

Notice of AGM

CMI LIMITED

**Registered Office: Flat No.501-503, 5th Floor, New Delhi House,
27, Barakhamba Road, New Delhi-110001**

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

Phone: 011-49570000-12; Fax : 011-23739902; CIN: L74899DL1967PLC018031

NOTICE is hereby given that the 52nd Annual General Meeting of the members of CMI LIMITED ("the Company") will be held at the Navkaar Banquets, Caspia Hotel Complex, Outer Ring Road, Shalimar Place, Delhi-110088 on Monday, 30 September, 2019 at 11:30 a.m. to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 March, 2019 together with the Reports of the Board of Directors' and Auditor's thereon.
2. To declare a dividend on Equity shares for the Financial Year ended on 31 March, 2019.
3. To appoint a Director in place of Mr. Vijay Kumar Gupta (DIN: 00995523), who retires by rotation and being eligible offers himself for re-appointment

SPECIAL BUSINESS

4. Ratification Of Cost Auditors' Remuneration

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration of Rs. 45,000/- p.a. (Rupees Forty Five Thousand Only) plus applicable taxes and reimbursement of actual travel and out of pocket expenses, payable to M/s Ajay Kumar Singh & Co, Cost Accountants as Cost Auditors of the Company, for the Financial Year ending 31 March, 2020, as approved by the Board of Directors of the Company on recommendation of the Audit Committee, be and is hereby ratified."

5. To appoint Ms. Charu Jain (holding DIN 03457247), as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to Regulation 16(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, Ms. Charu Jain (DIN:03457247), who was appointed as an Additional Director of the Company in the category of Independent Director, by the Board of the Company with effect from 28 May, 2019, and who holds office till the date of ensuing Annual General Meeting in terms of Section 161 of the Act, be and is hereby appointed as a Director of the Company in the category of Independent Women Director for a term up to 27 May, 2024, not liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorised to do all acts or things necessary to give effect to the above resolution."

6. Increase in the borrowing powers of the company under section 180(1)(c) of Companies Act, 2013:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose), be and is hereby authorized, in accordance with Section 180 (1)(c) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of Association of the Company, to borrow any sum or sums of money (including non-fund based facilities) from time to time at their discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other persons, firms, bodies corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed upto a sum of Rs. 1000 Crores (Rupees One Thousand Crores Only) over and above the aggregate of

the paid up capital of the Company, its free reserves (that is to say reserves not set apart for any specific purpose) and securities premium and that the Board of Directors be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as they may, in their absolute discretion, think fit.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

7. Creation of the security for the loan/ credit facility by mortgage/ creation of charge under section 180(1)(a) of Companies Act, 2013

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** the consent of the Company be and is hereby granted in terms of Section 180 (1) (a) and all other applicable provisions of the Companies Act, 2013, (including any statutory modification or re-enactment thereof, for the time being in force), to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute or may have constituted for this purpose and has granted or may grant to exercise all or any of its powers that the Board is authorized to exercise) to mortgage and/or charge, in addition to the mortgages/ charges created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and/or immovable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company, in favour of the Lender(s), Agent(s) and Trustee(s)/Trustee(s), for securing the borrowings availed/to be availed by the Company and/or any of the Company’s holding / subsidiary / affiliate /associate company, by way of loan(s) (in foreign currency and/or rupee currency) and Securities (comprising fully/partly Convertible Debentures and/or Non-Convertible Debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instruments), issued/to be issued by the Company, from time to time, upto the same limits that is being / may be approved by the shareholders from time to time under Section 180 (1)(c) of the Companies Act, 2013,

together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s)/Trustees, premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s)/Heads of Agreement(s), Debenture Trust Deed(s) or any other document, entered into/to be entered into between the Company and the Lender(s)/Agent(s) and Trustee(s) / Trustee(s), in respect of the said loans / borrowings / debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s)/ Agent(s)and Trustee(s)/Trustee(s).”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board and/or its duly constituted Committee be and are hereby authorized to finalize, settle and execute such documents/deeds/writings/papers/ agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid.”

