



CMI LIMITED

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CIN : L74899DL1985PLC018031

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Members,

Notice is hereby given that the following resolutions are proposed to be passed as Special Resolutions through Postal Ballot in accordance with the provisions of Section 110 of the Act and Companies (Management and Administration) Rules, 2014. The Company proposes the same for approval of the Members. Accordingly, a draft of the Special Resolutions along with the Explanatory Statement is being sent to you with the Postal Ballot Form and self addressed postage pre-paid envelope for your consideration and doing the needful.

Pursuant to the provisions of section 102 of the Companies Act, 2013, the explanatory Statement pertaining to the aforesaid resolutions setting out all material facts and the reasons for which resolution is being proposed is annexed herewith.

The Board of Directors has appointed Ms. Pooja Anand, Company Secretary in Practice, as scrutinizer for conducting the voting through Postal Ballot in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Form and ensure that the said Postal Ballot Form (no other form or photocopy thereof is permitted) duly completed, in the attached self-addressed postage pre-paid envelope, reaches the scrutinizer on or before the close of working hours i.e. 5.30 P.M. on Monday, 19th January, 2015. The scrutinizer will submit his report to Mr Amit Jain, Chairman cum Managing Director of the Company and in his absence to Mr. Vijay Kumar Gupta as the Whole time Director of the Company after completion of the scrutiny. The result of the voting by Postal Ballot shall be declared on Tuesday, the 20th January, 2015 at 5.30 p.m.

SPECIAL BUSINESS

- 1. To consider and if deemed fit, to pass through postal ballot, the following Resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 42 and Section 62 and all other applicable provisions of the Companies Act, 2013 (including any statutory

modification(s) or re-enactment(s) thereof, for the time being in force), Companies (Share Capital and Debentures) Rules, 2014, Companies (Prospectus and Allotment of shares) Rules, 2014 and relevant provisions of the Memorandum and Articles of Association of the Company, and in accordance with listing agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed and subject to the applicable provisions of Securities and Exchange Board of India (hereinafter referred to as "SEBI"), Reserve Bank of India (hereinafter referred to as "RBI"), and subject to the Company obtaining all approvals, consents, permissions and sanctions as may be required from any and / or all governmental or regulatory authorities and / or all other institutions and bodies including Banks provided that such sanctions are acceptable to the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include any Committee of Directors constituted by the Board and authorized for this purpose), the consent and the approval of the Company be and is hereby accorded to the Board to create, offer, issue and allot upto maximum 9,77,000 Equity Shares having face value of Rs 10/- each, on preferential basis, to Non promoters and upto maximum of 7,00,000 Warrants convertible into equal number of equity shares of Rs 10 /- each to the promoters, carrying a right to equal number of Equity Shares in the Company on conversion within a period of eighteen months from the date of allotment (herein after referred as Warrants), at a price of Rs. 63/- per share including premium of Rs 53/- each, or price not less than price to be calculated in accordance with the Regulation 76 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**SEBI ICDR Regulations**") on following terms and conditions as the Board may deem fit.

"RESOLVED FURTHER THAT the "Relevant Date" in relation to issue of Equity Shares/ Warrants pursuant to this resolution in accordance with the SEBI (ICDR) Regulations be 19th December, 2014 being the date 30 days prior to the date of the passing of this resolution through postal ballot or such other date as may be prescribed in accordance with the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the issue of equity shares as mentioned above shall be subject to the following terms and conditions:

- a) The equity shares shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permissions by any regulatory authority or the Central Government for allotment is pending, the period of 15 days shall be counted from the date of such approval or permission.
- b) the equity shares to be allotted to the proposed allottee pursuant to the aforesaid preferential allotment shall rank paripassu in all respects including as to dividend, with the existing fully paid up equity shares of face value of Rs 10/- each of the Company, subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company.
- c) The Securities shall remain locked-in from such date and for such periods as specified under the ICDR Regulations.
- d) The Securities so offered and allotted to the Investor shall be in dematerialised form.

RESOLVED FURTHER THAT the issue of warrants as mentioned above shall be subject to the following terms and conditions:

- a) The warrants to be issued shall be subject to Memorandum and Articles of Association of the Company;
- b) The Warrant to be issued shall rank pari passu in all respects with the existing equity shares of the company including right to dividend, upon its conversion; and
- c) An amount equivalent to atleast twenty five percent of the price to be calculated as above, shall become payable for the warrants on or before the date of the allotment of warrants and balance amount shall be paid before the exchange of warrants for equity shares otherwise the said amount be forfeited, in case the option to acquire Equity Shares is not exercised within period of 18 months from the date of issue of warrants.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any director or directors or any other officer or officers of the Company to give effect to the aforesaid resolution including to execute any document on behalf of the Company and to represent the Company before any governmental authorities and to appoint any professional advisor/ consultants/ Lawyers.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the abovementioned Equity Shares/ Warrants (on conversion) on the Stock Exchanges where the Equity Shares of the Company are listed, as per the terms and conditions of the Listing Agreement and other applicable Guidelines, Rules and Regulations.

RESOLVED FURTHER THAT pursuant to Section 52 of the Companies Act, 2013, the premium (Rs. 53/- per Equity share/ warrant) to be received on the issue and allotment of upto maximum 9,77,000 (Nine Lac Seventy Seven Thousand) Equity Shares of the Company and upto maximum 7,00,000 (Seven Lac) warrants as aforesaid be transferred to the "Securities Premium Account" of the Company.

