

**Regd. & Marketing Office :**

C-483, Yojna Vihar, Delhi-110092  
Ph. : 011-49570000, 42408716  
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CIN No. : L74899DL1985PLC018031  
E-mail : info@cmilimited.in  
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**WORKS :**

Plot No. 71 & 82, Sector-6,  
Faridabad-121006 (Haryana)  
Ph. : 0129 - 4262707 to 713  
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**POSTAL BALLOT NOTICE****(Notice Pursuant to Section 110 of the Companies Act, 2013)**

Dear Members,

Notice is hereby given that the following resolutions are proposed to be passed as Special Resolutions through Postal Ballot in accordance with the provisions of Section 110 of the Act and Companies (Management and Administration) Rules, 2014. The Company proposes the same for approval of the Members. Accordingly, a draft of the Special Resolution along with the Explanatory Statement is being sent to you with the Postal Ballot Form and self addressed postage pre-paid envelope for your consideration and doing the needful.

Pursuant to the provisions of section 102 of the Companies Act, 2013, the explanatory Statement pertaining to the aforesaid resolutions setting out all material facts and the reasons for which resolution is being proposed is annexed herewith.

The Board of Directors has appointed Ms. Pooja Anand, Company Secretary in Practice, as scrutinizer for conducting the voting through Postal Ballot in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Form and ensure that the said Postal Ballot Form (no other form or photocopy thereof is permitted) duly completed, in the attached self-addressed postage pre-paid envelope, reaches the scrutinizer on or before the close of working hours i.e. 5.30 P.M. on 26<sup>th</sup> June, 2014 The scrutinizer will submit his report to the Chairman cum Managing Director of the Company and in his absence to Mr. Vijay Kumar Gupta as the Whole time Director of the Company after completion of the scrutiny. The result of the voting by Postal Ballot shall be declared on Friday, the 27<sup>th</sup> June, 2014 at 5.30 p.m.

**SPECIAL BUSINESS**

**1. To consider and if thought fit, to pass with or without modifications the following resolution as a special resolution:**

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 of the companies Act, 2013 and other applicable provisions, if any, and the provisions of the Memorandum and Articles of Association of the Company, 5,00,000 (Five Lacs) unissued Redeemable Preference Shares of

For CMI LIMITED

*Subodh Kr. Barnwal*

Subodh Kr. Barnwal  
Company Secretary

Rs.100/- (Rupees Hundred only) each aggregating Rs.5,00,00,000/- (Rupees Five Crore Only) forming part of the Authorised Shares Capital of the Company, be and are hereby cancelled and reclassified by concurrently creating 50,00,000 (Fifty Lac) Equity Shares of Rs.10/- (Rupees Ten only) each aggregating to Rs. Rs.5,00,00,000/- (Rupees Five Crore Only), with total Authorised Share Capital of the Company remaining same at Rs 15,00,00,000( Rs Fifteen Crores only).

FURTHER RESOLVED THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, the existing Clause V of the Memorandum of Association of the Company as to Authorised Shares Capital be and is hereby substituted in its place and stead as under:

*V. The Authorized Share Capital of the company is Rs. 15,00,00,000 (Rupees Fifteen Crores only) divided into, 1,50,00,000 (One Crore Fifty Lac only) Equity Share of Rs. 10/- (Rupees Ten) each.*

RESOLVED FURTHER THAT Board of Director of the company be and is hereby authorised to do all such acts and to take such steps, as may be necessary, to give effect to the resolution."

**2. To consider and if thought fit, to pass with or without modifications the following resolution as a special resolution:**

"RESOLVED THAT pursuant to Section 14 and all other applicable provisions, if any, of the Companies Act, 2013, the existing Article 3 of the Articles of Association of the Company, as to Authorised Shares Capital be and is hereby substituted in its place and stead as under:

*3. The authorized share capital of the company shall be such amount and be divided into such shares as may be from time to time, be provided in Clause V of Memorandum of Association of the Company, with power to increase or reduce the capital of the company and to divide the share in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special right, privileges or conditions as may determined by or in accordance with the Articles of Association of the company and vary, modify amalgamate or abrogate any such right, privilege or condition in such manner as may for the time being be provided in such manner as may for the time being be provided by the Articles of Association of the company.*

RESOLVED FURTHER THAT Board of Director of the company be and is hereby authorised to do all such acts and to take such steps, as may be necessary, to give effect to the resolution."

