall managerial remuneration upto 10% of net profit to Managing Director / Whole Time Director / Manager in any financial year with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and remuneration as it may deem fit and as may be acceptable to Mr. Amit Jain, subject to the same not exceeding the limits specified under Section 197, Schedule V to the Companies Act, 2013 or such other limits as may be prescribed from time to time or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts, deed and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. To consider and if thought fit, to pass with or without modification, following resolution as Special resolution:

Increase in remuneration of Mr. Vijay Kumar Gupta, Whole-time Director.

“**RESOLVED THAT** pursuant to the provisions of Section 196, Section 197 and Section 203 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Company be and is hereby accorded to increase in remuneration of Mr. Vijay Kumar Gupta (DIN: 00995523) Whole-time Director of the Company, w.e.f. 01st October, 2016, upto the remaining tenure of his appointment on the following terms and conditions as approved by Nomination and Remuneration Committee of the Board:-

Particulars	Amount per Month (in Rs.)
Basic Salary	75,000
HRA (40% of Basic)	30,000
Fixed Medical Allowance	15,000
Total	1,20,000

Perquisites:-

Leave Travelling Allowance / Perquisites as per Income Tax Act, 1961 or any rules there under.

NOTES:-

- a. Net profit for this purpose shall be as per computation of net profit as per Section 198 of the Companies Act, 2013.
- b. The remuneration package is well within the overall limit prescribed under Schedule V to the Companies Act, 2013, which permits the Company to pay overall managerial remuneration upto 10% of net profit to Managing Director / Whole-time Director / Manager in any financial year with liberty to the Board of Directors (hereinafter referred to as “the Board” which term

shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and remuneration as it may deem fit and as may be acceptable to Mr. Vijay Kumar Gupta, subject to the same not exceeding the limits specified under Section 197, Schedule V to the Companies Act, 2013 or such other limits as may be prescribed from time to time or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts, deed and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. To consider and if thought fit, to pass with or without modification, the following resolution as a Special resolution:

Inter-corporate Loan, investment, guarantee and security by the Company

“**RESOLVED THAT** pursuant to the provisions of section 186 and any other applicable provision, if any, of the Companies Act, 2013, (“the Act”) including any statutory modification or re-enactment for the time being in force read with rules Companies (Meetings Of Board and its Power) Rules, 2014 thereof, the consent of the Company be and is hereby accorded to the Board of Directors, subject to such other approvals, consent, sanctions as may be necessary including from banks and financial institutions, if any, and all such other statutory approvals, if any, for:

- i. giving any loan to any person or other body corporate;
- ii. giving any guarantee and / or providing any security (including by way of pledge of shares or other securities held by the Company in any other body corporate) in connection with a loan made by any other person to the Company or to any other person by any body corporate, from time to time in connection with a loan made by any other body corporate or person and / or;
- iii. acquiring whether by way of subscription, purchase or otherwise, the securities of any other body corporate;

upto an amount, the aggregate outstanding of which should not exceed at any given time Rs. 500 Crores (Rupees Five Hundred Crores only).

RESOLVED FURTHER THAT the aforesaid loans / guarantees / securities etc. be made / given by the Company out of the share capital, internal accruals, loans raised or debentures issued and / or to be raised / issued by the Company and such other means.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors be and is hereby authorised to negotiate and decide, settle any question, difficulty or doubt arising out of and incidental thereto, from time to time and to sign and execute all deeds, applications, documents and writings that may be required on behalf of the Company and give such directions as it may, in its absolute discretion, deem expedient, desirable and necessary including delegating all or any of the powers herein, to any Committee of Directors or to any Director(s) or any officer(s) of the Company.”

9. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

Appointment of Mr. Kishor Punamchand Ostwal as Director (Non-Executive Independent Director) of the Company.

“RESOLVED THAT Mr. Kishor Punamchand Ostwal (DIN: 00460257) who was appointed as an Additional Director of the Company on 29th July, 2016, and who holds office upto the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 read with Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member of the Company under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any of the Companies Act, 2013 (‘Act’) and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, consent of the shareholders be and is hereby accorded for the appointment of Mr. Kishor Punamchand Ostwal (DIN: 00460257), who meets the criteria of independence as provided under Section 149(6) of the Act, as Independent Director for a term upto five (5) consecutive years commencing from 29th July, 2016.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be required or considered necessary or incidental thereto.”

10. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

Appointment of Mr. Manoj Bishan Mittal as Director (Non-Executive Independent Director) of the Company.

“RESOLVED THAT Mr. Manoj Bishan Mittal (DIN: 00282676) who was appointed as an Additional Director of the Company on 29th July, 2016, and who holds office upto the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 read with Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member of the Company under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any of the Companies Act, 2013 (‘Act’) and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, consent of the shareholders be and is hereby accorded for appointment of Mr. Manoj Bishan Mittal (DIN: 00282676), who meets the criteria of independence as provided under Section 149(6) of the Act, as Independent Director for a term upto five (5) consecutive years commencing from 29th July, 2016.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be required or considered necessary or incidental thereto.”

By Order of the Board

CMI LIMITED

Amit Jain

Chairman & Managing Director

(DIN - 00041300)

Place: New Delhi

Date: 29th July, 2016

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll, instead of her / him and the proxy need not be a member of the Company. The form instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the Meeting.

A proxy form is sent herewith. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10 (ten) percent of the total share capital of the Company. Provided that a member holding more than 10 (ten) percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other member.

2. Corporate Members / Societies etc. are requested to send a duly certified copy of the Board Resolution / Authority, authorising their representative(s) to attend and vote on their behalf at the Meeting.
3. Members / Proxies should fill in the Attendance Slip for attending the Meeting and bring their Attendance Slips along with their copy of the Annual Report to the Meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members who hold shares in electronic form are requested to write their DP ID and Client ID numbers and those who hold share(s) in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting to facilitate identification of membership at the Meeting.
6. The Company's Register of Members and Transfer Books will remain closed from Thursday, 22nd September, 2016 to Wednesday, 28th September, 2016 (both days inclusive) for the purpose of the Meeting.
7. Members wishing to claim dividends, which remain unclaimed, except those members whose Equity Shares are held in abeyance, are requested to correspond with the Company Secretary / RTA. Members are requested to note that dividend which is unpaid or unclaimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund as per Sections 205A and 205C of the Companies Act, 1956 (Section 124 of the Companies Act, 2013).
8. In accordance with provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the business proposed for the ensuing Annual General Meeting, may be transacted through electronic voting system provided by CDSL and the Company is providing facility for voting by electronic means ("e-voting") to its members. Resolution(s) passed by members through e-voting is / are deemed to have been passed as if they have been passed at the AGM.
9. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner.
10. It may be noted that this e-voting facility is optional. The e-voting facility will be available at the link <https://www.evotingindia.co.in> during the following voting period.

Commencement of e-voting: From 9.00 a.m. of Sunday, 25th September, 2016

End of e-voting Upto at 5.00 p.m. of Tuesday, 27th September, 2016

E-voting shall not be allowed beyond 5.00 p.m. of Tuesday, 27th September, 2016. During the e-voting period, Shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date may cast their vote electronically. The cut off date for the limited purpose of e-voting is Wednesday, 21st September, 2016.

11. The login ID and password for e-voting along with process, manner and instructions for e-voting is being sent to the members who have not registered their e-mail IDs with the Company along with physical copy of the notice.
12. Those members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for e-voting along with process, manner and instructions by e-mail.
13. The Company has, in compliance with Rule 20 of the (Management and Administration) Rules, 2014, appointed CS Pooja Anand/ CS Mukul Tyagi of Pooja Anand & Associates, Practicing Company Secretaries, as Scrutiniser (as consented to be appointed as scrutiniser) for conducting the electronic process in a fair and transparent manner.
14. Members are requested to intimate immediately any change in their address or other mandates to their Depository Participants with whom they are maintaining their demat accounts. The Company or its Registrar and Transfer Agent cannot change mandates for shares in electronic form.
15. Non-resident Indian Members are requested to inform the Company's Share Registrar - Beetal Financial & Computer Services (P) Limited immediately for:
 - a. the change in the residential status on return to India for permanent settlement; and
 - b. the particulars of the bank account(s) maintained in India with complete name, branch, account type, account number and address of the bank, if not furnished earlier.
16. An Explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to the special business to be transacted at the Meeting is annexed hereto.
17. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be obtained from the Company's Registrar.
18. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically.
19. Shareholders seeking any information or clarification on the accounts are requested to send written queries to the Company, at least 10 days before the date of the meeting, to enable the Management to keep the required information available at the meeting.
20. Annual Report of the Company including the notice of ensuing Annual General Meeting, has been uploaded **on website of the Company; www.cmilimited.in under the segment "For Investor"** which can be freely downloadable by any members, forthwith after it is sent to the members. Any shareholder wishing to receive a physical copy of the Annual Report, may write to the Company or Company's Share Registrar by email. The Company will arrange to send the physical copy of the Annual Report to such member within 7 days of the receipt of the communication.

