

NOTICE is hereby given that the 55th Annual General Meeting (AGM) of the members of CMI LIMITED (“the Company”) will be held on Friday, the 30th September, 2022, at 01:00 p.m. through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) for which the Registered Office of the Company situated at, PD-II, Jhilmil Metro Station, Jhilmil Industrial Area, Delhi-110095 shall be deemed as the venue for the Annual General 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 31st March, 2022 together with the Reports of the Auditor’s and Board of Directors’ thereon.
2. To appoint a Director in place of Mr. Pyare Lal Khanna (DIN: 02237272), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. 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. 50,000/- p.a. (Rupees Fifty 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 31st March, 2023, as approved by the Board of Directors of the Company on recommendation of the Audit Committee, be and is hereby ratified .”

4. Appointment of Mr. Vikash Sharma (holding DIN: 05192303) 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** Mr. Vikash Sharma (holding DIN: 05192303) who was appointed as an Additional Director of the Company on 31st December, 2021, and who holds office upto the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 read with Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member of the Company under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any of the Companies Act, 2013 ('Act') and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, consent of the shareholders be and is hereby accorded for appointment of Mr. Vikash Sharma (holding DIN: 05192303), who meets the criteria of independence as provided under Section 149(6) of the Act, as Independent Director for a term upto five (5) consecutive years commencing from 31st December, 2021.

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

5. To consider the continuation of Directorship of Mr. Pyare Lal Khanna (holding DIN: 02237272) as Non-Executive Non Independent Director of the Company, post attaining the age of Seventy-five (75) during his present tenure

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

"RESOLVED THAT, pursuant to the provisions of the Companies Act, 2013 and Regulation 17(1A) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, the approval of the members of the Company be and is hereby accorded for the continuation of Directorship of Mr. Pyare Lal Khanna (holding DIN: 02237272) as Non-Executive Non Independent Director of the Company, post attaining the age of Seventy-five (75) years, during his present term of five (5) years.

RESOLVED FURTHER THAT the other terms and conditions for appointment of Mr. Pyare Lal Khanna (holding DIN: 02237272) as Non-Executive Non Independent Director of the Company w.e.f. 30th December, 2020, shall remain same.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give complete effect to this resolution."

Date: 31st August, 2022
Place: New Delhi

Registered Office:
PD-II, Jhilmil Metro Station,
Jhilmil Industrial Area,
Delhi-110095

By order of the Board of Directors
For CMI LIMITED

Sd/-
Subodh Kumar
Company Secretary
Membership Number: A21928

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 3 to item no 5 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.
2. At 54th AGM, M/s Krishna Neeraj & Associates, Chartered Accountants, (Firm Registration No.023233N) was re-appointed as Statutory Auditors of the Company for a term of 5 years until the conclusion of 59th 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. The Ministry of Corporate Affairs ('MCA') vide its Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021 and 02/2022 dated April 8, 2020, April 13, 2020 May 5, 2020, January 13, 2021 and May 05, 2022 (collectively referred to as 'MCA Circulars'), and Securities and Exchange Board of India ('SEBI') vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively referred to as 'SEBI Circulars'), have permitted the holding of Annual General Meeting through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue. In accordance with the MCA Circulars and SEBI Circulars, the 55th AGM of the Company is being held through VC / OAVM on Friday, September 30, 2022 at 01.00 p.m.
4. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars this AGM is being held through VC / OAVM, where physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
5. 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 No. 2/2022 dated May 05, 2022 read alongwith MCA circular dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021 and Securities and Exchange Board of India ('SEBI') vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively referred to as 'SEBI Circulars') 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.

6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to cmics@cmilimited.in
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020 and Securities and Exchange Board of India ('SEBI') vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as 'SEBI Circulars'), the Notice calling the AGM has been uploaded on the website of the Company at 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 and 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.
8. 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 and info@cmilimited.in till the date of AGM.
9. 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.
10. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 24th Day of September, 2022 to Friday, 30th Day of September, 2022 (both days inclusive) for the purpose of Annual General Meeting.
11. 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.

12. Members are requested to quote their Registered Folio Number/Client ID No. & Depository Participant (D.P) ID number on all correspondence with the Company.
13. 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.
14. 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.
15. The Board vide its Resolution passed on 31st August, 2022 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 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.
16. In accordance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report 2021-22 are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. The Notice convening the 55th AGM along with the Integrated Report & Annual Accounts 2021-22 will also be available on the website of the Company at www.cmilimited.in, websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the website of CDSL at helpdesk.evoting@cdslindia.com.
17. 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 Friday, 23rd September, 2022 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.