**3. To consider and if deemed fit, to pass through postal ballot, the following Resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 42 and Section 62 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Companies (Share Capital and Debentures) Rules, 2014, Companies ( prospectus and allotment of shares) Rules, 2014 and relevant provisions of the Memorandum and Articles of Association of the Company, and in accordance with listing agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed and subject to the applicable provisions of Securities and Exchange Board of India (hereinafter



referred to as "SEBI"), Reserve Bank of India (hereinafter referred to as "RBI"), and subject to the Company obtaining all approvals, consents, permissions and sanctions as may be required from any and / or all governmental or regulatory authorities and / or all other institutions and bodies including Banks provided that such sanctions are acceptable to the Board of Directors of the Company ( hereinafter referred to as the Board, which term shall be deemed to include any Committee of Directors constituted by the Board and authorized for this purpose), the consent and the approval of the Company be and is hereby accorded to the Board to create, offer, issue and allot upto 70,00,000 Equity shares of Rs. 10/- each at a price of Rs. 15/- per share including premium of Rs 5/-per equity share, or price not less than price to be calculated in accordance with the Regulation 76 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations") to the Promoters and Non Promoters, on preferential basis and on such terms and conditions as the Board may deem fit.

"RESOLVED FURTHER THAT the "Relevant Date" in relation to issue of Equity Shares pursuant to this resolution in accordance with the SEBI (ICDR) Regulations be 28<sup>th</sup> May, 2014 being the date 30 days prior to the date of the passing of this resolution through postal ballot or such other date as may be prescribed in accordance with the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the issue of equity shares as mentioned above shall be subject to the following terms and conditions:

- a) The equity shares shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permissions by any regulatory authority or the Central Government for allotment is pending, the period of 15 days shall be counted from the date of such approval or permission.
- b) the equity shares to be allotted to the proposed allottee pursuant to the aforesaid preferential allotment shall rank paripassu in all respects including as to dividend, with the existing fully paid up equity shares of face value of Rs 10/- each of the Company, subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company.
- c) The Securities shall remain locked-in from such date and for such periods as specified under the ICDR Regulations.
- d) The Securities so offered and allotted to the Investor shall be in dematerialised form.
- f) In terms of the said ICDR regulations, the relevant date on the basis of which price of the equity shares has been calculated, is 28<sup>th</sup> May, 2014.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any director or directors or any other officer or officers of the Company to give effect to the aforesaid resolution including to execute any document on behalf of the Company and to represent the Company before any governmental authorities and to appoint any professional advisor/ consultants/ Lawyers.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the abovementioned Equity Shares on the Stock Exchanges where the Equity Shares of the



Company are listed, as per the terms and conditions of the Listing Agreement and other applicable Guidelines, Rules and Regulations.

RESOLVED FURTHER THAT pursuant to Section 52 of the Companies Act, 2013, the premium (Rs. 5.00 per Equity share) to be received on the issue and allotment of upto 70,00,000 (Seventy Lac) Equity Shares of the Company aforesaid be transferred to the "Securities Premium Account" of the Company.

RESOLVED FURTHER THAT subject to SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above mentioned Equity Shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable, for such purpose, including without limitation to enter into arrangements/ agreements and to settle all questions, difficulties or doubts that may arise in regard to such issue as the Board, in its absolute discretion deem fit and take all steps which are incidental, consequential, relevant or ancillary in this connection."



