



NOTICE

NOTICE IS HEREBY GIVEN THAT THE 47TH ANNUAL GENERAL MEETING OF CMI LIMITED will be held on Tuesday, the 30th September, 2014 at 11:30 am at Lajwaab Banquet Hall, Vikas Marg, Delhi – 110092 to transact the following business.

Further take notice that as per the provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, all the following business may also be transacted by e-voting as per the process and conditions mentioned in this notice:-

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2014 and the Balance Sheet as at that date together with the Report of the Directors and Auditors thereon.
2. To appoint a Director in the place of Shri Vijay Kumar Gupta, (holding DIN 00995523) who retire by rotation and being eligible, offers himself for reappointment.
3. To appoint Auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and other applicable provisions of the Act, if any and the Rules framed there under as amended from time to time M/s J. K. Manocha & Associates, Chartered Accountants, (Firm Registration No. 007345N) New Delhi, be and hereby Re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Fifty Annual General Meeting to be held in the year 2017 (subject to ratification of their appointment at every AGM) of the Company on such remuneration plus out of pocket and travelling expenses etc. as may be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS

4. **To consider and if thought fit, to pass with or without modification, following resolution as an ordinary resolution:**

Appointment of Mr. Pyare Lal Khanna as an Independent Director.

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder as read with Schedule IV to the Act, as amended from time to time, Mr Pyare Lal Khanna (DIN:02237272), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, to hold office for five consecutive years upto 29th September, 2019, not liable to retire by rotation.”

5. **To consider and if thought fit, to pass with or without modification, following resolution as an ordinary resolution :**

Appointment of Mr. Ramesh Chand as an Independent Director

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder as read with Schedule IV to the Act, as amended from time to time, Mr Ramesh Chand



(DIN:02759859), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, to hold office for five consecutive years," upto 29th September, 2019, not liable to retire by rotation.

6. To consider and if thought fit, to pass with or without modification, following resolution as an special resolution :

Increase in remuneration of Shri. Amit Jain Managing Director.

RESOLVED THAT pursuant to the provisions of Section 196, Section 197 and Section 203 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the Increase in remuneration of Shri Amit Jain (DIN: 00041300) Managing Director of the Company, upto remaining the tenure of his appointment, on the following terms and conditions as approved by nomination and remuneration committee of the Board :-

Particulars	Amount per Month (in Rs.)
Basic Salary	1,25,000.00
HRA (50% of Basic)	62,500.00
Education Allowance	5,000.00
Fixed Medical Allowance	7,500.00
Total	2,00,000.00

Perquisites :-

Leave travelling allowance/Perquisites as per Income Tax Act, 1961 or any rules thereunder.

with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said remuneration as it may deem fit and as may be acceptable to Shri Amit Jain, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT in the case of losses or inadequacy of profits in any financial year, the above remuneration be paid to the Managing Director as the minimum remuneration.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts, deed and take all such steps as may be necessary, proper or expedient to give effect to this resolution.



7. **To consider and if thought fit, to pass with or without modification, following resolution as Special resolution :**

Confirmation of Re-Appointment of Shri Vijay Kumar Gupta as Whole Time Director

“RESOLVED THAT pursuant to the provisions of Articles 108 to 111 of Memorandum and Articles of Association of the Company and section 198, 269, 309, 310 and 311 read with Schedule XIII of the Companies Act, 1956, when will be applicable or any amendment or modification thereof, and subject to the approval of any other authority, if any, as may be required, the Re-appointment of Shri Vijay Kumar Gupta, as Whole Time Director of the Company for a period of three years w.e.f. 1st April 2014, be and is hereby confirmed, whose period of office shall be liable to determine by retirement by rotation, at the remuneration as recommended by Remuneration Committee, on such terms and conditions as set out hereunder, with power to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by the Resolution to determine, alter or vary the terms and conditions and/ or remuneration, subject to the same not exceeding the limits specified Under Schedule XIII to the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof;

- A. (i) Salary - Not exceeding Rs. 40,000/- per month
(ii) Medical Re-imbursement – Not exceeding Rs. 1,500/- per month
(iii) Provision of Chauffeur – Not exceeding Rs. 8,500/- per month
- B. Shri V. K. Gupta not to divulge or disclose or use for his own purpose or any other purpose, information or knowledge or trade secrets of the Company.
- C. Subject to the superintendence, control and directions of the Board, Shri V. K. Gupta shall exercise and perform such powers and duties, as the Board of Directors shall determine from time to time.
- D. The appointment is terminable by either party by giving the other six months notice in writing or remuneration for notice period/remaining notice period.

