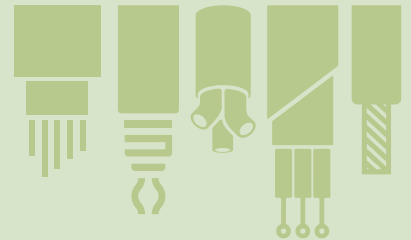


**NOTICE  
OF AGM**



**CMI LIMITED**

**Registered Office: FlatNo.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 53rd Annual General Meeting of the members of CMI LIMITED (“the Company”) will be held on Tuesday, 29th September, 2020, at 01:00 p.m. through Video Conferencing (VC) or Other Audio Visual Means (OAVM) for which purpose the Registered Office of the Company situated at Flat No. 501-503, 5th Floor, New Delhi House, 27, Barakhamba Road, New Delhi-110001 shall be deemed as the venue for the Meeting and the proceedings of the AGM shall be deemed to be made thereat, 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, 2020 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, 2020.
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. 55,000/- p.a. (Rupees Fifty 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, 2021, as approved by the Board of Directors of the Company on recommendation of the Audit Committee, be and is hereby ratified.”

**5. Appointment of Mr. Servagaya Jain (holding DIN:00862686) as Non-Executive 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, Mr. Servagaya Jain (holding DIN: 00862686), who was appointed as an Additional Director of the Company upon approval and recommendation of Nomination & Remuneration Committee of the Company in the category of Non-Executive Independent Director by the Board of the Company with effect from 26th August, 2020, and who holds office till the date of ensuing Annual General Meeting in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, being eligible for appointment, be and is hereby appointed as a Director of the Company in the category of Independent Director for a term up to 25th August, 2025, 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. Appointment of Mr. Kunal Singhal (holding DIN:08140142) as Non-Executive Non 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 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 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, Mr. Kunal Singhal (holding DIN : 08140142), who was appointed as an Additional Director of the Company upon approval and recommendation of Nomination & Remuneration Committee of the Company in the category of Non-Executive Non Independent Director by the Board of the Company with effect from 31st March, 2020, and who holds office till the date of ensuing Annual General Meeting in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, being eligible for appointment, be and is hereby appointed as a Director of the Company in the category of Non-Executive Non Independent Director, 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.”

**7. Re-appointment of Mr. Manoj Bishan Mittal (holding DIN: 00282676) as an Non-Executive Independent Director of the Company for a second term of Five (5) consecutive 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 the approval and recommendation of Nomination and Remuneration Committee of the Board and Board of Directors and provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and any other applicable law(s), regulation(s) and guideline(s), Mr. Manoj Bishan Mittal (holding DIN: 00282676) who was appointed as an Independent Director for a term of five (5) consecutive years commencing from 29th July, 2016 till 28th July, 2021, has submitted a declaration that he meets the criteria for independence as provided in Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, being eligible for appointment, be and is hereby, re-appointed as an Non-Executive Independent Director for (5) consecutive years with effect from 29th July, 2021 till 28th July, 2026, on the Board of Directors of the Company.

**“RESOLVED FURTHER THAT** the Board of Directors or Company Secretary of the Company be and are hereby, severally authorized to file the necessary applications, e-forms, documents with concerned statutory authorities/agencies such as the Registrar of Companies, Stock Exchanges etc. in relation thereto, send intimation(s) to Stock Exchange(s) as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto.”