By Order of the Board  
For CMI LIMITED

*Subodh Kr. Barnwal*

Subodh Kr. Barnwal  
(Company Secretary)

Date: 14<sup>th</sup> May, 2014

Place: Delhi

NOTES:--

1. The related explanatory statement, pursuant to section 102 of the Companies Act, 2013, in respect of the business under item No.1, 2 and 3 are annexed hereto.
2. All documents referred to in the accompanying notice and the explanatory statement are open for inspection at the registered office of the Company during office hours from 10 A.M. upto 5.30 P.M.
3. Ms. Pooja Anand, a Company Secretary in Practice, has been appointed as Scrutinizer for conducting the Postal Ballot Process.
4. The Postal ballot Form together with self-addressed Business Reply Envelope is enclosed for the use of the member. Please carefully read the following instructions before exercising your vote and return the form duly completed, signifying your assent/ dissent, in the attached self-addressed, postage pre-paid envelope so as to reach the scrutinizer within a period of 30 days from the date of dispatch of notice i.e. before the close of working hours on 26<sup>th</sup> June, 2014.

5. The notice is being sent to all the members, whose names appeared in the register of members/ Record of Depositories on 9<sup>th</sup> May, 2014. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the member as on that date.
6. In compliance with Section 110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate, for all its members to enable them to cast their vote electronically instead of dispatching Postal ballot. E-voting is optional. In case a member desires to exercise his vote by using e-voting facility then he has to carefully follow the instructions as given on the back side of postal ballot form. Member can use the facility and log-in any number of times till he has voted on all the resolutions or till the end of voting period, whichever is earlier.
7. The scrutinizer will submit his report after completion of the scrutiny, addressed to the chairman on 27<sup>th</sup> June, 2014. The chairman will, or in his absence any other person so authorized by him, will announce the result of voting by postal ballot on 27<sup>th</sup> June, 2014 at 5.30 p.m. at the Registered Office of the Company and the resolution will be taken as passed effectively on the date of announcement of the result by such authorized person, if the results of the postal ballot indicate that the requisite majority of the members has assented to the resolutions. The scrutinizer's decision on the validity of the Postal Ballot shall be final.



**By Order of the Board  
For CMI LIMITED**

*Subodh Kr. Barnwal*

**Subodh Kr. Barnwal  
(Company Secretary)**

**Date:** 14<sup>th</sup> May, 2014

**Place:** Delhi

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### **Item No. 1 and 2**

The present Authorised Share Capital of the Company is Rs.15,00,00,00/- divided into 1,00,00,000 equity shares of Rs.10 each and 5,00,000 Redeemable Preference Shares of Rs.100 each.

It is proposed to cancel the unissued 5,00,000 (Five Lacs) Redeemable Preference Shares of Rs.100/- (Rupees Hundred only) each aggregating Rs.5,00,00,000/- (Rupees Five Crore Only) and Re-classify by concurrently creating 50,00,000 (Fifty Lac) Equity Shares of Rs.10/- (Rupees Ten only) each aggregating to Rs. Rs.5,00,00,000/- (Rupees Five Crore Only), with total Authorised Share Capital of the Company remaining same.

The above Reclassification in Authorised Share Capital, when approved would require certain consequential amendments in the Memorandum and Articles of Association of the Company. For alteration in clause V of the Memorandum, ordinary resolution and for alteration of Article No.3 of the Articles of Association, special resolution is recommended.

None of the Directors are concerned or interested in those resolutions.

### **Item No. 3**

In order to meet the requirements of the funds as per the objects detailed below, it is proposed to issue upto 70,00,000 Equity Shares of Rs. 10/- each at a price of Rs.15/- per share including premium of Rs 5/- per equity share, or price not less than price to be calculated in accordance with Regulation 76 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, to Promoters and Non promoters, on Preferential issues.