8. Increase in remuneration of Mr. Amit Jain, Chairman and Managing Director for the period from 01 October, 2019 to 30 September, 2020

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to such other approvals as may be necessary, the approval of the Members be and hereby accorded for the payment of the remuneration to Mr. Amit Jain (DIN: 00041300), Chairman and Managing Director, for the remaining period of one year viz., from 01 October, 2019 to 30 September, 2020, which shall in no case exceed ten percent of the Net Profits of the Company to all Executive Directors, if applicable”

“**RESOLVED FURTHER THAT** the terms of remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year or years, the aforementioned remuneration comprising salary, perquisites and benefits approved here in be

continued to be paid as minimum remuneration to the Chairman and Managing Director, subject to such other approvals as may be necessary.”

“RESOLVED FURTHER THAT save and except as aforesaid, the Special Resolution approved and passed by the Members in the Annual General Meeting dated 28 September, 2016 with respect to the re-appointment of Mr. Amit Jain, as Chairman and Managing Director shall continue to remain in full force and effect.”

“RESOLVED FURTHER THAT the Board of Directors can alter and vary the remuneration payable to Mr. Amit Jain which shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee of Directors) be and is hereby authorised to vary and/or revise the remuneration of Mr. Amit Jain as Chairman and Managing Director within the overall limits under the Act subject to such other approval that may be necessary and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid Resolution.”

9. Continuation of Mr. Vijay Kumar Gupta (DIN:00995523) as Whole Time Director upon attaining age of Seventy years

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to section 196(3) read with Schedule V and 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(s) thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded for continuation of holding of office of Whole Time Director by Mr. Vijay Kumar Gupta (DIN: 00995523) upon attaining the age of 70 (Seventy) years on 15 December, 2019, on the existing terms and conditions duly approved in the Annual General Meeting through a Special Resolution passed on 29 December, 2017.”

“RESOLVED FURTHER THAT save and except as aforesaid, the Special Resolution approved and passed by the Members in the Annual General Meeting dated 29 December, 2017 with respect to the appointment of Mr. Vijay Kumar Gupta, as Whole Time Director shall continue to remain in full force and effect”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee of Directors) be and is hereby authorised to vary and/or revise the remuneration of Mr. Vijay Kumar Gupta as Whole time Director within the overall limits under the Act subject to such other approval that may be necessary and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid Resolution.”

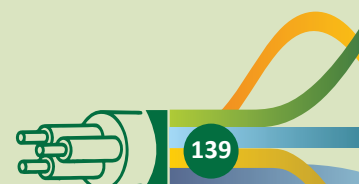
“RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

By order of the Board of Directors
For CMI LIMITED

Subodh Kumar Barnwal
Company Secretary
Membership Number: A21928

Date: 13 August, 2019
Place: New Delhi

Registered Office:
501-503, New Delhi House,
27 Barakhamba Road,
New delhi-110001



NOTES:

1. The Explanatory Statement, pursuant to Section 102 (1) of the Companies Act, 2013, setting out material facts in respect of the special business items set out under item no 4 to item no 9 of the accompanying notice, is annexed hereto. The relevant details for directors seeking appointment/re-appointment at the Annual General Meeting pursuant to Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 is inclosed as Annexure to notice.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE ON POLL, INSTEAD OF HIMSELF / HERSELF AND A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY, IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED, STAMPED, SIGNED AND MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY AT 501-503, NEW DELHI HOUSE, 27 BARAKHAMBA ROAD, NEW DELHI-110001, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING AND IN DEFAULT SHALL BE TREATED AS INVALID. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES ETC. MUST BE SUPPORTED BY APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE. PROXIES SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING. A BLANK PROXY FORM IS ENCLOSED WITH THIS NOTICE.

A person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) per cent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. Corporate members intending to send their authorized representative(s) pursuant to section 113 of the Companies Act, 2013 to attend the Meeting are requested to send to Mr. Subodh Kumar Barnwal (cmics@cmilimited.in and info@cmilimited.in) a duly certified copy of the resolution authorizing their representatives to attend and vote on their behalf at the Annual General Meeting of the Company.

4. In case of joint holders attending the Annual General Meeting, only such joint holder whose name appears

as first holder in the order of names as per Register of Members will be entitled to vote.

5. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 24 September, 2019 to Monday, 30 September, 2019 (both days inclusive) for the purpose of Annual General Meeting.

6. Pursuant to Section 72 of the Companies Act, 2013, the facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in physical form may file their nomination in the prescribed Form SH-13 with the Company's RTA. In respect of shares held in demat /electronic form, the nomination form may be filed with the respective Depository Participant. Form SH-13 can be obtained from the Company/Company's RTA by sending a request. Members who have not yet registered their nomination are requested to register the same.

7. For proper conduct of the Annual General Meeting, Members/Proxies should fill the attendance slip for attending the Meeting. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance of the venue. Member who hold share(s) in electronic form are requested to write their DP ID and Client ID number and those who hold share(s) in physical form are requested to write their folio number in attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.

8. Members are requested to quote their Registered Folio Number/Client ID No. & Depository Participant (D.P) ID number on all correspondence with the Company.

9. The dividend, if declared at the Annual General Meeting will be paid within 30 days from the date of declaration, to all beneficial owners in respect of shares held in dematerialized form as per the data made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on 23 September, 2019 and to all members in respect of shares held in physical form on or before the close of the business hours on 23 September, 2019.

10. 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 Section 124 of the Companies Act, 2013

11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company on any working day between 11:00 A.M to 1:00 P.M, up to the date of this Annual General Meeting of the Company.
12. The Members desirous of any information on the Accounts are requested to write to the Company at least seven days before the meeting so as to enable the management keep the desired information ready at the Annual General Meeting.
13. Section 20 of the Companies Act, 2013 and the Listing Regulations permits service of documents on Members by a company through electronic mode. Accordingly, as a part of Green Initiative, Annual Report for the FY2018-19 is being sent in electronic mode to all the Members who have registered their e-mail IDs with the Company/Depository Participants for communication purposes unless any member has requested for the physical copy of the same. **Members who have not registered their e-mail address or if there is any change in their e-mail address are requested to register/update their e-mail address for receiving all communications including Notices, Circulars, etc. from the Company electronically.** Members who have not registered their e-mail address are being sent physical copy of the Annual Report for FY2018-19 through permitted mode. Members may also note that the Annual Report for FY2018-19 will also be available on the Company's website www.cmilimited.in for download.
14. Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and in terms of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, the Company is providing the facility to all its members as on cut-off date, being Monday, 23 September, 2019 to exercise their right to vote on the businesses specified in the accompanying notice by e-voting process through remote e-voting services provided

by CDSL. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.

15. The Members may cast their votes using an electronic voting system from a place other than the venue of the Annual General Meeting ("remote e-voting"). Instructions for remote e-voting are given herein below. The Resolutions passed by remote e-voting are deemed to have been passed as if they have been passed at the Annual General Meeting

The facility for voting through electronic voting system or ballot paper shall be made available at the Annual General Meeting and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Annual General Meeting.

The Members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the meeting but shall not be entitled to cast their vote again.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Friday, 27 September, 2019 (09:00 a.m.) and ends on Sunday, 29 September, 2019 (5:00 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 Monday, 23 September, 2019 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 / Members
- (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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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 OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or 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 resolutions contained in the Notice.
- (xi) Click on the EVSN of 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed login 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. 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 Custodian 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 linked in the login 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 scrutinizer 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.

- A. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- B. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. Friday, 23rd August, 2019 may obtain the User ID and password by either sending an e-mail request to beetalrta@gmail.com or calling on Phone No.: 011-29961281-283 , 26051061, 26051064 or Fax: 011- 29961284.
- C. Members may contact Mr. Subodh Kumar Barnwal, Company Secretary, for any grievances connected with electronic means at the **e-mail id info@cmilimited.in / cmics@cmilimited.in or write at 501-503, New delhi House, 27 Barakhamba Road, New Delhi-110001 or Phone: 011-49570000; Fax : 011-23739902**
16. The Board of Directors has appointed CS Pooja Anand/ CS Mukul Tyagi Partners of M/s Pooja Anand & Associates, Practicing Company Secretaries, as a Scrutinizer to scrutinize the remote e-voting process and poll process in a fair and transparent manner

and they have communicated their willingness to be appointed and will be available at the AGM for the same.

