



CMI LIMITED

COMMUNICATIONS & CABLING SOLUTIONS
AN ISO 9001 COMPANY

Works :

Plot No. 71 & 82, Sector-6,
Faridabad-121006 (Haryana)
Ph.: 0129-4262701 to 713
Fax: 91-129-2242686/4262707
E-mail : ajay@cmlimited.in

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 43rd Annual General Meeting of the Members of CMI LIMITED will be held on Tuesday, the 28th day of September, 2010 at 11.30 a.m. at Lajwaab Banquet Hall, Vikas Marg, Delhi – 110092 to transact the following businesses:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2010 and Profit and Loss Account for the year ended 31st March, 2010 along with the Directors' Report and Auditors' Report thereon.
2. To appoint Mr. Vijay Kumar Gupta, the retiring Director being eligible offers himself for re-appointment as Director on rotational basis.
3. To appoint Mr. Ramesh Chand, the retiring Director being eligible offers himself for re-appointment as Director on rotational basis.
4. To appoint M/s J. K. Manocha & Associates, Chartered Accountants, Delhi, the retiring Auditors, to hold office as Auditors from the conclusion of this meeting until the conclusion of next Annual General Meeting and to fix their remuneration:

RESOLVED THAT M/s J. K. Manocha & Associates, Chartered Accountants, Delhi, be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting and Board of Directors of the Company be and is hereby authorized to fix their remuneration."

SPECIAL BUSINESS:

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

"RESOLVED THAT Mr. Abhishek Aggarwal, who was appointed as an Additional Director by the Board on 20th November, 2009 as per Article 80 of Articles of Association of the Company and holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director under Section 257 of the Companies Act, 1956, be and is hereby elected and appointed as Director of the Company liable to retire by rotation.

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

"RESOLVED THAT pursuant to the provisions of Section 269, 310, Schedule XIII and other applicable provisions of the Companies Act, 1956 and Article 110 of Articles of Association of the Company, this meeting hereby approves the appointment of Mr. Amit Jain as Managing Director of the Company with effect from 1st April 2010 for a period of three years, on the terms and conditions as approved by the Board of Directors of the Company and at a remuneration as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, a copy whereof initialed by the Chairman for identification is placed before this Meeting.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem desirable, necessary, expedient, usual or proper to implement this resolution."

By Order of the Board


Amit Jain
Managing Director

Place: Delhi

Date: 9th August, 2010

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE (ON A POLL ONLY) INSTEAD OF HIMSELF / HERSELF AND SUCH A PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
2. Corporate Members are requested to send to the Registered Office of the Company, a duly certified copy of the Board Resolution pursuant to Section 187 of the Companies Act, 1956, authorizing their representative to attend and vote at the Annual General Meeting.
3. Pursuant to Section 154 of the Companies Act, 1956, the Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 21st September, 2010 to Tuesday, 28th September, 2010, both days inclusive.
4. The Explanatory statement pursuant to Section 173(2) of Companies Act, 1956, which sets out details relating to special business to be transacted at the meeting, is annexed hereto.
5. Members are requested:
 - a) To intimate immediately for change of their address and bank particulars to the "RTA" in case shares are held in physical form;

AND

- In case the shares are held in dematerialized form, information should be passed on directly to their respective Depository Participant and not to the Company/RTA without any delay.
- b) To provide information with respect to particulars such as occupation, fathers' name etc and such other information, that is not available with the company so as to update Members' Register.
 - c) To quote Ledger Folio Numbers/DP ID – Client ID in all their correspondence.
 - d) To bring their admission slips along with copy of the Reports and Accounts to the Annual General Meeting.
 - e) No gift or gift coupons will be distributed at the meeting.
6. No amount of money is due & pending which is required to be transferred to unpaid or unclaimed dividend account or to Investor Education and Protection Fund.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 5

The Board of Directors of your Company appointed Mr. Abhishek Aggarwal as an Additional Director of the Company at their Meeting held on 20th November, 2009, pursuant to Section 260 of the Companies Act, 1956 and in exercise of the authority vested by the Article 80 of the Articles of Association of the Company. In terms of the said section, he holds office up to the ensuing Annual General Meeting.

It is proposed to appoint Mr. Abhishek Aggarwal as Director of the Company, liable to retire by rotation.

The Company has received a notice under Section 257 of the Companies Act, 1956 from a member proposing his candidature for office of Director of the Company.

The Board of Directors of your Company are of the view that it is desirable to avail guidance and advice of Mr. Abhishek Aggarwal who is having rich experience and expertise in cable industry and Public Relations and accordingly, your Directors recommend the Resolution at Item No. 5 for your approval.

None of the Directors except Mr. Abhishek Aggarwal seeking appointment is concerned or interested in the said resolution.

Item No. 6

The Board of Directors of your Company at their meeting held 1st April 2010 on the recommendations of Remuneration Committee of the Company have resolved to appoint Mr. Amit Jain as Managing Director at a monthly remuneration Rs 1,25,000/- (Rupees One Lakh and Twenty Five Thousand Only) with effect from 1st April 2010 subject to the approval of the Members and in pursuance of the provisions of Schedule XIII and other applicable provisions of the Company Act, 1956. The remuneration package proposed to be provided to Mr. Amit Jain is as follows:

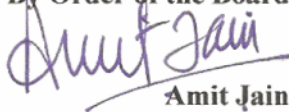
Basic Salary	:	63,750.00
HRA(60% of Basic)	:	38,250.00
Education Allowance	:	2,500.00
Conveyance Allowance	:	12,000.00
Fixed Medical Allowance	:	8,000.00
	:	
Total		1,24,500.00
Insurance Premium	:	500.00
	:	
Total Emoluments		1,25,000.00

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Mr. Amit Jain turnaround the Company from a loss making entity to a profitable Company with his extraordinary vision and entrepreneurial skills. Under his leadership, CMI has grown significantly despite many hurdles. Because of his foresightedness and professional approach, he is appointed as Managing Director for a period of three years from 1st April, 2010 to 31st March, 2013. As a Managing Director, he is responsible for overall management of the Company.

The proposed remuneration payable to Mr. Amit Jain is quite moderate compared to remuneration being paid at his level in the cable industry and the same is in conformity with Schedule XIII of the Act.

Except Mr. Amit Jain, none of the Directors is interested in this resolution. The Board recommends the resolution at Item No. 6 as Ordinary Resolution for your approval.

By Order of the Board

Amit Jain
Managing Director

Place: Delhi

Date: 9th August, 2010