**Disclosure in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009:**

#### **a) The Objects of the Issue:**

The object of the proposed allotment is:

- 1) to strengthen the equity base of the Company for the purpose of raising debt in future,
- 2) to arrange funds required for meeting the enhanced working capital requirements of the Company,
- 3) to meet certain capital expenditure, and
- 4) to meet expenditure for general corporate purposes
- 5) to repay secured and unsecured loans

#### **b) The proposal of the promoters, directors or key management personnel of the issuer to subscribe to the offer:**

Proposed allottees have indicated their intention to subscribe the proposed Preferential Issue upto 70,00,000 equity shares.



c) Shareholding Pattern before and after the offer is given below:

The broad Shareholding Pattern of the Company before and after the issue of equity shares of the Company will be as follows:

**Pre Allotment Shareholding\***

Category	No. of Shares	%
Promoter and PACs	1593877	45.09
Mutual Funds and UTI	-	-
Banks, Financial Institutions, Insurance Companies	-	-
Public Corporate Bodies	234170	6.62
Indian Public, Trust etc	1527480	43.21
FIIIs	-	-
NRIs	138560	3.92
Others	40720	1.16
<b>Total</b>	<b>3534807</b>	<b>100</b>

\*As at 31.03.2014

**Post Allotment Shareholding\*\***

Category	No. of Shares	%
Promoter and PACs	48,93,877	46.45
Mutual Funds and UTI	-	-
Banks, Financial Institutions, Insurance Companies	-	-
Public Corporate Bodies	6,34,170	6.02
Indian Public, Trust etc	48,27,480	45.82
FIIIs	-	-
NRIs	138560	1.32
Others	40720	0.39
<b>Total</b>	<b>10534807</b>	<b>100</b>

The table shows the expected shareholding pattern of the Company upon consummation of the allotment and assumes that holding of all other shareholders shall remain the same post issue as they were on the date on which the pre issue shareholding pattern was prepared.



The Company will ensure compliance with all applicable laws and regulations including the SEBI (ICDR) Regulations at the time of allotment of Equity Shares on Preferential Basis to the proposed allottees.

**d) Proposed time within which the allotment shall be complete:**

The allotment pursuant to the Special Resolution shall be completed within a period of 15 days from the date of passing of this Resolution, provided that, if any approval or permission as required by any regulatory authority for allotment is pending, the period of 15 days shall be counted from the date of such approval or permission, as the case may be.

**e) The Identity of the proposed allottees and the percentage of post preferential issued capital that may be held by them:**

S. No.	Name of the proposed allottees	Category	No. of equity shares to be issued	Pre issue shareholding	%	Post issue shareholding	%
1.	Amit Jain	Promoter	28,00,000	15,93,877	45.09	43,93,877	41.71
2.	Dhruv Jain	Promoter	5,00,000	0	0	5,00,000	4.75
3.	B N Mittal (HUF)	Non-Promoter	1,00,000	0	0	1,00,000	0.95
4.	Mittal Capital Finvest Pvt Ltd	Non-Promoter	1,00,000	0	0	1,00,000	0.95
5.	Manoj Mittal	Non-Promoter	1,00,000	0	0	1,00,000	0.95
6.	CNI Research Limited	Non-Promoter	3,00,000	0	0	3,00,000	2.85
7.	Sorabh Gupta	Non-Promoter	1,50,000	0	0	1,50,000	1.42
8.	Nisha Gupta	Non-Promoter	1,50,000	0	0	1,50,000	1.42
9.	Savita Agarwal	Non-Promoter	2,00,000	0	0	2,00,000	1.90
10.	Padam Kumar Agarwal (HUF)	Non-Promoter	1,00,000	0	0	1,00,000	0.95





11.	Shashank Gupta	Non-Promoter	6,00,000	0	0	6,00,000	5.70
12.	Devender Kumar Gupta (HUF)	Non-Promoter	6,00,000	0	0	6,00,000	5.70
13.	Kusum Agarwal	Non-Promoter	6,00,000	0	0	6,00,000	5.70
14.	Shubham Gupta	Non-Promoter	6,00,000	0	0	6,00,000	5.70
15.	Mahesh Goel	Non-Promoter	50,000	0	0	50,000	0.47
16.	Mahesh Goel (HUF)	Non-Promoter	50,000	0	0	50,000	0.47

**f) Lock-In:**

The aforementioned allotment shall be subject to lock-in in terms of SEBI ICDR Regulations, for the time being in force.

**g) Change of Management:**

Due to above preferential allotment of equity shares, no change of management control is contemplated.