21. Voting through electronic means:

Pursuant to the provisions of section 108 of the Companies Act, 2013, Rule 20 and Rule 21 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote electronically through the electronic voting service facility arranged by the Central Depository Services (India) Limited. The facility for voting through Ballot Paper, will also be available at the Annual General Meeting (AGM) and the Members attending the AGM who have not cast their votes by remote e-voting shall be able to exercise their right at the AGM through Ballot Paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for E-voting are prescribed below:

- i. The voting period begins on **<From 9.00 a.m. of Sunday, 25th September, 2016>** and ends on **<5.00 p.m. of Tuesday, 27th September, 2016>**. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of **<21st September, 2016>**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iii. Click on Shareholders.
- iv. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

For Members Holding Shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the Company records in order to login.
OR Date of Birth (DOB)	<ul style="list-style-type: none"> • If both the details are not recorded with the depository or the Company, please enter the member id / folio number in the Dividend Bank Details field as mentioned in instruction (iv).

- viii. After entering these details appropriately, click on “SUBMIT” tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolution(s) contained in this Notice.
- xi. Click on the EVSN for the relevant <CMI LIMITED> on which you choose to vote.
- xii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES / NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii. If Demat account holder has forgotten the changed password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store, respectively, on or after 30th June, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- xix. Note for Non-Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutiniser to verify the same.
- xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

OTHER INSTRUCTIONS:

- I. a) In case of any queries regarding remote e-voting you may refer to the ‘user manual for shareholders to cast their votes’ available at www.evotingindia.com under ‘HELP’.
b) If you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote.
 - II. The shareholders can opt for only one mode of voting, i.e. either physically by attending AGM or remote e-voting. If any shareholders opt for remote e-voting, he / she will not be eligible to vote physically in AGM.
 - III. The scrutiniser shall within a period of not exceeding three days from the conclusion of the AGM unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutiniser’s report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - IV. The results of the remote e-voting along with the scrutiniser’s report shall be communicated to the stock exchanges where the shares of the Company are listed.
22. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9 a.m. to 5 p.m.) on all working days except Saturdays and Sundays, up to and including the date of the Annual General Meeting of the Company.
23. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item No. 5, 6 and 7 of the Notice, is annexed hereto.
24. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), of the person seeking re-appointment, as Director / Managing Director under Item No. 3, 6, 9 and 10 of the Notice are:

Particulars	Mr. Amit Jain	Mr. Vijay Kumar Gupta	Mr. Kishor Punamchand Ostwal	Mr. Manoj Bishan Mittal
(a) a brief resume of the Director;	Mr. Amit Jain is a prominent and successful industrialist with wide and varied experience in the management of cable business.	Mr. Vijay Kumar Gupta is a veteran in the cable industry. He has more than 35 years of rich experience in the cable industry and marketing activities.	Mr. Kishor Punamchand Ostwal is a qualified Chartered Accountant having vast experience in business, economy and financial matters.	Mr. Manoj Bishan Mittal is a qualified Chartered Accountant having vast experience in business, economy and financial matters.
(b) nature of his expertise in specific functional areas;	Mr. Amit Jain is a well qualified person and a prominent and successful industrialist with a wide and varied experience in the management of cable business. His foresightedness and hard-work has lead to the progress and growth of the Company.	Mr. Vijay Kumar Gupta with his rich experience has contributed in increasing new customers and new products for the Company. With his association, the Company has reached new heights of success.	Mr. Kishor Punamchand Ostwal is a qualified Chartered Accountant having vast experience in business, economy and financial matters.	Mr. Mittal with his expertise will contribute to the growth and development of the Company.
(c) disclosure of relationships between Directors inter-se;	Nil	Nil	Nil	Nil
(d) names of listed entities in which the person also holds the Directorship and the membership of Committees of the Board; and	Nil	Nil	CNI Research Limited	Nil
(e) shareholding of Non-Executive Directors	Not applicable	Not applicable	Nil	80,000 equity shares.