17. The scrutinizer shall, immediately after the conclusion of the voting through Ballot paper at the Annual General Meeting, first count the votes cast at the meeting vide ballot paper, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours from conclusion of the meeting, a Consolidated Scrutinizer’s Report of the total votes cast in favour or against, to Chairman or Director authorized by the Board of the Company, who shall countersign the same.
18. The voting rights of shareholders shall be in proportion to their shares in the paid up equity capital of Company as on the cut-off date fixed for the purpose i.e. Monday, 23 September, 2019.
19. The results of voting will be declared within 48 hours from the conclusion of the Annual General Meeting. The results declared along with the Consolidated Scrutinizer’s Report shall be placed on the Company’s website www.cmilimited.in and on www.evotingindia.com. Further, the results shall be displayed on the Notice Board of the Company at its Registered Office and will also be posted on the website of Company. It shall also be communicated to relevant Stock Exchanges.

20. MEMBERS ARE REQUESTED TO:

- A. Note that SEBI has mandated registration of Permanent Account Number (PAN) and bank accounts details such as bank account number, name of the bank and branch details, MICR code, IFSC code etc. of all security holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank account details to RTA /Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. Members holding shares in demat form are requested to submit the aforesaid information to their respective depository participant (DP).
- B. Immediately notify change, if any, of address, e-mail address, change of name, contact numbers, bank details, bank mandates, nominations, power of attorney, residential status, etc. and their PAN to their DP with

whom they maintain their demat account and to the RTA, beetalrta@gmail.com or write at BEETAL Financial & Computer Services Pvt Ltd, BEETAL HOUSE, 3rd Floor, 99, Madangir, behind LSC, New Delhi – 110062 or call at Ph. 011-29961281-283 , 26051061, 26051064 Fax 011-29961284

- C. Note that SEBI vide its circular has decided that request for effecting transfer of securities of listed companies shall not be processed unless

the shares are held in dematerialised form with a Depository with effect from 31st March, 2019. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize their shares held by them in physical form.

For the convenience of members, the route map of the venue of the meeting along with prominent land mark is depicted at the end of the Notice



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

The following Statement set out all material facts relating to Item Nos. 4 to 9 mentioned in the accompanying Notice.

ITEM NO 4:

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board of Directors of the Company shall appoint an individual who is a cost accountant in practice or a firm of cost accountants in practice, as cost auditor, on the recommendations of the Audit Committee, which shall also recommend remuneration for such cost auditor. The remuneration recommended by the Audit Committee shall be considered and approved by the Board and ratified subsequently by the shareholders.

In view of the above, the Board of Directors of the Company, on the recommendation of the Audit Committee of Board, at its meeting held on 28 May, 2019 has considered and approved the appointment of M/s Ajay Kumar Singh & Co, Cost Accountants as Cost Auditors of the Company subject to ratification of remuneration by the shareholders for the financial year 2019-20 to conduct audit of cost accounting records for the Company at a remuneration of Rs. 45,000/- p.a. (Rupees Forty Five Thousand Only) plus applicable taxes and reimbursement of actual travel and out of pocket expenses of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and any of their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the ordinary resolution set out at Item No. 4 of the Notice for your approval.

ITEM NO 5:

To appoint Ms. Charu Jain (holding DIN 03457247), as an Independent Director

Ms. Charu Jain (DIN: 03457247) who was appointed as Additional Director in the category of Non-Executive Independent Woman Director of the Company, by the Board of Directors pursuant to recommendation of Nomination and Remuneration Committee, with effect from 28 May, 2019, subject to approval of shareholders and holds office up to the ensuing Annual General Meeting of the Company. The Company has received a Notice in writing under the provisions of Section 160 of the Companies Act, from a Member proposing the

candidature of Ms. Charu Jain for the office of Director, to be appointed under the provisions of Section 149 of the Companies Act, 2013.

Ms. Charu Jain has given a declaration to the Board that she meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, Ms. Charu Jain fulfills the conditions specified in the Act and the rules framed thereunder for appointment as Independent Director and she is independent of the management.

The Details required under Regulations 26(4) and 36(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 is annexed as Annexure to the Notice.

Save and except, Ms. Charu Jain, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution respectively.

