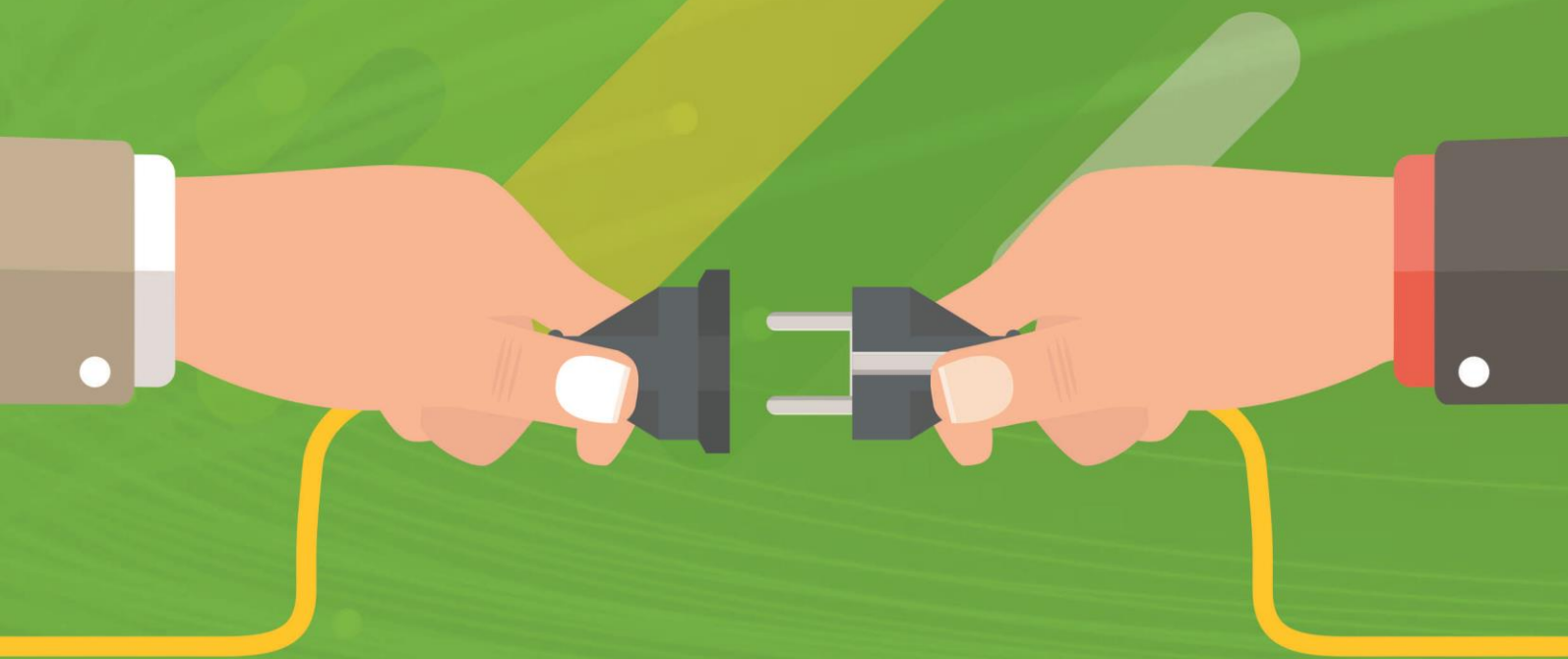


NOTICE OF AGM



CMI LIMITED

CIN L74899DL1967PLC018031

Regd. Office: Flat No. 501 - 503, 5th Floor, New Delhi House, 27,
Barakhamba Road, New Delhi - 110001

Tel No.: 011 - 49570000 - 12 Fax No.: 011 - 23739902

Email Id: info@cmilimited.in, Website: www.cmilimited.in

NOTICE IS HEREBY GIVEN THAT THE 50TH ANNUAL GENERAL MEETING OF CMI LIMITED will be held on Friday, 29th December, 2017 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
 - a. The Audited Standalone Financial Statements for the year ended March 31, 2017 together with the Report of the Directors and Auditors thereon; and
 - b. The Audited Consolidated Financial Statements for the year ended March 31, 2017 together with the Report of Auditors thereon.
2. To declare a dividend of Rs.1 per Equity share for the Financial Year ended on March 31, 2017
3. To appoint a Director in the place of Mr. Vijay Kumar Gupta (holding DIN 00995523) who retire by rotation and being eligible, offers himself for reappointment.
4. To ratify the appointment of Auditor 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, the Company hereby ratifies the appointment of M/s. Krishna Neeraj & Associates, Chartered Accountants, (Firm Registration No. 023233N), New Delhi as the Statutory Auditors of the Company, to hold office from the conclusion of 50th Annual General Meeting until the conclusion of the 54th Annual General Meeting of the Company subject to ratification at every Annual General Meeting, on such remuneration as may be agreed upon between the Board of Directors or any Committee thereof and the Statutory Auditors, in addition to the reimbursement of service tax and actual out of pocket expenses incurred in relation with the audit of accounts of the Company.”

SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modification, following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time in force), Sum of Rs.45,000/- (Rupees Forty Five Thousand only) plus applicable taxes and other incidental expenses payable as remuneration to M/s Ajay Kumar Singh & Co, Cost Accountants, who were appointed to conduct the audit of cost records maintained by the Company for the Financial year 2017-18 by the Board of Directors on recommendation of the Audit Committee, be and is hereby ratified.”

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

“RESOLVED FURTHER THAT pursuant to provisions of Section 196, 197 and 198, 203 read with Schedule V of the Companies Act, 2013 and any 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), enactment(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company and subject to other approvals as may be necessary, the consent of the Company be and is hereby accorded to increase the remuneration of Mr. Amit Jain, Chairman Cum Managing Director (DIN: 00041300) w.e.f. 1st January, 2018, upto the remaining tenure of his appointment as per the details given hereunder and approved by nomination and remuneration committee of the Board:

For the Period 1st January, 2018 to 30th September, 2020

Particulars	Amount per Month (in Rs.)
Basic Salary	4,20,000
HRA (50% of Basic)	2,10,000
Education Allowance	36,000
Fixed Medical Allowance	50,000
Total	7,16,000

Perquisites:-

Leave travelling allowance/perquisites as per Income Tax Act, 1961 or any rules there under.

NOTES:-

- Net profit for this purpose shall be as per computation of net profit as per Section 198 of the Companies Act, 2013.
- The remuneration package is well within the overall limit prescribed under Schedule V to the Companies Act, 2013, which permits the Company to pay overall managerial remuneration upto 10% of net profit to Managing Director/Whole-Time Director/Manager in any financial year 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 Re-appointment and remuneration as it may deem fit and as may be acceptable to Mr. Amit Jain, subject to the same not exceeding the limits specified under Section 197, Schedule V to the Companies Act, 2013 or such other limits as may be prescribed from time to time or any statutory modification(s) or re-enactment thereof;

“RESOLVED FURTHER THAT the Board of Directors can alter and vary the remuneration payable to Mr. Amit Jain which shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such 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:

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule - V of the Companies Act, 2013 and Articles of Association of the Company, consent of the Company be and is hereby accorded for the re-appointment of Mr. Vijay Kumar Gupta (DIN: 00995523), as Whole-Time Director of the Company, for the period of five years, with effect from April 01, 2017 to March 31, 2022 on the following remuneration and terms and conditions as given below:

Particulars	Amount per month (in Rs.)
Basic Salary	75,000
HRA (40% of Basic)	30,000
Fixed Medical Allowance	15,000
Total	1,20,000

Perquisites:-

Leave Travelling Allowance/Perquisites as per Income Tax Act, 1961 or any rules thereunder

NOTES:-

- Net profit for this purposes shall be as per computation of net profit as per Section 198 of the Companies Act, 2013.
- The remuneration package is well within the overall limit prescribed under Schedule V to the Companies Act, 2013, which permits the Company to pay overall managerial remuneration upto 10% of net profit to Managing Director/Whole-Time Director/Manager in any financial year 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 re-appointment and remuneration sit may deem fit and as may be acceptable to Mr. Vijay Kumar Gupta, subject to the same not exceeding the limits specified under Section 197, Schedule V to the Companies Act, 2013 or such other limits as may be prescribed from time to time or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT the Board of Directors can alter and vary the terms and conditions of the said re-appointment and/or agreement in such manner as may be agreed between the Board of Directors and Mr. Vijay Kumar Gupta and the remuneration payable to Mr. Vijay Kumar Gupta, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT Mr. Vijay Kumar Gupta shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such other acts, deeds and things that are considered necessary or incidental thereto.”