RESOLVED FURTHER THAT in the case of losses or inadequacy of profits in any financial year, the above remuneration be paid to the Whole Time Director as the minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable and to settle any questions, or doubt that may arise in relation thereto including to decide breakup of the remuneration.”

8. **To consider and if thought fit, to pass with or without modification, following resolution as an Special resolution :**

Adoption of New Set of Articles of Association of the Company



“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association which is available for public inspection at the Registered Office of the Company be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.”

**By Order of the Board
CMI LIMITED**

**Place : Delhi
Date : 29th August, 2014**

**Amit Jain
Chairman & Managing Director
(DIN 00041300)**

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NOTES :

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll, instead of her/him and the proxy need not be a Member of the Company. The form instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the Meeting.

A proxy form is sent herewith. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10 (ten) percent of the total share capital of the Company. Provided that a member holding more than 10 (Ten) percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other member.

2. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.

3. Members/Proxies should fill in the Attendance Slip for attending the Meeting and bring their Attendance Slips along with their copy of the Annual Report to the Meeting.

4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

5. Members who hold shares in electronic are requested to write their DP ID and Client ID numbers and those who hold share(s) in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting to facilitate identification of membership at the Meeting.

6. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days viz. Monday to Saturday, between 11.00 A.M. and 1.00 P.M. from dispatch of notice till the date of the Meeting or any adjournment(s) thereof.

7. The Company's Register of Members and Transfer Books will remain closed from Monday, September 22, 2014 to Tuesday, September 30, 2014 (both days inclusive) for the purpose of the Meeting and for determining the shareholders entitlement for dividend, if any declared by the Company.

8. In accordance with provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the business proposed for the ensuing Annual General Meeting, may be transacted through electronic voting system and the Company is providing facility for voting by electronic means ("e-voting") to its members.

9. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner.

10. It may be noted that this e-voting facility is optional. The e-voting facility will be available at the link <https://www.evotingindia.co.in> during the following voting period.

Commencement of e-voting: From 9.00 a.m. of September 23, 2014, Tuesday End of e-voting Upto at 6.30 p.m. of September 25, 2014, Thursday



E-voting shall not be allowed beyond 6.30 p.m. of September 25, 2014, Thursday. During the e-voting period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut off date may cast their vote electronically. **The cut off date for the limited purpose of e-voting is August 29, 2014.**

11. The login ID and password for e-voting along with process, manner and instructions for e-voting is being sent to the members who have not registered their e-mail IDs with the Company along with physical copy of the notice.

12. Those members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for e-voting along with process, manner and instructions by e-mail.

13. The Company has, in compliance with Rule 20 of the (Management and Administration) Rules, 2014, appointed CS Pooja Anand, Company Secretary in practice, as Scrutinizer (as consented by her to be appointed as scrutinizer) for conducting the electronic Process in a fair and transparent manner.

14. Members are requested to intimate immediately any change in their address or other mandates to their Depository Participants with whom they are maintaining their demat accounts. The Company or its Registrar and Transfer Agent cannot change mandates for shares in electronic form.

15. Non-resident Indian Members are requested to inform Company's Share Registrar–Beetal Financial & Computer Services (P) Limited immediately for :

- a. the change in the residential status on return to India for permanent settlement; and
- b. the particulars of the bank account(s) maintained in India with complete name, Branch, account type, account number and address of the bank, if not furnished earlier.

16. An Explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to the special business to be transacted at the Meeting is annexed hereto.

17. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be obtained from the Company's Registrar.

18. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically.

19. Shareholders seeking any information or clarification on the accounts are requested to send written queries to the Company, at least 10 days before the date of the meeting, to enable the management to keep the required information available at the meeting.