The Board recommends the resolutions set forth at item no. 5 of the Notice for the approval of the members as an ordinary resolution.

ITEM NO 6:

Increase in the borrowing powers of the company under section 180(1)(c) of Companies Act, 2013

The Members of the Company through postal ballot on 20 January, 2015 had passed a resolution authorizing the Board of Directors of the Company to borrow monies, from time to time, upto Rs. 500 crores (Rupees Five Hundred Crores). The Company is expediting its plan to scale up its capacity and coverage. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/ or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves and securities premium of the Company. Hence it is proposed to increase the maximum borrowing limits from Rs. 500 crores to Rs. 1000 Crores for the Company.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company



and its free reserves and securities premium at any time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Hence, members of the Company are requested to give their approval to borrow the money along with the money already borrowed by the Company in excess of its paid-up capital, free reserve and securities premium i.e. Upto Rs. 1000 Crores.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution except to the extent of their shareholding, if any, in the Company.

The Board recommends the resolutions set forth at item no. 6 of the Notice for the approval of the members as a Special resolution.

ITEM NO 7:

Creation of the security for the loan/ credit facility by mortgage/ creation of charge under section 180(1)(a) of Companies Act, 2013:

A Company requires the authorization under Section 180 (1) (a) of the Companies Act, 2013 from the Shareholders by way of Special Resolution for creating security by way of mortgage and / or charge on the immovable and movable assets of the Company for securing the Term Loans, credit facilities from Banks/Institutions. For the reasons already mentioned in detail in the Explanatory Statement for Item No. 6 above, it is desirable that the Company has in place the requisite approval of the shareholders under the aforesaid section to create mortgage and/or charge on Company's entire immovable and movable assets on first/second charge basis upto the same limit as may be approved by the shareholders under Item No. 6 above under Section 180 (1)(c) or any increase/ change therein from time to time.

Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting for the which authorisation is also proposed to be increased from Rs. 500 crores to Rs. 1000 Crores for the Company.

The Directors recommend the Special Resolution as set out at Item No. 7 of the accompanying Notice, for members' approval.

None of the Directors, Key Managerial Personnel and relatives thereof are in any way concerned or interested in the resolution.

ITEM NO 8:

Increase in remuneration of Mr. Amit Jain, Chairman and Managing Director for the period from 01 October, 2019 to 30 September, 2020:

Mr. Amit Jain is a well qualified person and is a prominent and successful Industrialist with a wide and varied experience in the cable industry. Mr. Jain has professional approach with great business acumen. Due to his foresightedness and hard work, the Company is achieving greater heights. Your Directors foresee a bright future of the Company under his management. Considering his valuable efforts and on recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on 29 September, 2015, re-appointed him as Chairman cum Managing Director of the Company w.e.f. 1 October, 2015 till 30 September, 2020, which was subsequently approved by Shareholders in the 49th AGM of the Company .

Keeping in view the above and Industrial standards and with a recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company has, in its meeting held on 13 August, 2019, unanimously recommended the increase in the remuneration of Mr. Amit Jain, Chairman cum Managing Director of the Company from Rs. 7,16,000/- per month to Rs. 12,50,000/- per month, for the remaining tenure of his appointment i.e. w.e.f. 1 October, 2019 to 30 September 2020.

For the Period 1 October, 2019 to 30 September 2020.

Particulars	Amount per Month (in Rs)
Basic Salary	6,56,000
HRA	3,28,000
Conveyance	1,64,000
Medical	1,02,000
Total	12,50,000

Perquisites:-
Leave travelling allowance/Perquisites as per Income Tax Act, 1961 or any rules there under.

NOTES:-

- Net profit for this purpose shall be as per computation of net profit as per Section 198 of the Companies Act, 2013.
- 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;

This explanatory statement and the resolution at Item no. 8 may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The Details required under Regulations 36(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 is enclosed as an Annexure to the notice.

In view of the provisions of Section 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. 8 of the accompanying Notice for the approval of the Members.

