



CMI LIMITED

CIN L74899DL1985PLC018031

Registered Office: C- 483, Yojna Vihar, Delhi- 110092. **Tel No.:** 011-49570000-12 Fax No.: 011-22160411

Email.Id: info@cmilimited.in, **website:** www.cmilimited.in

NOTICE IS HEREBY GIVEN THAT THE 48TH ANNUAL GENERAL MEETING OF CMI LIMITED will be held on Tuesday, the 29th September, 2015 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, 2015 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 Amit Jain (holding DIN 00041300) 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 48th Annual General Meeting until the conclusion of the 49th Annual General Meeting 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 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 the remaining

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 `)
Basic Salary	1,55,000.00
HRA (50% of Basic)	77,500.00
Education Allowance	7,500.00
Fixed Medical Allowance	10,000.00
Total	2,50,000.00

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.

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

Increase in remuneration of Shri Vijay Kumar Gupta, Whole Time 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 Vijay Kumar Gupta (DIN: 00995523) Whole Time Director of the Company, upto the remaining 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 `)
Salary	55,000.00
Medical Re-imburement	5,000.00
Chauffeur	10,000.00
Total	70,000.00

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 V K Gupta, 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 Whole Time 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.

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

"RESOLVED THAT pursuant to provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under as read with Schedule IV to the Act, as amended from time to time Ms. Archana Bansal (DIN: 01129623) she was appointed as an Additional Director of the Company by the Board of Directors with effect from 1st May, 2015 in terms of Section 161 of the Companies Act, 2013 and all other applicable provisions and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereon, for the time being in force), and Article 96 of Article of Association of the Company and her term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 30th April, 2020.

FURTHER RESOLVED THAT Mr. Amit Jain Managing Director and Subodh Kr. Barnwal Company Secretary of the Company be and are hereby authorized to file requisite e-forms with the appropriate authority with in such time and period as may be prescribed".

By Order of the Board
CMI LIMITED

Amit Jain
Chairman & Managing Director
(DIN 00041300)

Place: Delhi
Date: 28th August, 2015

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 Wednesday, September 23, 2015 to Tuesday, September 29, 2015 (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 26, 2015, Friday

End of e-voting Upto at 5.00 p.m. of September 28, 2015, Monday

E-voting shall not be allowed beyond 5.00 p.m. of September 28, 2015, Monday. 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 September 22, 2015.

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:

 - (i) The voting period begins on **<From 9.00 a.m. of September 26, 2015, Friday > and ends on <5.00 p.m. of September 28, 2015, Monday>**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **22nd September, 2015**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (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 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.

(vii) If you are a first time user follow the steps given below:

Particulars	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> 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 8 digits of the sequence number in the PAN field. In case the sequence 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 sequence number 1 then enter RA00000001 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 Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <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 member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolution(s) 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) Note for Non – Individual Shareholders and Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- OTHER INSTRUCTIONS:**
- (a) In case of any queries regarding remote 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 remote e-voting then you can use your existing user ID and password for casting your vote.

2. The shareholders can opt for only one mode of voting, i.e. either physically by attending EGM or remote e-voting. If any shareholders opt for remote e-voting, he/she will not be eligible to vote physically in EGM.
 3. The scrutinizer shall within a period of not exceeding three days from the conclusion of the EGM 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.
 4. The results of the remote 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.

4. Increase in remuneration of Shri. Amit Jain Managing Director.

Shri Amit Jain is a well qualified person and is a prominent and successful Industrialist with a wide and varied experience in the management of business and cable industry. He was appointed as Managing Director of the Company since 1st October, 2002 for five years. Again he was appointed as Managing Director of the Company since 1st October, 2007 for five years and on 29th September, 2012 for 3 years upto 30th September, 2015. He is a very professional towards works and manage the Company very efficiently. Due to his foresightedness and

hard working Company is continuously growing. Your Directors foresee a bright golden future of the Company under his management. The holding of Shri Amit Jain is 4593877(38.37%) Equity share of the Company.