**By order of the Board of Directors  
For CMI LIMITED**

**Subodh Kumar Barnwal  
Company Secretary  
Membership Number: A21928**

**Date: 26th August, 2020  
Place: New Delhi**

**Registered Office:  
501-503, 5th Floor, New Delhi House,  
27 Barakhamba Road,  
New delhi-110001**

## NOTES

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special businesses specified under Item No. 4 to Item No. 7 is annexed hereto.
2. At 49th AGM, M/s Krishna Neeraj & Associates, Chartered Accountants, (Firm Registration No.023233N) was appointed as Statutory Auditors of the Company for a term of 5 years until the conclusion of 54th AGM of the Company. The ratification of their appointment, pursuant to Section 139 of the Companies Act, 2013, is not required, in terms of Notification No. S.O. 188 (E) dated May 07, 2018, issued by the Ministry of Corporate Affairs and accordingly, the item has not been included in the Ordinary Business of the Notice of Annual General Meeting.
3. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
5. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
7. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the body corporates can attend the AGM through VC/OAVM and cast their votes through e-voting.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.cmilimited.in](http://www.cmilimited.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/-) i.e. [www.evotingindia.com](http://www.evotingindia.com).
9. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
10. All documents referred to in the accompanying Notice and the Explanatory Statement can be obtained for inspection by writing to the Company at its email ID [cmics@cmilimited.in](mailto:cmics@cmilimited.in) and [info@cmilimited.in](mailto:info@cmilimited.in) till the date of AGM.

11. The SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agents.
12. 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 7 of the accompanying notice, is annexed hereto. The relevant details of 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 enclosed as Annexure to Notice.
13. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 23th Day of September, 2020 to Tuesday, 29th Day of September, 2020 (both days inclusive) for the purpose of Annual General Meeting.
14. 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.
15. Members are requested to quote their Registered Folio Number/Client ID No. & Depository Participant (D.P) ID number on all correspondence with the Company.
16. 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 22nd September, 2020 and to all members in respect of shares held in physical form on or before the close of the business hours on 22nd September, 2020.
17. 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.
18. 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.
19. The Board vide its Resolution passed on 26th August, 2020 has appointed M/s Pooja Anand & Associates, Practicing Company Secretary, as Scrutinizer for conducting the e-voting process in accordance with the law and in a fair and transparent manner. The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and e-voting on the date of the AGM, not later than 48 hours of the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorized by him in writing and the Results shall be declared by the Chairman or any person authorized by him thereafter. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company [www.Cmilimited.in](http://www.Cmilimited.in) and on the website of CDSL immediately after the declaration of Result by the Chairman or any person authorized by him in writing. The results shall also be forwarded to the stock exchanges where the shares of Company are listed.
20. 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 FY 2019-20 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.

21. 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 Tuesday, 22nd September, 2020 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.

**THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The voting period begins on Saturday, 26th September, 2020 (09:00 a.m.) and ends on Monday, 28th September, 2020 (05:00 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 (record date) of 22nd September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" module.
- (v) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any Company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Shareholders 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"> <li>• Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> <li>• 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 (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <CMI Limited> on which you choose to vote.

- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the 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.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company at [cmics@cmilimited.co.in](mailto:cmics@cmilimited.co.in) and RTA at [beetalrta@gmail.com](mailto:beetalrta@gmail.com).
2. For Demat shareholders- please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card),

AADHAR (self attested scanned copy of Aadhar Card) to [cmics@cmilimited.co.in](mailto:cmics@cmilimited.co.in) and RTA at [beetalrta@gmail.com](mailto:beetalrta@gmail.com).

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cmics@cmilimited.in](mailto:cmics@cmilimited.in). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cmics@cmilimited.in](mailto:cmics@cmilimited.in). These queries will be replied to by the Company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
  2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
  3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
  4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- (xx) 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](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Company at the email address viz; [cmics@cmilimited.in](mailto:cmics@cmilimited.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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) or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

- 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. Tuesday, 22nd September, 2020 may obtain the User ID and password by either sending an e-mail request to [beetalrta@gmail.com](mailto:beetalrta@gmail.com) or call @ Ph. 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](mailto:info@cmilimited.in)/[cmics@cmilimited.in](mailto:cmics@cmilimited.in) or write at 501-503, 5th Floor, New Delhi House, 27 Barakhamba Road, New Delhi-110001 or Phone: 011-49570000; Fax : 011-23739902.



22. 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. Tuesday, 22nd September, 2020.
23. 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](http://www.cmilimited.in) and on [www.evotingindia.com](http://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.

**24. 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](mailto: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.
- D. The recorded transcript of the forthcoming AGM on 29th September, 2020, shall also be made available on the website of the Company in the

investor relation section, as soon as possible after the meeting is over.

- E. Members may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 01, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit the following documents in accordance with the provisions of the IT Act.

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:-

Members having valid PAN	7.5% or as notified by the Government of India
Members not having PAN / valid PAN	20% or as notified by the Government of India.