Except Mr. Amit Jain, 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:

Continuation of Mr. Vijay Kumar Gupta (DIN:00995523) as Whole Time Director upon attaining age of Seventy years

The Shareholders of the Company at the 50th Annual General Meeting held on 29 December, 2017 approved re-appointment of Mr. Vijay Kumar Gupta (DIN: 00995523) as a Whole Time Director of the Company for a period

of five years effective from 01 April, 2017 to 31 March, 2022 through a Special Resolution under the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and Articles of Association of the Company. Mr. Vijay Kumar Gupta, Whole Time Director will attain the age of 70 years on 15 December, 2019. The Company seeks consent of the members by way of special resolution for continuation of their holding of existing office after the age of 70 years during the currency of his term of appointment under the provisions of Section 196 (3) (a) of the Companies Act, 2013. The Board therefore recommends the Special Resolutions for your approval.

Mr. Vijay Kumar Gupta, aged 69, is Mechanical Engineer (BE) from Delhi college of Engineering, Delhi. He is a prominent and successful Industrialist with a wide and varied experience in the management of business and industry. Accordingly, looking at his expertise and long experience of business and corporate management, the Board of Directors recommends the Special resolution set out at Item No.9 of the accompanying Notice for the approval of the Members. The Board is of the view that the continued association of Mr. Vijay Kumar Gupta would benefit the Company, given the knowledge, experience and performance of Mr. Vijay Kumar Gupta, and contribution to Board processes by him. In the opinion of the Board, Mr. Vijay Kumar Gupta fulfills the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for appointment as an Whole Time Director .

The Details required under Regulations 36(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 enclosed as an Annexure to the notice.

This explanatory statement and the resolution at Item no. 9 may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Except Mr. Vijay Kumar Gupta, none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in Resolution No. 9.

By order of the Board of Directors
For CMI LIMITED

Subodh Kumar Barnwal
Company Secretary
Membership Number: A21928

Date: 13 August, 2019
Place: New Delhi



Annexure to the Notice

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT IN 52nd ANNUAL GENERAL MEETING

(Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India)

Name of Director	Charu Jain	Amit Jain	Vijay Kumar Gupta
Date of Birth	05/07/1980	15/10/1973	15/12/1949
Date of first appointment on Board	28/05/2019	01/10/2002	15/01/2009
Brief Profile/Experience/Expertise in specific functional area	Ms. Charu Jain is M.A. (English) having vast experience in new business development.	Mr. Amit Jain is a prominent and Successful Industrialist with a wide and varied experience in the management of business and cable industry. Mr. Amit Jain is a well qualified person and is a prominent and successful Industrialist with a wide and varied experience in the management of business and cable industry.	Mr. Vijay Kumar Gupta, has more than 40 years of rich experience in the cable industry including in marketing activities. His continuous efforts have helped creating avenues for new customers and new products for the Company. With his association of more than fourteen years with the Company, the Company's revenue has reached to a new height. He has attained this Stature by virtue of knowledge in the area of Design / Production / Marketing of Cables covering the vast range of Power / Control / Instrumentation / communication / PIJF Telecom Cable.
Qualifications	Masters in English	Graduation	Mechanical Engineer (B.E.) from Delhi College of Engineering Delhi .
Terms and conditions of appointment/ re-appointment	Terms and Conditions of appointment or re-appointment are as per the Remuneration and Nomination Policy of the Company as displayed on the Company's website i.e. www.cmilimited.in and As per the resolution proposed at Item No. 5 of the Notice of the 52nd Annual General Meeting read together with the explanatory statement	Terms and Conditions of appointment or re-appointment are as per the Remuneration and Nomination Policy of the Company as displayed on the Company's website i.e. www.cmilimited.in .	Terms and Conditions of appointment or re-appointment are as per the Remuneration and Nomination Policy of the Company as displayed on the Company's website i.e. www.cmilimited.in .
Details of remuneration sought to be paid	NIL	The details of remuneration sought to be paid is given in resolution proposed at Item No. 8 of the Notice of the 52nd Annual General Meeting read together with the explanatory statement	14.40 Lakhs p.a.
Remuneration last drawn by such person, if applicable	N.A.	85.92 Lakhs p.a.	14.40 Lakhs p.a.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not inter se related to any other director or Key Managerial Personnel.	Not inter se related to any other director or Key Managerial Personnel.	Not inter se related to any other director or Key Managerial Personnel.
Number of Meetings of the Board attended during the year	N.A.	10	10
Directorship held in other companies	NIL	1. Robotech Private Limited 2. Orkus Private Limited	NIL
Membership/ Chairmanship of committees of other companies*	NIL	NIL	NIL
Shareholding in the Company	11530	5093877 Equity Shares (33.90%)	8770 Equity Shares (0.06%)

- The Companies in which the Director holds position of Director as on the date of meeting and is a member of that Company's Audit Committee/Stakeholders committee is taken into consideration. Companies include listed as well as unlisted entities.