25. Route Map for Venue of Annual General Meeting.

**GREEN INITIATIVE:**

The Ministry of Company Affairs (MCA) has taken the “Green Initiative in Corporate Governance” (Circular No. 17/2011 dated April 2011 and Circular No. 18/2011 dated 20th April, 2011) along with paperless compliance by companies through electronic mode.

Keeping in view underlying theme and circular issued by MCA, the Company proposes to send all documents to be sent to shareholders like General Meeting Notice, Annual Report including Audited Financial Statements, Director Report, Auditor Report etc. to our shareholders in electronic form, to the email address provided by them and made available to the Company by the Depositories. Please also note that you will be entitled to be furnished free of cost, with a copy of the Annual Report of the Company and all other documents required by law to be attached thereto, upon receipt of a requisition from you, any time. As a member of the Company, such a requisition may be sent to the Registered Office of the Company addressed to the Company Secretary.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 4 & 5:**

Provisions of Section 139 of the Companies Act, 2013 regarding rotation of Statutory Auditors are applicable to your Company and it is required to comply with these provisions latest by the next financial year.

As per policy, your Company believes to comply with the applicable provisions without waiting for last time available for such compliance. Accordingly it is proposed to appoint M/s Krishna Neeraj & Associates, Chartered Accountants, as Statutory Auditors of the Company for a period of five years from the conclusion of 49th Annual General Meeting till the conclusion of 54th Annual General Meeting of the Company.

However, with a view to gain the benefit of expertise and long association with M/s J. K. Manocha & Associates., it is proposed to appoint Joint Statutory Auditors for the financial year 2016-17 as it will also ensure smooth transition. Accordingly, it is proposed to appoint M/s J. K. Manocha & Associates and Krishna Neeraj & Associates, Chartered Accountants, as Joint Statutory Auditors for the financial year 2016-17.

A special notice has been received under section 140(4)(i) of the Companies Act, 2013 from a member proposing appointment of M/s Krishna Neeraj & Associates, Chartered Accountants, as the Statutory Auditors. The Audit Committee has considered the qualification and experience of the proposed Statutory Auditors and has recommended their appointment as above.

Documents related to appointment of M/s J. K. Manocha & Associates and Krishna Neeraj & Associates as Statutory Auditors shall remain open for inspection by the members at the registered office of the Company during normal business hours on any working day.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 6:**Confirmation of the re-appointment and approval for increase in remuneration of Mr. Amit Jain as Chairman cum Managing Director**

Mr. Amit Jain is a well qualified person and a prominent and successful Industrialist with a wide and varied experience in the management of cable business. He was re-appointed as Managing Director of the Company at 45th AGM held on 29th September, 2012 for a period of three years w.e.f. 01st October, 2012. Mr. Jain is very professional towards administration and management of the Company. Due to his foresightedness and hard-work, the Company is growing continuously. Your Directors foresee a bright future of the Company under his management. Considering his valuable efforts, the Board of Directors at their meeting held on 29th September, 2015, on recommendation of the Nomination and Remuneration Committee, re-appointed him as the Chairman cum Managing Director of the Company w.e.f. 01st October, 2015 till 30th September, 2020, for five years subject to approval of shareholders at this AGM.

Keeping in view the above and industry standards and with a recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company again unanimously recommend the increase in the remuneration from Rs 2,50,000/- p.m. to Rs. 4,02,250/- p.m., w.e.f. 01st October, 2016,

of Mr. Amit Jain, Chairman cum Managing Director of the Company in its meeting held on 29th July, 2016. Mr. Amit Jain is also a Director in CMI Energy India Private Limited, the wholly owned subsidiary of CMI Limited.

The holding of Mr. Amit Jain is 50,93,877 (36.18%) Equity Shares of the Company.

In view of the provision 196, 197 and Section 203 and any other applicable provisions of the Companies Act, 2013, the Board of Directors recommends the Special Resolution set out at Item No. 5 of the accompanying Notice for the confirmation and approval of the Members.