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2020-21 does not exceed Rs. 5,000/- and also in cases where members provide Form 15G / Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act.

Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. Registered members may also submit any other document as prescribed under the IT Act to claim a lower / Nil with holding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable.

Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this 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 7 mentioned in the accompanying Notice.

### ITEM NO 4:

#### Ratification of Cost Auditors' Remuneration

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 approval and recommendation 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 approval and recommendation of the Audit Committee of Board, at its meeting held on 17th July, 2020 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 2020-21 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 approval of the members as on Ordinary Resolution.

### ITEM NO 5:

#### Appointment of Mr. Servagaya Jain (holding DIN:00862686), as a Non- Executive Independent Director

Mr. Servagaya Jain (holding DIN: 00862686) who was appointed as Additional Director in the category of Non-Executive Independent Director of the Company, by the Board of Directors pursuant to approval and recommendation of Nomination and Remuneration Committee, with effect from 26th August, 2020 for a term up to 25th August, 2025(5 years), 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, 2013 from a Member proposing the candidature of Mr. Servagaya Jain (holding DIN: 00862686) for the office of Director, to be appointed under the provisions of Section 149 of the Companies Act, 2013.

Mr. Servagaya Jain (holding DIN: 00862686) has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act.

In the opinion of the Board, Mr. Servagaya Jain (holding DIN: 00862686) fulfills the conditions specified in the Act and the rules framed thereunder for appointment as Non-Executive Independent Director.

Mr. Servagaya Jain (holding DIN: 00862686) age 48 years is a Commerce Graduate from Delhi University in the year 1993. He has over 25 years of rich experience in the core Metal industry. His area of expertise includes cost management and commercial functions - especially the financial and commercial aspects. His constructive directions will help to provide valuable inputs to the Board for taking various strategic decisions to enable the company to achieve its Vision.

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 an annexure to the Notice.

Save and except, Mr. Servagaya Jain (holding DIN: 00862686), 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 resolution set forth at item no. 5 of the Notice for the approval of the members as an ordinary resolution.

### ITEM NO 6:

#### Appointment of Mr. Kunal Singhal (holding DIN: 08140142) as Non-Executive Non Independent Director

Mr. Kunal Singhal (DIN : 08140142) who was appointed as Additional Director in the category of Non-Executive Non Independent Director of the Company, by the Board of Directors pursuant to approval and recommendation of Nomination and Remuneration Committee, with effect from 31st March, 2020, 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 Mr. Kunal Singhal for the office of Director, to be appointed under the provisions of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Mr. Kunal Singhal fulfills the conditions specified in the Act and the rules framed thereunder for appointment as Non-Executive Director.

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 an annexure to the Notice.

Save and except, Mr. Kunal Singhal, 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 resolution set forth at item no. 6 of the Notice for the approval of the members as an ordinary resolution.

#### **ITEM NO 7:**

#### **Re-appointment of Mr. Manoj Bishan Mittal (holding DIN: 00282676) as an Non-Executive Independent Director of the Company for a second term of five(5) consecutive years**

At the 49th Annual General Meeting of the Company held on 28th September, 2016, the members of the Company had approved appointment of Mr. Manoj Bishan Mittal (holding DIN: 00282676) as Non-Executive Independent Director of the Company for a term of five (5) consecutive years commencing from July 29, 2016 to July 28, 2021. Thus his tenure will expire on July 28, 2021. Further, pursuant to Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the board of directors of a company, but shall be eligible for re-appointment for another term of upto five consecutive years with approval of shareholders obtained by way of passing a special resolution by the Company. Subject to the shareholder's approval, Nomination and Remuneration Committee and Board of Directors at their meeting held on 26th August, 2020 respectively has approved and recommended his re-appointment as Non-Executive Independent Director for a second term of five (5) consecutive years with effect from July 29, 2021

to July 28, 2026 and that he shall not be liable to retire by rotation.

The Board, based on the performance evaluation report of Independent Directors and as per the approval and recommendation of the Nomination and Remuneration Committee, considers that, given his background, experience and contributions made by him during his tenure, the continued association of Mr. Manoj Bishan Mittal would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director(s).