CMI LIMITED

Registered Office: Flat No.501-503, 5th Floor, New Delhi House,
27, Barakhamba Road, New Delhi-110001
Email: info@cmilimited.in; Website www.cmilimited.in
Phone: 011-49570000-12; Fax : 011-23739902; CIN: L74899DL1967PLC018031

ATTENDANCE SLIP

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.

DP Id & Client Id / Regd. Folio No.*	No. of Shares
--------------------------------------	---------------

Name(s) and address of the member in full

I / we hereby record my / our presence at the 52nd Annual General Meeting of the Company being held on Monday, 30 September, 2019 at 11:30 A.M. at Navkaar Banquets Caspia Hotel Complex, Outer Ring Road, Shalimar Place, Delhi-110088

Please (✓) in the box

MEMBER

PROXY

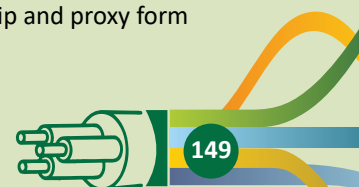
Signature of Member / Proxy

*Applicable for member holding shares in physical form.

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 authorized representatives appointed under section 113 of the Companies Act, 2013. A copy of the authorization 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.
4. Electronic copy of the Annual Report 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 2018-19 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.



CMI LIMITED

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**Form No. MGT-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]

Name of Member(s):	
Registered Address:	
Email Id:	
Folio No. /Client ID :	
DP ID :	

I/We, being the member (s) holding shares of CMI Limited, hereby appoint

1. Name:.....
Address:.....
E-mail Id:..... Signature:.....or failing him.

2. Name:.....
Address:.....
E-mail Id:..... Signature:.....or failing him.

3. Name:.....
Address:.....
E-mail Id:..... Signature:.....or failing him.

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 52nd Annual General Meeting of the Company scheduled to be held on Monday, 30th September, 2019 at 11:30 A.M. at Navkaar Banquets Caspia Hotel Complex, Outer Ring Road, Shalimar Place, Delhi-88 or / and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions	Optional**	
		For	Against
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 March, 2019 together with the Reports of the Board of Directors' and Auditor's thereon.		
2.	To declare a dividend on Equity shares for the Financial Year ended on 31 March, 2019.		
3.	To appoint a Director in place of Mr. Vijay Kumar Gupta (DIN: 00995523), who retires by rotation and being eligible offers himself for re-appointment		
4.	Ratification Of Cost Auditors' Remuneration		
5.	To appoint Ms. Charu Jain (holding DIN 03457247), as an Independent Director		
6.	Increase in the borrowing powers of the company under section 180(1) (c) of Companies Act, 2013:		
7.	Creation of the security for the loan/ credit facility by mortgage/ creation of charge under section 180(1)(a) of Companies Act, 2013:		
8.	Increase in remuneration of Mr. Amit Jain, Chairman and Managing Director for the period from 01 October, 2019 to 30 September, 2020		
9.	Continuation of Mr. Vijay Kumar Gupta (DIN:00995523) as Whole Time Director upon attaining age of 70 years.		

Affix the
revenue
stamp

Signed thisday of2019

Signature of Shareholder(s)

Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company situated at 501-503, New Delhi House, Barakhamba Road, New Delhi-110001, not later than 48 hours before the commencement of the Meeting.
2. The proxy need not be a member of the company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. **This is only optional please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.





RAILWAY CABLES



FIRE SURVIVAL
CABLES



EHV CABLES



AERIAL BUNCHED
CABLES



THERMOCOUPLE
CABLES



LV POWER &
CONTROL CABLES



MV/HV CABLES



INSTRUMENTATION
CABLES

**Registered Post
Printed Matter**

If undelivered return to:



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