By Order of the Board
CMI LIMITED

Place: New Delhi

Date: 22.11.2017

Amit Jain
Chairman cum Managing Director
(DIN: 00041300)

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 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/societies etc. are requested to send a duly certified copy of the Board Resolution/authority, 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 form 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. The Company’s Register of Members and Transfer Books will remain closed from Saturday, 23rd December, 2017 to Friday 29th December, 2017 (both days inclusive) for the purpose of the Meeting.
7. The dividend, if declared at the Annual General Meeting will be paid within 30 days from the date of declaration, to all beneficial owners in respect of shares held in dematerialized form as per the data made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on 22nd December, 2017 and to all members in respect of shares held in physical form after giving effects to valid transfers in respect of transfer requests lodged with the Company on or before the close of the business hours on 22nd December, 2017.
8. 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.
9. In accordance with provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the business proposed for the ensuing Annual General Meeting, may be transacted through electronic voting system provided by CDSL and the Company is providing facility for voting by electronic means (“e-voting”) to its members. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.
10. 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.
11. 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 Tuesday, December 26, 2017

End of e-voting Upto at 5.00 p.m. of Thursday, December 28, 2017

E-voting shall not be allowed beyond 5.00 P.M. of Thursday, December 28, 2017. 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 Friday December 22, 2017.

12. 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.
13. 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.
14. The Company has, in compliance with Rule 20 of the (Management and Administration) Rules, 2014, appointed CS Pooja Anand/CS Mukul Tyagi of Pooja Anand & Associates, Practicing Company Secretaries, as Scrutinizer (as consented to be appointed as scrutinizer) for conducting the electronic Process in a fair and transparent manner.
15. 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.
16. 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.
17. An Explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to the special businesses to be transacted at the Meeting is annexed hereto.
18. 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.
19. 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.
20. 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.
21. 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 downloaded 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.
22. **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 electronically through the electronic voting service facility arranged by the Central Depository Services (India) Limited. The facility for voting through Ballot Paper, will also be available at the Annual General Meeting (AGM) and the Members attending the AGM who have not cast their votes

by remote e-voting shall be able to exercise their right at the AGM through Ballot Paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for E-voting are prescribed below:

- (i) The voting period begins < **From 9.00 A.M. of Tuesday, December 26, 2017,** > and ends on <**5.00 P.M. of Thursday, December 28, 2017,**>. 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, December 22, 2017>, 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/Members.
- (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:

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 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. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details	<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>
OR Date of Birth (DOB)	<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 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 of 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 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) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) 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.
- (xx) 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.

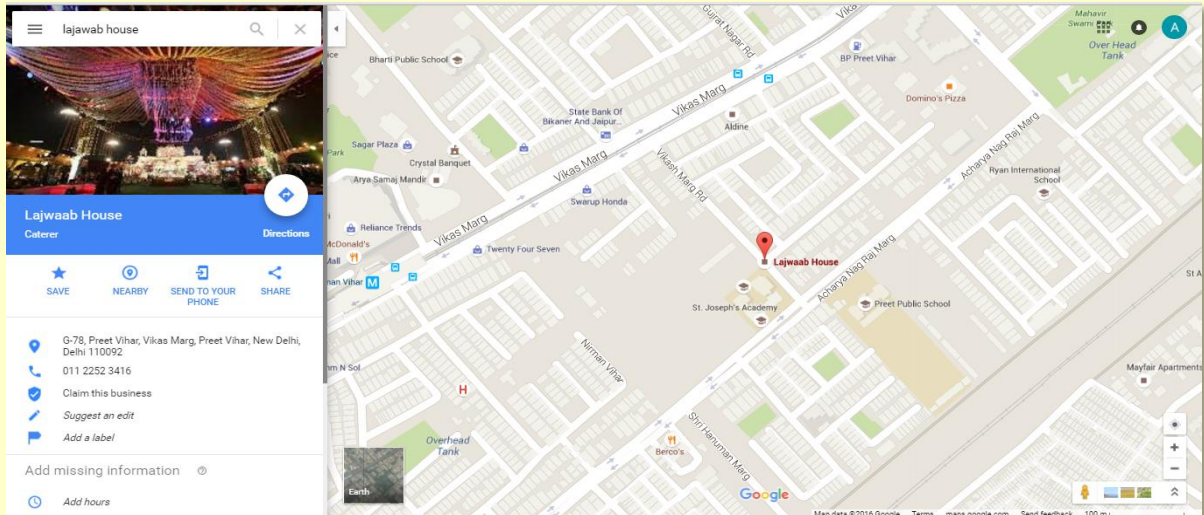
OTHER INSTRUCTIONS:

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

23. 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.
24. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), of the person seeking re-appointment, as Director/Managing Director under Item No. 3 of the Notice are:

Particulars	Mr. Vijay Kumar Gupta
(a) a brief resume of the Director;	Mr. Vijay Kumar Gupta, Whole-Time Director, a Mechanical Engineer (B.E.) from Delhi College of Engineering Delhi having more than 40 years experience in the field of Cable is a just a One Stop Solution Man for Cable. He has attained this Stature by virtue of knowledge in the area of Design/Production/Marketing of Cables covering the vast range of Power/Control/Instrumentation/communication/PIJF Telecom Cable.
(b) nature of his expertise in specific functional areas;	Mr. Gupta with his enriched knowledge and experience acted as a guiding star and under his guidance the Company bagged numerous orders and created avenues for new products and new customers which facilitated in enhancing the profitability of the Company. As a strategic advisor he enabled the Company to build its goodwill in the competitive environment. His excellence in business techniques facilitated the Company to achieve the desired growth level. His leadership quality acted as a motivator and increased employee motivation along with increased efficiencies in processes resulting in achieving financial gain and improvement in productivity and product quality of the Company. With his association, the Company has reached heights of success.
(c) disclosure of relationships between Directors inter-se;	NIL
(d) names of listed entities in which the person also holds the directorship and the membership of Committees of the board; and	NIL
(e) shareholding of Non-Executive Directors	Not applicable

25. Route Map for venue of Annual General Meeting

**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**ITEM No. 5:**

M/s Ajay Kumar Singh & Co, Cost Accountants were appointed as Cost Auditor of the Company by the Board of Directors in their meeting held on May 30, 2017 on recommendation of the Audit Committee, to conduct the audit of cost records maintained by the Company for the financial year ending on 31st March, 2018 at a remuneration of Rs.45,000 plus taxes as applicable and other incidental expenses that may be incurred for the purpose.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors as approved by the Board of Directors on recommendation of the Audit Committee is required to be ratified by the members of the Company.

Accordingly, consent of the members is being sought for passing an Ordinary Resolution as sought in Item no. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2018.

None of the Directors/Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out in item no. 05 of the Notice.

ITEM No. 6:

Mr. Amit Jain is a well qualified person and is a prominent and successful industrialist with a wide and varied experience in the cable industry. Mr. Jain has professional approach with great business acumen. Due to his foresightedness and hard work, the Company is achieving greater heights. Your Directors foresee a bright future of the Company under his management. Considering his valuable efforts, and on recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on September 29, 2015, re-appointed him as Chairman cum Managing Director of the Company w.e.f. 1st October, 2015 till 30th September, 2020, which was subsequently approved by Shareholders in the 49th AGM of the Company.

Keeping in view the above and Industrial standards and with a recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company has, in its meeting held on 22nd November, 2017, unanimously recommended the increase in the remuneration of Mr. Amit Jain, Chairman cum Managing Director of the Company from Rs.4,02,250/- per month to Rs.7,16,000/- per month, for the remaining tenure of his appointment i.e. w.e.f. 1st January, 2018 to 30th September 2020. Mr. Amit Jain is also Director in CMI Energy India Private Limited wholly owned subsidiary of the CMI Limited.

The holding of Mr. Amit Jain is 5,093,877 (33.90%) Equity share of the Company.

This explanatory statement and the resolution at Item no. 6 may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

In view of the provisions of Section 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. 6 of the accompanying Notice for the approval of the Members.

Except Mr. Amit Jain, none of the Directors and 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.

ITEM No. 7:

Mr. Vijay Kumar Gupta, has more than 40 years of rich experience in the cable industry including in marketing activities. His continuous efforts have helped creating avenues for new customers and new products for the Company. With his association of more than fourteen years with the Company, the Company's revenue have reached to a new height. Keeping in view the above and with recommendation of the Nomination and

Remuneration Committee, the Board of Directors of the Company in its meeting held on 22nd February, 2017, re-appointed Mr. Vijay Kumar Gupta, as a Whole-Time Director of the Company with effective from 1st April, 2017 for period of 5 years in accordance with the provisions contained in Section 196 and 197 read with Section 203 of the Companies Act, 2013 on the remuneration and other terms and conditions as per the said resolution.

Mr. Vijay Kumar Gupta holds 8,770 Equity Shares in the Company. The Board of Directors accordingly recommends the Special Resolution set out in Item No. 7 of the accompanying Notice for the confirmation and approval of the Members. Mr. Vijay Kumar Gupta is also Director in CMI Energy India Private Limited, the wholly owned subsidiary of CMI Limited.

This explanatory statement and the resolution at Item no. 7 may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Except Mr. Vijay Kumar Gupta being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out in Item No. 7.

By Order of the Board

CMI LIMITED

Place: New Delhi

Date: 22.11.2017

Amit Jain

Chairman cum Managing Director

(DIN: 00041300)