Keeping in view the above and Industrial standards, the Board of Directors of the Company unanimously recommend the increase in the remuneration from Rs 2,00,000/- p.m. to Rs. 2,50,000/- p.m., of Shri Amit Jain, Managing Director of the Company in its meeting held on 28-08-2015 on the following terms and conditions as approved by remuneration committee of the Board

Particulars	Amount per Month (in `)
Basic Salary	1,55,000.00
HRA (50% of Basic)	77,500.00
Education Allowance	7,500.00
Fixed Medical Allowance	10,000.00
Total	2,50,000.00

Perquisites:-

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

In view of the provision 196, 197 and Section 203 and any other applicable provisions of the Companies Act, 2013, The Board of Directors recommends the Special Resolution set out at Item No. 4 of the accompanying Notice for the approval of the Members.

Except Shri Amit Jain, being appointee, none of the Directors and Key Managerial Personal of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

Statement as per schedule V Part II Section II of the Companies Act, 2013

To, The Members

M/s CMI Limited

Your Directors are presenting statement as per Schedule V of the Companies Act, 2013 with respect to the increase in remuneration of Shri Amit Jain Managing Director.

1. GENERAL INFORMATION

- (1) Nature of Industry: Cable Manufacturing
- (2) Year of Commencement of commercial production: 1974
- (3) Financial Performance

(` In Lacs)

Financial Parameters	2012-2013	2013-2014	2014-2015
Total Sales	9870.73	11579.75	15076.40
PAT	246.88	280.11	913.37

- (4) Foreign Investment or collaboration, if any NIL

2. INFORMATION ABOUT THE MANAGING DIRECTOR

Name of the Appointee/ Managing Director

Background Details : Mr. Amit Jain is a prominent and successful Industrialist with a wide and varied experience in the management of business and cable industry.

Past Remuneration: ` 24,00,000/- Per Annum

Job Profile and his suitability: Mr. Amit Jain is a well qualified person and is a prominent and successful Industrialist with a wide and varied experience in the management of business and cable industry. He was appointed as Managing Director of the Company since 1st October, 2002 till present.

Remuneration Proposed

Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The remuneration payable has been benchmarked with the remuneration being drawn by similar positions in Companies having same Business as CMI at comparable size in the cable Industries and has been considered and recommended by the Nomination and Remuneration Committee and Board of Directors of the Company in their meeting held on 28.08. 2015.
Pecuniary relationship directly/indirectly with the Company or relationship with managerial personnel, if any	Shri Amit Jain has no pecuniary relationship directly/indirectly with the Company except to the extent of his remuneration and Share holding and shareholding of his relatives

3. OTHER INFORMATION

- (1) **Reasons of loss or inadequate profits :** In past few years the Company has made immense progress. The management has put its best efforts to make the Company from a loss making entity to a profit making entity. In the current financial year the Company has made the profit of ` 913.37Lacs (before tax). Although, the Company has used its maximum potential but due to market fluctuation and frequent changes in the economy of the Country, the amount of the profit earned is not sufficient to pay whole of the salary of Shri Amit Jain under the provisions of Companies Act, 2013
- (2) **Steps taken or proposed to be taken for improvement:** Your Management is in continuous process to copup with the market trend, to increase the profits of the Company.
- (3) **Expected increase in productivity and profits in measurable terms :** The Company always believe sin increasing its potential to face future challenges and enhance competitive position in the Business today.

Except Shri Amit Jain, none of the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

1. Increase in remuneration of Shri. Vijay Kumar Gupta Whole Time Director.

Shri Vijay kumar Gupta is a well experienced in cable industry. He has more than 35 years of rich experience in cable industry and marketing. He has been continuously increasing new customers and new products for the Company and thereby getting and executing various orders to the customers. With his association of more than thirteen years with the Company, the Company's revenue reached to new height.