**h) Pricing and relevant date of the issue:**

- The issue of equity shares issued on preferential basis shall be made at a price not less than higher of the following:

i) The average of the weekly high and low of the closing prices of the related equity shares quoted on the stock exchange during the twenty six weeks preceding the Relevant Date;

OR

ii) The average of the weekly high and low of the closing prices of the related equity shares quoted on a stock exchange during the two weeks preceding the Relevant Date

Explanation

“Relevant Date” for this purpose means the date thirty days prior to the date on which the meeting of shareholders is held, determined as per Regulation 71 of SEBI ICDR Regulations to consider proposed issue in terms of Section 42 and Section 62 of the Companies Act, 2013 and related Rules. Where the Relevant Date falls on a



Weekend/Holiday, the day preceding the Weekend/Holiday will be reckoned to be the Relevant Date.

The date of declaration of the result of Postal Ballot by the Chairman of the Board of the Company i.e. 27<sup>th</sup> June, 2014 shall be deemed to be the date of general meeting convened in that behalf. Accordingly the Relevant Date for this proposed preferential issue is 28<sup>th</sup> May, 2014.

“Stock Exchange” for this purpose shall mean any of the recognised stock exchanges in which the equity shares are listed and in which the highest trading volume in respect of the equity shares of the Company has been recorded during the preceding twenty six weeks prior to the relevant date.

- On Relevant Date, if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.
- The allotment of shares are subject to the Investor not having sold any Equity Shares during the six months preceding the Relevant Date (defined below) and the Investor not acquiring or selling any equity shares until completion of the allotment under the proposed preferential issue.

**(i) Undertaking to re-compute the price, if required:**

The Company hereby undertakes that it shall re-compute the price of the Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations, in case it is required to do so.

**(J) Undertaking to put Equity Shares under lock-in till the re-computed price is paid:**

The Company undertakes that if the amount payable on re-computation of the price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the Equity Shares shall continue to be locked-in till such time such amount is paid by the allottees.

**(K) Basis of valuation of shares:**

The Company is a listed company, hence the price of Equity share has been calculated in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations and hence the price of the Equity share is not required to be determined by a registered valuer.

**(L) Earlier allotment on preferential basis:**

For Financial Year 2014-15, the Company has not offered any Securities to any person on preferential basis except the one mentioned in this notice.

**(M) Auditors' Certificate:**

A copy of the Statutory Auditors' Certificate, certifying that the present preferential allotment is being made in accordance with the requirements contained in the provisions for Preferential Allotment under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, shall be kept open for inspection at the Registered office of the Company on all working days during office hours from 10 A.M. upto 5.30 P.M.

The Board of Directors of the Company recommends passing of the resolution as set out at item no. 1 of the notice.



Mr Amit Jain, Director of the Company, being main promoter of the Company are deemed to be concerned or interested in the resolution to the extent of the number of equity shares held by him and his associates out of the proposed offer.



**By Order of the Board  
For CMI LIMITED**

*Subodh Kr. Barnwal*

**Subodh Kr. Barnwal  
(Company Secretary)**

**Date: 14<sup>th</sup> May, 2014**

**Place: Delhi**

# CMI Limited

Regd Office: C-483, Yojna Vihar, Delhi-110092

Ph.: 011-49570000-13, Fax No.: 011-22160411

Web Site: [www.cmilimited.in](http://www.cmilimited.in) E mail: [info@cmilimited.in](mailto:info@cmilimited.in)

CIN No.: L74899DL1985PLC018031

## POSTAL BALLOT FORM

Sl. No. ....