18. Pursuant to Regulation 40 of the SEBI Listing Regulations, the securities of listed companies can be transferred only in the dematerialized mode w.e.f. April 1, 2019, except in case of transmission or transposition of securities. In this regard, it has been clarified by SEBI that the said amendments do not prohibit an investor from holding the shares in physical mode and the investor has the option of holding shares in physical mode even after April 1, 2019. However, any investor desirous of transferring shares which are held in physical mode after April 1, 2019 could do so only after the shares are dematerialized.

Further, As per SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, listed companies shall issue the securities in dematerialized form only, while processing investor service request pertaining to issuance of duplicate share certificate, claim from Unclaimed Suspense Account, renewal/exchange of securities certificates, endorsement, sub-division/splitting/consolidation of share certificates, transmission and transposition. The securities holder/claimant are, accordingly, required to submit duly filled-up Form ISR-4 which can be downloaded from the Company's website, i.e. www.cmilimited.in and on the website of the Company's Registrar and Transfer Agents. In view of above, members holding shares in physical form are requested to consider converting their holding to dematerialized form.

19. In case of joint holders attending the AGM, the Member whose name appears as the first holder/higher in the order of names as per the Register of Members of the Company will be entitled to vote.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- i. 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, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021 and Circular No. 02/2022 dated May 05, 2022 . The forthcoming AGM/EGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
- ii. 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/EGM. 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.

- iii. 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.
- iv. 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.
- v. 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 President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- vi. 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. 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 and 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/EGM) i.e. www.evotingindia.com.
- vii. 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 , Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021 and Circular No. 02/2022 dated May 5, 2022.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Tuesday, 27th September, 2022 (09:00 a.m.) and ends on Thursday, 29th September, 2022 (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 Friday, 23rd September, 2022 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) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
- (iv) Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- (v) In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- (vi) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service

	<p>provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(vii) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department

	<p>(Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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.
<p>Dividend Bank Details OR Date of Birth (DOB)</p>	<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.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) 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.
- (x) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <CMI LIMITED> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (xvi) You can also take 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 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) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xix) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves 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.
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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 mandatory 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 Scrutinizer and to the Company at the email address viz; cmics@cmilimited.in (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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 at least **15 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cmics@cmilimited.co.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **15 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cmics@cmilimited.co.in. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. 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.
10. 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 may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

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/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 or call toll free no. 1800 22 55 33.

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. The recorded transcript of the forthcoming AGM on 30th September, 2022, 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.

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. 3 to 5 mentioned in the accompanying Notice.

ITEM NO 3:

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 30th May, 2022 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 2022-23 to conduct audit of cost accounting records for the Company at a Remuneration of Rs. 50,000/- p.a. (Rupees Fifty 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. 3 of the Notice.

The Board recommends the ordinary Resolution set out at Item No. 3 of the Notice for approval of the members as an Ordinary Resolution.

ITEM NO 4:

Appointment of Mr. Vikash Sharma (holding DIN: 05192303), as a Non- Executive Independent Director

Mr. Vikash Sharma (having DIN: 05192303) 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 31st December, 2021 for a term up to 30th December, 2026 (5 years), subject to

approval of the shareholders, and being additional directors 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. Vikash Sharma (holding DIN: 05192303) for the office of Director, to be appointed under the provisions of Section 149 of the Companies Act, 2013.

Mr. Vikash Sharma (holding DIN: 05192303) 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. Vikash Sharma (holding DIN: 05192303) fulfills the conditions specified in the Act and the rules framed thereunder for appointment as Non- Executive Independent Director.

Vikash Sharma is a Chartered Accountant with over 16+ years of work experience, covering various start-ups to Fortune 500 companies including GM, Nissan, Renault, SLV, Dentium, Fortum, Cars24, Reliance, OYO, CNH, Welspun, Bank of India etc. He is an expert in various domains under finance function having various qualifications and certifications, which are briefly mentioned below:

1. Fellow Chartered Accountant - The institute of Chartered Accountants of India – (ICAI) in 2006,
2. Insolvency Professional – Insolvency and Bankruptcy Board of India (IP – IBBI) in 2021
3. Certified Ethical Hacker (CEH) from EC-Council 2020.
4. Certification in Forensic Accounting & Fraud Detection - FAFD from ICAI in 2018-19,
5. RV (Registered Valuer) with the Insolvency and Bankruptcy Board of India (IBBI) in 2019,
6. DISA (Diploma in System Audit from ICAI) in 2008
7. M. Com & B. Com from DBRAU 2002-04.

