


**CMI LIMITED**

 AN ISO 9001, ISO 14001  
 & OHSAS 18001 COMPANY  
 CIN No. L74899DL1967PLC018031

Regd. &amp; Marketing Office :

 501-503, New Delhi House,  
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**Extracts of the minutes of the Board of Directors' meeting of CMI Ltd held on Monday, 21<sup>st</sup> May, 2018 at 4.00 p.m. at Flat No. 501-503, 5<sup>th</sup> Floor, New Delhi House, 27, Barakhamba Road, New Delhi-110 001**

**Approval of Scheme of Amalgamation and other connected matters:**

**"Resolved that** pursuant to the provisions of sections 230 & 232 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016, and other applicable provisions, if any, and subject to the approval of the members and creditors of the Company, to the extent required, accorded either by way of a resolution passed in duly convened meeting(s) or through written consent/NOC or otherwise, the Hon'ble National Company Law Tribunal and other competent authorities, if any, and in continuation of the resolutions dated 30<sup>th</sup> March, 2016 and 16<sup>th</sup> January, 2017, passed by the Board of Directors of the Company in this regard, the proposed Amalgamation of CMI Energy India Pvt Ltd (the Transferor Company) with CMI Ltd (the Transferee Company) be and is hereby approved.

**Resolved further that** the salient features/terms and conditions of the amalgamation as set out in the draft Scheme of Amalgamation placed before the meeting, which, inter-alia, include the following:

- i. All assets and liabilities including Income Tax and all other statutory liabilities, if any, of the Transferor Company will be transferred to and vest in the Transferee Company.
- ii. All the employees of the Transferor Company in service on the Effective Date, if any, shall become the employees of the Transferee Company on and from such date without any break or interruption in service and upon terms and conditions not less favorable than those subsisting in the Transferor Company on the said date.
- iii. Appointed Date for Amalgamation will be 1<sup>st</sup> March, 2016, or such other date, as the Hon'ble National Company Law Tribunal or any other competent authority may approve.
- iv. Since the Transferor Company is a wholly owned subsidiary of the Transferee Company, no new share will be issued by the Transferee Company pursuant to the Scheme of Amalgamation.

be and are hereby approved in specific.



*Amit Jais*



**Resolved further that** subject to the approval of the Hon'ble National Company Law Tribunal and other competent authorities, if any, the draft Scheme of Amalgamation of CMI Energy India Pvt Ltd with CMI Ltd, as placed in the meeting, be and is hereby approved.

**Resolved further that** pursuant to the provisions of sections 230 & 232 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016, and other applicable provisions, if any, necessary joint/separate application(s) and/or petition(s) be moved before the Hon'ble National Company Law Tribunal and other competent authorities, if any, for approval of the proposed Scheme of Amalgamation and for such other directions as may be required for this purpose.

**Resolved further that** Mr Amit Jain, Chairman cum Managing Director, Mr. Vijay Kumar Gupta, Whole time Director, Mr Pyare Lal Khanna, Director, Mr Rattan Lal Aggarwal, Chief Financial Officer and Mr Subodh Kumar Barnwal, Company Secretary of the Company, be and are hereby authorised, jointly and severally, to modify/update the Scheme of Amalgamation to the extent of incorporating/updating any information; to sign, file, submit or present necessary applications, petitions, supplementary applications/ petitions, summons, deeds, documents, instruments, rejoinders, replies, forms, returns and to agree to such conditions or modifications in the Scheme or any other paper (including the appointed date) that may be imposed, required or suggested by the Hon'ble National Company Law Tribunal or any other authorities or that may otherwise be deemed fit or proper by them; to swear affidavits or execute bonds/undertakings for the above mentioned Scheme, appear (in person or through a representative) before the concerned Bench(es) of the Hon'ble National Company Law Tribunal or at the offices of the concerned Registrar of Companies, Ministry of Corporate Affairs, the Regional Director(s), Ministry of Corporate Affairs, the Official Liquidator(s), Ministry of Corporate Affairs, Reserve Bank of India, Income Tax Department, Bombay Stock Exchange, National Stock Exchange or any other Stock Exchange, the Securities and Exchange Board of India or before any other competent authority, regulatory authority, agency or person in connection with the aforesaid Scheme; to execute vakalatnama, power of attorney or letter of authorization in favour of any advocate, company secretary or any other person; and to do other acts, deeds or things which may be ancillary or incidental to the above mentioned matter or which may otherwise be required for the aforesaid Scheme.

**Authorisation to M/s Rajeev Goel & Associates, Advocates & Solicitors:**

**Resolved that** M/s Rajeev Goel & Associates, Advocates and Solicitors, 785, Pocket-E, Mayur Vihar II, Delhi 110 091 be and are hereby





appointed as legal counsel and advisors of the Company to advise and implement the proposed Scheme of Amalgamation of CMI Energy India Pvt Ltd with CMI Ltd; to prepare and finalise necessary applications, petitions, and other related documents to be filed in the Hon'ble National Company Law Tribunal and other competent authorities, if any, to appear and plead in the Hon'ble National Company Law Tribunal and to take all such steps that may be required to give effect to the aforesaid Scheme at a remuneration to be mutually decided.

**Resolved further that** Mr Rajeev K Goel, Mr Ajay Garg, Mr Praveen K Bharti and Mr Kartikeya Goel of M/s Rajeev Goel & Associates, Advocates and Solicitors, New Delhi; and Mr Debabrata Deb Nath and Mr Chetan Khanna, Company Secretary in Practice, New Delhi, be and are hereby authorised, jointly and severally, to represent the Company in the Hon'ble National Company Law Tribunal or at the offices of the concerned Registrar of Companies, Ministry of Corporate Affairs, the Regional Director(s), Ministry of Corporate Affairs, the Official Liquidator(s), Ministry of Corporate Affairs, Reserve Bank of India, Income Tax Department, Bombay Stock Exchange, National Stock Exchange or any other Stock Exchange, the Securities and Exchange Board of India or before any other competent authority, regulatory authority, agency or person, in connection with the aforesaid Scheme, to sign and submit necessary applications, documents, papers, replies, etc., with the aforesaid authorities, to make any corrections, changes or modification in any documents already submitted or to be submitted, to collect any letter, report or other documents for resubmission of the same or otherwise and to act for every purpose connected with the proceedings of the said Scheme and to take such other steps as may be required by the concerned authorities or otherwise become necessary or desirable in this regard.

**Resolved further that** Mr Amit Jain, Chairman cum Managing Director, Mr. Vijay Kumar Gupta, Whole time Director, Mr Pyare Lal Khanna, Director, Mr Rattan Lal Aggarwal, Chief Financial Officer and Mr Subodh Kumar Barnwal, Company Secretary of the Company, be and are hereby authorised, jointly and severally, to sign and verify power of attorney, vakalatnama, authority letter or any other papers and to take all such steps that may be required to give effect to this resolution."

**Certified to be a true copy  
For CMI Ltd**

*Amit Jain*



**Amit Jain  
Chairman cum Managing Director  
DIN: 00041300**