1.	Name(s) of Shareholder(s) (in block letters) (Including joint holders, if any)	
2.	Registered address of the sole/first named Shareholder	
3.	Registered Folio No. /DP. ID No. & Client ID No.* (*Applicable to investors holding shares in dematerialized form)	
4.	Number of shares held	

5. I/We hereby exercise my/our vote in respect of the following special resolutions to be passed through postal ballot for the business stated in the notice dated 14<sup>th</sup> May, 2014 of the Company by sending my/our assent or dissent to the said resolutions by placing the tick (V) mark at the appropriate boxes below:

Item No.	No. of Shares	Description		Please mark the tick (V) against assent or (X) dissent as the case may be in the box below.
1.		Special Resolution for Reclassification of Authorised share Capital of the Company and alteration in Capital Clause of the Memorandum of Association of the Company under Section 13, 61 and Section 64 for of the Companies Act, 2013	I/We assent to the resolution	
			I/We dissent to the resolution	
2.		Special Resolution for Alteration of Articles of Association under Section 14 for of the Companies Act, 2013	I/We assent to the resolution	
			I/We dissent to the resolution	
3.		Special Resolution for Preferential issue of Shares under Section 42 and 62 of the Companies Act, 2013	I/We assent to the resolution	
			I/We dissent to the resolution	

Place:

Date:

(Signature of shareholder(s))

### Notes:

1. Last date for receipt of postal ballot form by Scrutinizer is 26<sup>th</sup> June, 2014 at 5.30 P.M.
2. Please read the instructions printed overleaf carefully before completing this form.



## INSTRUCTIONS

Member(s) can opt only one mode for voting i.e. either by Physical Ballot or e-voting. In case you are opting for e-voting, then do not vote by physical ballot also and vice-versa. However, in case member(s) cast their vote both by Physical Ballot & e-voting, then voting done through Physical Ballot shall prevail and voting done by e-voting shall be treated as invalid.

### PROCESS AND MANNER FOR MEMBERS OPTING FOR PHYSICAL VOTING

1. A member desiring to exercise his vote by Postal Ballot may complete this postal Ballot Form and send it to the Scrutinizer in the attached self-addressed Business Reply Envelope before the close of working hours (5.30 p.m.) on or before. The postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Shareholder will also be accepted.
2. The self-addressed Business reply envelope is addressed to the Scrutinizer appointed by the Board of the Company.
3. The members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. A member may request for a duplicate Postal ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the scrutinizer not later than the date specified in point (1) above.
4. The postal Ballot form must be completed and signed by the member as per the specimen signature registered with the company/ Depository participant.
5. Incomplete/ Unsigned and incorrect postal Ballot form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
6. In case the shares are held by Body Corporate/ trust, the duly completed Postal Ballot form should be accompanied by a certified true copy of the Board Resolution/ authorization together with the attested specimen signature of the authorised signatories.
7. Members are requested not to send any other paper (other than Board Resolution/ authority as mention in point no. 6 above) along with the Postal ballot form in the enclosed self-addressed Business Reply Envelope addressed to the scrutinizer and any extraneous paper found in such envelope would be destroyed by the scrutinizer.
8. **The instructions for members for voting electronically are as under:-**
  - (A) **In case of members receiving e-mail:**
    - i) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
    - ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
    - iii) Click on "Shareholders" tab to cast your votes.
    - iv) Now, select the Electronic Voting Sequence Number - "EVSN" along with "CMI LIMITED" from the drop down menu and click on "SUBMIT"
    - v) Now, fill up the following details in the appropriate boxes:



	<b>For Members holding shares in Demat Form</b>	<b>For Members holding shares in Physical Form</b>
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID  For CDSL: 16 digits beneficiary ID	Folio Number registered  with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

\* Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number: <AAAAA1111B> in the PAN field.

# Please enter any one of the details in order to login.

vi After entering these details appropriately, click on "SUBMIT" tab.

vii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # \$ %& \*). 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. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.

viii) Click on the relevant EVSN on which you choose to vote ALONGWITH "CMI LIMITED" from the drop down menu.

ix) 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.

x) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.



xi) 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.

xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

**(II) In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:**

(B) Please follow all steps from sl. no. (ii) to sl. no. (xii) above, to cast vote.

(C) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.

(D) The voting period begins on <Wednesday, 28th May 2014 at 10 A.M.> and ends on <Thursday, 26th June, 2014 at 5.30 P.M.>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <9th May, 2014>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

(E) 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



For CMI LIMITED

*Subodh Kumar*

Director (Finance)  
CMI Limited