Mr. Manoj Bishan Mittal has given Form DIR-2, intimation in Form DIR-8 to the effect that he is not disqualified u/s 164(2) of the Companies Act, 2013 to act as a Director(s), a declaration to the Board that they meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and intimation to the effect that he is not disqualified from being appointed as a Director(s) of a listed entity by virtue of any SEBI order or any such authority, as per instructions given by SEBI and circulated to the Companies by BSE vide its circular No. LIST/COMP/14/2018-19 and NSE vide its circular Ref No. NSE/CML/2018/24 dated June 20, 2018 respectively.

In the opinion of the Board, Mr. Manoj Bishan Mittal fulfills the conditions as specified in the Companies Act, 2013 read with rules made thereunder and Listing Regulations for re-appointment as an Independent Director(s) (Category: Non-Executive) and that they are independent of the management. In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013 and Listing Regulations, appointment of Mr. Manoj Bishan Mittal is now being placed before the Members for their approval at the 53rd Annual General Meeting of the Company.

Except Mr. Manoj Bishan Mittal, none of the others Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the passing of special resolution set out at Item No. 7 of the Notice of Annual General Meeting.

The Directors recommended the passing of the resolution set out at Item No. 7 of the accompanying Notice as Special Resolution.

**By order of the Board of Directors  
For CMI LIMITED**

**Subodh Kumar Barnwal  
Company Secretary  
Membership Number: A21928**

**Date: 26th August, 2020**

**Place: New Delhi**

## Annexure to the Notice

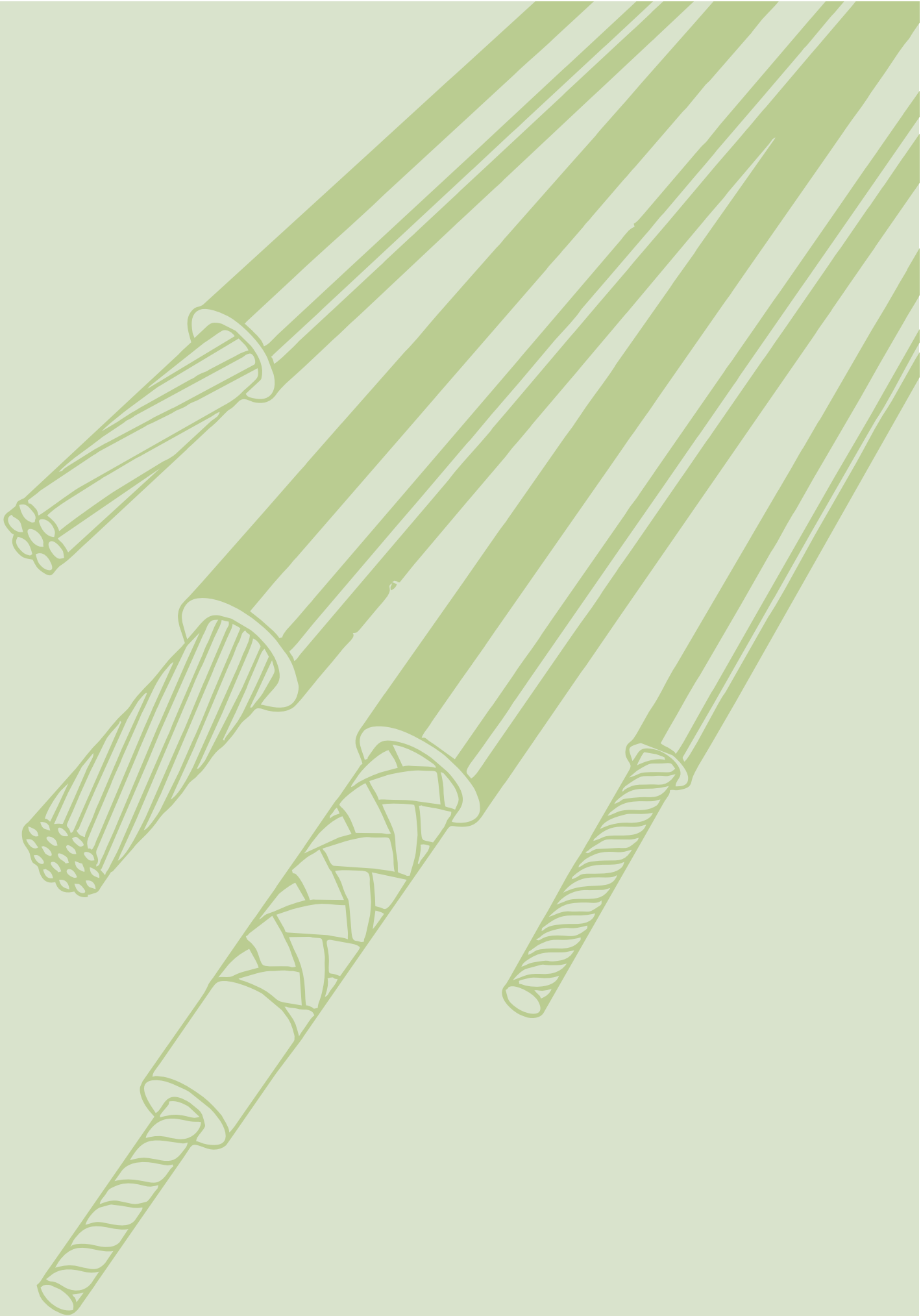
## DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT IN 53rd ANNUAL GENERAL MEETING