Except Mr. Amit Jain, being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

Item No. 7:**Increase in remuneration of Mr. Vijay Kumar Gupta - Whole-time Director**

Mr. Vijay Kumar Gupta, has more than 36 years of rich experience in the cable industry and marketing activities. His continuous efforts have helped in increasing new customers and new products for the Company. With his association of more than fourteen years with the Company, the Company's revenue reached to a new height.

Keeping in view the above and with a recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has in its meeting held on 29th July, 2016, unanimously recommended an increase in the remuneration of Mr. Vijay Kumar Gupta, Whole-time Director of the Company, from Rs. 70,000/- p.m. to Rs. 1,20,000/- p.m. w.e.f. 01st October, 2016 for his remaining tenure till 31st March, 2017. He is holding 8,770 (0.0656%) Equity Shares in the Company.

The Board of Directors accordingly recommends the resolution set out in Item No. 7 of the accompanying Notice for the confirmation of the Members.

Mr. Vijay Kumar Gupta is also Director in CMI Energy India Private Limited, the wholly owned subsidiary of CMI Limited.

Except Mr. Vijay Kumar Gupta being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

Item No. 8:**Inter-corporate loan, investment, guarantee and security by the Company**

According to Section 186 of the Companies Act, 2013, the Company cannot give any loan, give any guarantee or provide any security in connection with a loan to any other body corporate or person and / or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserve and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more unless approved by shareholders in their meeting by Special Resolution.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, the permission of members is sought under Section 186 of the Companies Act, 2013 to enhance the powers to the Board of Directors upto Rs. 500 Crores (Rupees Five Hundred Crores only) for giving any loan or guarantee or providing security in connection with a loan, to any person or other body corporate or to make investment in securities of any other body corporate.

The loan(s), guarantee(s), securities and investment(s) as the case may be, will be made / given in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made thereunder.

The aforesaid loans / guarantees / security(ies) etc. may be made / given by the Company out of the share capital, internal accruals, or borrowings or in such other manner and in such proportion as the Board thinks appropriate, in one or more tranches, provided that in case of loans or inter corporate deposits, the interest rate shall not be lower than the prevailing bank rate or such other rate as may be prescribed by relevant authorities from time to time.

The Board of Directors proposed to recommend the Special Resolution as set out in Item no. 8 of the notice for approval of the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 8.

Item No: 9 & 10

Appointment of Mr. Kishor Punamchand Ostwal and Mr. Manoj Bishan Mittal as Directors of the Company

The Board of Directors at their meeting held on 29th July, 2016, on recommendation of the Nomination and Remuneration Committee, appointed Mr. Kishor Punamchand Ostwal and Mr. Manoj Bishan Mittal as Additional Directors pursuant to Section 161 of the Companies Act, 2013 and as Independent Non-Executive Directors of the Company for five consecutive years pursuant to Section 149 of the Companies Act, 2013 with effect from 29th July, 2016, subject to approval of the shareholders.

In accordance with the requirements of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from members of the Company along with prescribed deposit proposing their candidature of Mr. Kishor Punamchand Ostwal and Mr. Manoj Bishan Mittal as Directors.

Your Company has received the consent from Mr. Kishor Punamchand Ostwal and Mr. Manoj Bishan Mittal for their appointment as Independent Directors of the Company.

Mr. Kishor Punamchand Ostwal and Mr. Manoj Bishan Mittal are Chartered Accountants and are having a vast experience in handling business operations.

The Board of Directors considers that their association would be of immense benefit to the Company and is beneficial to avail services as Independent Directors. Accordingly, the Board recommends the resolution in relation to their appointment as Independent Directors for a tenure of five years for your approval by way of Ordinary Resolutions as for item no. 9 & 10 of the notice.

None of the Directors / Key Managerial Personnel and their relatives in any way concerned or interested in the said resolution except Mr. Kishor Punamchand Ostwal and Mr. Manoj Bishan Mittal being interested to the extent of their appointment.