Keeping in view the above, the Board of Directors of the Company has unanimously recommended increase in the remuneration from Rs. 50,000/- p.m. to Rs. 70,000/- p.m. of Shri Vijay Kumar Gupta, Whole Time Director of the Company in its meeting held on 28th August, 2015 for remaining period. He is holding 8770(0.248%) Equity Shares in the Company.

The Board of Directors accordingly recommends the resolution set out in Item No. 5 of the accompanying Notice for the confirmation of the Members.

Shri Vijay Kumar Gupta is not director in any other Company.

Except Shri Vijay Kumar Gupta being appointee, none of the Directors and Key Managerial Personal of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

Statement as per schedule V Part II Section II of the Companies Act, 2013

To, The Members

M/s CMI Limited

Your Directors are presenting statement as per Schedule V of the Companies Act, 2013 with respect to the re-appointment of Mr. Vijay Kumar Gupta, as Whole Time Director of the Company.

1. GENERAL INFORMATION

- (1) Nature of Industry: Cable Manufacturing
- (2) Year of Commencement of commercial production: 1974
- (3) Financial Performance

(` In Lacs)

Financial Parameters	2012-2013	2013-2014	2014-2015
Total Sales	9870.73	11579.75	15076.40
PAT	246.88	280.11	913.37

- (4) Foreign Investment or collaboration, if any NIL

2. INFORMATION ABOUT THE WHOLE TIME DIRECTOR

Name of the Appointee/ Whole Time Director

Background Details : Mr. Vijay Kumar Gupta more than 35 years of rich experience in cable industry and marketing.

Past Remuneration: ` 6,00,000/- Per Annum

Job Profile and his suitability : Shri Vijay Kumar Gupta is a well experienced in cable industry. He has more than 35 years of rich experience in cable industry and marketing. He has been continuously increasing new customers and new products for the Company and thereby getting and executing various orders to the customers.

Remuneration Proposed

Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The remuneration payable has been benchmarked with the remuneration being drawn by similar positions in Companies having same Business as CMI at comparable size in the cable Industries and has been considered and recommended by the Remuneration Committee and Board of Directors of the Company in their meeting held on 28.08. 2015.
Pecuniary relationship directly/indirectly with the Company or relationship with managerial personnel, if any	Shri Vijay Kumar Gupta has no pecuniary relationship directly/indirectly with the Company except to the extent of his remuneration and Share holding

3. OTHER INFORMATION

- (1) **Reasons of loss or inadequate profits :** In past few years the Company has made immense progress. The management has put its best efforts to make the Company from a loss making entity to a profit making entity. In the current financial year the Company has made the profit of ₹913.37Lacs (before tax). Although, the Company has used its maximum potential but due to market fluctuation and frequent changes in the economy of the Country, the amount of the profit earned is not sufficient to pay whole of the salary of Mr. Vijay Kumar Gupta under the provisions of Companies Act, 2013
- (2) **Steps taken or proposed to be taken for improvement:** Your Management is in continuous process to cop up with the market trend, to increase the profits of the Company.
- (3) **Expected increase in productivity and profits in measurable terms :** The Company always believe sin increasing its potential to face future challenges and enhance competitive position in the Business today.

Except Shri Vijay Kumar Gupta, none of the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

Item No. 6 Regularisation of Mrs. Archana Bansal

The Board of Directors at their meeting held on 1st May, 2015, on the recommendation of Nomination Committee, appointed Ms. Archana Bansal (DIN: 01129623) as an Additional Director under Section 161 of the Companies Act, 2013 and all other applicable provisions and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereon, for the time being in force), and Article 96 of Article of Association of the Company and as an Independent Non-executive Director of the Company for five consecutive years under Section 149 of the Companies Act, 2013 with effect from 1st May, 2015. Her appointment is subject to the approval of the shareholders. The Company has received a notice in writing from a member proposing Ms. Bansal as a candidate for the office of Director of the Company. Ms. Bansal is also a member of Nomination and Remuneration Committee of the Board of Directors of the Company.