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. Vikash Sharma (holding DIN: 05192303), 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. 4 of the Notice for the approval of the members as an ordinary Resolution.

ITEM NO 5:**Continuation of Directorship of Mr. Pyare Lal Khanna (holding DIN: 02237272) as Non-Executive Non Independent Director of the Company, post attaining the age of Seventy-five (75) during his present tenure**

The members of the Company, at their 54th Annual General Meeting (“AGM”) of the Company held on 30th September, 2021, had granted approval for appointment of Mr. Pyare Lal Khanna (holding DIN: 02237272) as Non-executive Non-Independent Director of the Company effective from 30th December, 2020 liable to retire by rotation.

In terms of the provisions of Regulation 17(1A) of the SEBI Listing Regulations the Company is required to obtain approval of members for continuing the directorship of any Non-executive Director, who has attained the age of seventy five (75) years by passing a Special Resolution. In the opinion of the Board, Mr. Pyare Lal Khanna (holding DIN: 02237272) fulfills the conditions specified in the Act and the rules framed thereunder for continuation as Non-Executive Director.

The Nomination & Remuneration Committee and the Board of the Company is of the opinion that Mr. Pyare Lal Khanna (holding DIN: 02237272) has been an integral part of the Board and has provided valuable insights to the Company and his continuation as Director will be in the interest of the Company notwithstanding his completion of seventy five (75) years of age. The Nomination & Remuneration Committee and the Board of Directors of the Company has recommended the continuation of Mr. Pyare Lal Khanna (holding DIN: 02237272) as a Non-executive Non-Independent Director of the Company, considering his rich experience, expertise and valuable contribution made to the Board of the Company.

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. Pyare Lal Khanna (holding DIN: 02237272), 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 Special Resolution.

Date: 31st August, 2022
Place: New Delhi

By order of the Board of Directors
For CMI LIMITED
Sd/-
Subodh Kumar
Company Secretary
Membership Number: A21928

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT IN
55th 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	Pyare Lal Khanna	Vikash Sharma
Date of Birth	13/08/1948	02/02/1982
Date of first appointment on Board	30/12/2020	31/12/2021
Brief Profile/Experience/ Expertise in specific functional area	<p>Mr. Pyare Lal Khanna, aged 73, has more than 40 years of rich experience in the Metal industry. He is a prominent and successful Industrialist with a wide and varied experience in the management of business and industry.</p> <p>In the opinion of the Board, Shri Pyare Lal Khanna fulfils the conditions specified in the Companies Act, 2013, rules made there under read with the listing regulations provisions for his appointment as Non-Executive Non-independent director of the company.</p>	<p>Vikash Sharma is a Chartered Accountant with over 16+ years of work experience, covering various start-ups to Fortune 500 companies including GM, Nissan, Renault, SLV, Dentium, Fortum, Cars24, Reliance, OYO, CNH, Welspun, Bank of India etc. He is an expert in various domains under finance function having various qualifications and certifications, which are briefly mentioned below:</p> <ol style="list-style-type: none"> 1. Fellow Chartered Accountant - The institute of Chartered Accountants of India – (ICAI) in 2006, 2. Insolvency Professional – Insolvency and Bankruptcy Board of India (IP – IBBI) in 2021 3. Certified Ethical Hacker (CEH) from EC-Council 2020. 4. Certification in Forensic Accounting & Fraud Detection - FAFD from ICAI in 2018-19, 5. RV (Registered Valuer) with the Insolvency and Bankruptcy Board of India (IBBI) in 2019,
Qualifications	Graduate	Professional

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.	As per the terms and conditioned agreed by the Board of Directors of the Company upon recommendation of Nomination and Remuneration committee.
Details of Remuneration sought	NIL	NIL
Remuneration last drawn by such person, if applicable	NIL	NIL
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
Number of Meetings of the Board attended during the year	8	1
Directorship held in other companies	NIL	1
Membership/ Chairmanship of Committees of other companies*	NIL	NIL
Shareholding in the Company	NIL	NIL

*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.