By order of the Board

CMI LIMITED

Place: New Delhi

Date: 29th July, 2016

Amit Jain

Chairman & Managing Director

(DIN - 00041300)

FORM NO. 11**Proxy Form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CMI LIMITED

CIN L74899DL1985PLC018031

Regd. Office : 501 - 503, New Delhi House, 27, Barakhamba Road, New Delhi - 110001

Tel.: 011 - 49570000, Fax: 011 - 23739902

Email Id: info@cmilimited.in Website: www.cmilimited.in

Name of the Member (s) :

Registered Address :

Email ID :

Folio No. / Client ID.:

DP ID :

I / We, being the member(s) of of the above named Company hereby appoint

1. Name: Email Id:

Address :

Signature :

2. Name: Email Id:

Address :

Signature :

3. Name: Email Id:

Address :

Signature :

As my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 49th Annual General Meeting of the Company, to be held on Wednesday, 28th day of September, 2016 at 11.30 a.m. at Lajwaab Banquet Hall, Vikas Marg, Delhi - 110092 and any adjournment thereof in respect of such resolutions as are indicated below:-

Resolution No.:**Ordinary Business:**

1. To receive, consider and adopt
 - a. The Audited Standalone Financial Statement for the year ended 31st March, 2016 together with the Report of the Directors and Auditors thereon; and
 - b. The Audited Consolidated Financial Statement for the year ended 31st March, 2016 together with the Report of Auditors thereon
2. To confirm the interim dividend of Re. 1/- per Equity Share, (@10%) already paid during the year, for the year ended 31st March, 2016.
3. Appointment of Director in place of Mr. Vijay Kumar Gupta, who retires by rotation and being eligible offers himself for re-appointment.

4. Re-appointment of M/s J. K. Manocha & Associates, as Statutory Auditors of the Company for a term of one year and fixing their remuneration.
5. Appointment of M/s Krishna Neeraj & Associates, Chartered Accountant, as Statutory Auditors of the Company for a term of five years and fixing their remuneration. M/s Krishna Neeraj & Associates shall act as Joint Statutory Auditor for FY2016-17.

Special Business:

6. Re-appointment of Mr. Amit Jain as Chairman cum Managing Director and approval for increase in his remuneration.
7. Increase in remuneration of Mr. Vijay Kumar Gupta - Whole-time Director of the Company.
8. Inter-corporate loan, investment, guarantee and security by the Company.
9. Appointment of Mr. Kishor Punamchand Ostwal as Director (Non-Executive Independent Director) of the Company.
10. Appointment of Mr. Manoj Bishan Mittal as Director (Non-Executive Independent Director) of the Company.

Signed thisday of 2016.

Signature of shareholder

Signature of Proxy holder(s)

Affix Rs. 1/-
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

CMI LIMITED

CIN L74899DL1985PLC018031

Regd. Office : 501 - 503, New Delhi House, 27, Barakhamba Road, New Delhi - 110001

Tel.: 011 - 49570000 - 12, Fax: 011 – 23739902

Email Id: info@cmilimited.in Website: www.cmilimited.in

ATTENDANCE SLIP

49th ANNUAL GENERAL MEETING

Date: 28th September, 2016 Time: 11:30 a.m.

Place: Lajawab Banquet Hall, Vikas Marg, Delhi - 110092

Member's Folio /
DP ID - Client ID No.

Member's / Proxy's
Name in Block Letters

Member's / Proxy's Signature

Note:

1. Sign this attendance slip and hand it over at the attendance verification counter at the entrance of the meeting hall.
2. Bodies Corporate, whether a company or not, who are member, may attend through their authorised representatives appointed under section 113 of the Companies Act, 2013. A copy of the authorisation should be deposited with the Company.
3. In case of shares held in demat / electronic form, the signature of the Beneficial Owner is liable for verification with the record furnished to the Company by NSDL / CDSL.

Electronic copy of the Annual General Meeting (AGM) along with attendance slip and proxy form is being sent to all the members whose email address is registered with the Company / Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of the Attendance Slip.

Physical copy of the Annual Report for 2015-16 and Notice of the AGM along with the attendance slip and proxy form is sent in the permitted mode(s) to all members whose email is not registered for a hard copy.

NOTES

NOTES

Registered Post

Printed Matter

If undelivered please return to:

CMI LIMITED

Regd. Office: 501 - 503, New Delhi House, 27, Barakhamba Road, New Delhi - 110001

Phone No.: 011 - 49570000

Fax: 011 - 23739902

E-mail: info@cmilimited.in