Ms. Bansal is a leading business woman. She is under Graduate. She has vast experience in business.

Ms. Bansal holds directorship under stated other companies in India:

- 1. Gold Coin Investment Company Limited
- 2. NBF Properties Private Limited.

Ms. Bansal does not hold by herself or for any other person on a beneficial basis, any shares in the Company.

Ms. Bansal has given a declaration that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the Opinion of the Board of Directors, Ms. Bansal fulfils the conditions specified in the Companies Act, 2013 and other applicable provisions and Rules.

The Board of Directors considers that his association would be of immense benefit to the Company and is desirable to avail services of Ms. Bansal as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Ms. Bansal as an Independent Director for five consecutive years for a term upto 30th April, 2020 for the approval by the shareholders of the Company.

Except Ms. Bansal, being an appointee, none of the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

**By order of the Board
CMI LIMITED**

Amit Jain

Place: Delhi
Date: 28th August, 2015

Chairman & Managing Director
(DIN 00041300)



CMI LIMITED

CIN L74899DL1985PLC018031

Registered Office: C- 483, Yojna Vihar, Delhi- 110092

Tel No.: 011-49570000-12 Fax No.: 011-22160411

Email.Id: info@cmilimited.in, web Site: www.cmilimited.in

FORM NO.-11

Proxy Form

[Pursuant to section 105(6) of the Companies Act,2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member (s) :
Registered address :
Email id :
Folio No./ Client Id.:
DP ID :

I/We, being the member(s) of of the above named company hereby appoint

- Name:..... Email Id:.....
Address :
Signature :
- Name: Email Id:.....
Address :
Signature :
- Name: Email Id:.....
Address :
Signature :

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 48th Annual General Meeting of the Company, to be held on Tuesday, 29th day of September, 2015 at 11.30 A.M. at Lajwaab Banquet Hall, Vikas Marg, Delhi-110092 and any adjournment thereof in respect of such resolutions as are indicated below:-

Resolution No.:

Ordinary Business:

- Adoption of the audited Balance Sheet as at March 31, 2015, the audited Statement of profit and Loss for the financial year ended on that date and the reports of the Board of Directors' and Auditors' thereon.
- Appointment of Director in place of Mr. Amit Jain, who retires by rotation and being eligible offers himself for re-appointment.
- Appointment of Statutory Auditors of the Company for a term of one year and fixing their remuneration.

Special Business:

- Increase in remuneration of Shri Amit Jain Managing Director of the Company
- Increase in remuneration of Shri Vijay Kumar Gupta Whole Time Director of the Company.
- Appointment of Ms. Archana Bansal as an Independent Director.

Signed thisday of2015.

Affix ` 1/-
Revenue
Stamp

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



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ATTENDANCE SLIP

48th ANNUAL GENERAL MEETING

Date: 29th September, 2015 Time: 11:30 a.m.

Place: Lajawab Banquet Hall, Vikas Marg, Delhi-110092

**Member's Folio/
DPID- Client ID No.**

**Member's/ Proxy's
name in Block Letters**

Member's/ Proxy's Signature

Note:

1. Sign this attendance slip and hand it over at the attendance verification counter at the entrance of the meeting hall.
2. Bodies Corporate, whether a company or not, who are member, may attend through their authorized representatives appointed under section 113 of the Companies Act, 2013. A copy of the authorization should be deposited with the company.
3. In case of shares held in demat/ electronic form, the signature of the Beneficial Owner is liable for verification with the record furnished to the company by NSDL/CDSL.

Electronic copy of the Annual General Meeting (AGM) along with attendance slip and proxy form is being sent to all the members whose email address is registered with the Company/ Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of the Attendance Slip.

Physical copy of the Annual Report for 2014-15 and Notice of the AGM along with the attendance slip and proxy form is sent in the permitted mode(s) to all members whose email is not registered for a hard copy.