(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	Kunal Singhal	Servagaya Jain	Manoj Bishan Mittal	Vijay Kumar Gupta
Date of Birth	04/08/1994	18/06/1972	14/09/1966	15/12/1949
Date of first appointment on Board	31/03/2020	26/08/2020	29/07/2016	15/01/2009
Brief Profile/Experience/ Expertise in specific functional area	Mr. Kunal Singhal has done Bachelor of Business Administration from Reputed University of U.P. He has an excellent academic and professional record. He is a Business Executive having experience of more than 5 years in the field of strategic planning, marketing and restructuring of business operations. His modern and dynamic approach towards business will help in achieving focused goals	Mr. Servagaya Jain age 48 years is a Commerce Graduate from Delhi University in the year 1993. He has over 25 years of rich experience in the core Metal industry. His area of expertise includes cost management and commercial functions – especially the financial and commercial aspects. His constructive directions will help to provide valuable inputs to the Board for taking various strategic decisions to enable the company to achieve its Vision.	Mr. Manoj Bishan Mittal is a qualified Chartered Accountant having vast experience in business, economy and financial matters.	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 /PIIF Telecom Cable.
Qualifications	Graduate	Graduate	Chartered Accountant	Mechanical Engineer (B.E.) from Delhi College of Engineering Delhi .
Terms and conditions of appointment/ re-appointment	Terms and Conditions of appointment are as per the Remuneration and Nomination Policy of the Company as displayed on the Company's website i.e. www. cmlimited.in.	Terms and Conditions of appointment are as per the Remuneration and Nomination Policy of the Company as displayed on the Company's website i.e. www. cmlimited.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. cmlimited.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. cmlimited.in.
Details of remuneration sought to be paid	NIL	NIL	NIL	14.40 Lakhs p.a.
Remuneration last drawn by such person, if applicable	NIL	NIL	NIL	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. The Company do not have a Manager	Not inter se related to any other director or Key Managerial Personnel. The Company do not have a Manager	Not inter se related to any other director or Key Managerial Personnel. The Company do not have a Manager	Not inter se related to any other director or Key Managerial Personnel. The Company do not have a Manager
Number of Meetings of the Board attended during the year	NIL	NIL	4	8
Directorship held in other companies	- CMI Agro Limited	- Techno Conductors Private Limited	- Force Capital Markets Limited - Mittal Capital Finvest Private Limited - Deepjyot Holding And Finance Private Limited - Kemper Properties Holdings Private Limited	NIL
Membership/ Chairmanship of committees of other companies*	NIL	NIL	NIL	NIL
Shareholding in the Company	NIL	740 Equity Shares (0.00%)	85,075 Equity Shares (0.57%)	8,770 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.

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RAILWAY CABLES



THERMOCOUPLE  
CABLES



FIRE SURVIVAL  
CABLES



LV POWER &  
CONTROL CABLES



EHV CABLES



MV/HV CABLES



AERIAL BUNCHED  
CABLES



INSTRUMENTATION  
CABLES



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