20. Annual Report of the Company including the notice of ensuing Annual General Meeting, has been uploaded **on website of the Company; www.cmilimited.in under the segment "For Investor"** which can be freely downloadable by any members, forthwith after it is sent to the members. Any shareholder wishing to receive a physical copy of the Annual Report, may write to the Company or Company's Share Registrar by email, the Company will arrange to send the physical copy of the annual report to such member within 7 days of the receipt of the communication.



21. Voting through electronic means:

Pursuant to the provisions of section 108 of the Companies Act, 2013, Rule 20 and Rule 21 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility, and a member may avail of the facility at his/her/it discretion, subject to compliance with the instructions prescribed below :

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "CMI LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend	Enter the Dividend Bank Details as recorded in your demat account or in the company
Bank Details	<p>records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.



- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <CMI LIMITED> on which you choose to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.



- (xvii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

In case of members receiving the physical copy :

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on <September 23, 2014 at 9:00 a.m.> and ends on <September 25, 2014 at 6:30 p.m.>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- (D) The shareholders can opt for only one mode of voting, i.e. either physically by attending AGM or e-voting. If any shareholders opt for e-voting, he/she will not be eligible to vote physically in AGM.

OTHER INSTRUCTIONS :

- (a) In case of any queries regarding e-voting you may refer to the 'user manual for shareholders to cast their votes' available at www.evotingindia.com under 'HELP'.
- (b) If you are already registered with CDSL for e-voting then you can use your existing user ID and password for casting your vote.
- (c) The e-voting period commences on **Tuesday, September 23rd, 2014 (9.00 a.m.) and ends on Thursday, September 25th, 2014 (6.30 p.m.)**. During the e-voting 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, August 29, 2014**, may cast their votes electronically. Once the vote on a resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
- (d) The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of August 29, 2014.
- (e) Ms. Pooja Anand, (Membership No. FCS 7032) Practising Company Secretary, New Delhi, has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (f) The scrutinizer shall within a period of not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.



- (g) The results of the e-voting along with the scrutinizer's report shall be communicated to the stock exchanges where the shares of the Company are listed.

22. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9 A.M. to 5 P.M.) on all working days except Saturdays and Sundays, up to and including the date of the Annual General Meeting of the Company.

GREEN INITIATIVE :

The Ministry of Company Affairs (MCA) has taken the "Green Initiative in Corporate Governance" (Circular No. 17/2011 dated April, 2011 and Circular No. 18/2011 dated April 20, 2011) along with paperless compliance by companies through electronic mode.

Keeping in view underlying theme and circular issued by MCA, the Company proposes to send all documents to be sent to shareholders like General Meeting Notice, Annual Report including Audited Financial Statements, Director Report, Auditor Report etc. to our shareholder in electronic form, to the email address provided by them and made available to the Company by the Depositories. Please also note that you will be entitled to be furnished free of cost, with a copy of the Annual Report of the Company and all other documents required by law to be attached thereto, upon receipt of a requisition from you, any time, as a member of the Company such a requisition may be sent to the Registered Office of the Company addressed to the Company Secretary.

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

A brief resume and other relevant details in respect of the directors being proposed for appointment and/or reappointment, pursuant to the provisions of clause 49 of the listing agreement, are provided in the corporate governance report of the Board.

Item no. 4 – Appointment of Shri Pyare Lal Khanna as an Independent Director

Shri Pyare Lal Khanna, aged 65, is a under graduate. He is a prominent and successful Industrialist with a wide and varied experience in the management of business and industry.

Shri Pyare Lal Khanna was appointed as an additional Director under Section 260 of the Companies Act, 1956 on the Board of the Company on 14th February, 2004, Pursuant to the notice under Section 257 of the Companies Act, 1956 received by the Company he was appointed as Director by the shareholders at 37th Annual General Meeting of the company held on 30th September, 2004, liable to retire by rotation under the provisions of Section 255/256 of the Companies Act, 1956.

He is Chairman of Share Holder's/Investor's Grievance Committee and a member of Audit Committee of the Board. He is not holding any securities of the company.

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 agreements provisions for his continual appointment as an independent director of the company.