RESOLVED FURTHER THAT subject to SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above mentioned Equity Shares/ warrants and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable, for such purpose, including without limitation to enter into arrangements/ agreements and to settle all questions, difficulties or doubts that may arise in regard to such issue as the Board, in its absolute discretion deem fit and take all steps which are incidental, consequential, relevant or ancillary in this connection."

2. To consider and if deemed fit, to pass through postal ballot, the following Resolution as a Special Resolution:

“RESOLVED THAT subject to the provisions of the Memorandum and Articles of Association of the Company, , in accordance with the provisions of Section 62(1)(c) and any other applicable provisions, if any, of the Companies Act, 2013(including any statutory modification(s) or re-enactment thereof, for the time being in force, the “Companies Act, 2013”), including the rules framed thereunder, relevant provisions of the Companies Act, 1956, to the extent that such provisions have not been superseded by the Companies Act, 2013 or de-notified, as the case may be, the Securities Contracts Regulation Act, 1956, as amended (“SCRA”), Guidelines and Regulations issued by the Securities & Exchange Board of India (SEBI), the Foreign Exchange Management Act, 1999, Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism)Scheme, 1993 and other applicable provisions, if any, and subject to such consents and approvals from the Government of India, Reserve Bank of India, Securities and Exchange Board of India, relevant Stock Exchanges, Registrar of Companies, and/ or any other authorities, as may be required, and subject to such further conditions and modifications as may be prescribed in granting such consents, approvals and subject to such conditions as may be imposed by the SEBI, Stock Exchange or any other authority, which may be agreed to by the Board of Directors of the Company at its sole discretion (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution), the consent of the members be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches, equity shares, debentures (whether nonconvertible, fully convertible or partly convertible), bonds, warrants (whether issued along with any other securities or issued separately) or any other instruments; whether fully or partly convertible into equity shares of any other securities; whether in Indian Rupee or any foreign currency (hereinafter collectively referred to as “Securities”), secured or unsecured; to any person, whether or not the members of the Company, including the promoters of the Company, their friends, relatives & associates, business associates, employees (including directors & workers) of the Company and its group companies, corporate bodies, mutual funds, financial institutions, qualified institutional buyers (QIB), banks, foreign institutional investors, non- resident Indians, foreign nationals, insurance companies, pension funds, portfolio managers, etc., by way of public issue, right issue, global depository receipts (GDR), American depository receipts (ADR), foreign currency convertible bonds (FCCB), reservation on competitive basis, reservation on firm allotment basis, private placement, preferential allotment basis and/ or a combination thereof at such price or prices so however that the total amount raised through the aforesaid Securities should not exceed Rs 100 Crore (Rupees One Hundred Crore only), whether placed in Domestic Market or International Market when converted into Indian Rupees at the prevailing market conversion rate of US Dollars or any foreign currency to Indian Rupee, whether in cash or in consideration other than cash, and on such terms and conditions or in such manner as the Board may in its absolute discretion think fit, in consultation with the lead managers, advisors and/ or such other persons and on such terms and conditions including the ratio in which such Securities may be offered, issued and allotted to the existing shareholders, the number

of Securities to be issued, face value of the Securities, rate of interest, premium, number of equity shares to be allotted on conversion, exercise of rights attached with warrants, ratio of exchange of shares and/ or warrants and/ or any other financial instruments, period of conversion/ redemption/, fixing of record date or book closure and other related or incidental matters.

RESOLVED FURTHER THAT in case of any equity linked issue/offering, including without limitation, any GDR/ADR/FCCB, Equity and Convertible Debenture/warrant offering, consent of the shareholders be and is hereby given authorizing the Board to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any such securities referred to above or as may be in accordance with the terms of issue/ offering in respect of such securities and such equity shares shall rank pari-passu with the existing equity shares of the Company in all respects except provided otherwise under the terms of issue/offering and in the offer document and /or prospectus and /or offer letter and /or offering circular and/or listing particulars.

RESOLVED FURTHER THAT the Company and/or any entity, agency or body authorized and/or appointed by the Board, may issue depository receipts representing the underlying Securities issued by the company in negotiable, registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability and free transferability thereof as per international practices and regulations (including listing on one or more stock exchange(s) inside or outside India) and under the forms and practices prevalent in the international market.”

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to determine the form, terms and timing of the issue(s) including the class of investors to whom the Securities are to be allotted, number of Securities to be allotted, issue price, face value, premium amount on issue/ conversion of securities / exercise of warrants/ redemption of Securities, rate of interest, redemption period, prepayment terms, listings on one or more stock exchanges in India and/ or abroad as the Board in its absolute discretion deems fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues in India and/ or abroad, to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise in regard to the issue(s).

RESOLVED FURTHER THAT the Board of Directors or Committee thereof be and is hereby authorized to fix differential pricing on different modes of issue.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution the Board and the committee thereof be and is hereby authorized on behalf of the Company to do all or any of such acts, deeds, matters and things as it may in its discretion deem necessary or desirable for such purpose including but without limitation to enter into under-writing, marketing, depository, custodian and any other arrangements or agreements and to remunerate all other agencies by way of commission, Brokerage,

fees or the like and also to seek the listing of such securities in any one or more of the International/ Indian Stock Exchanges including the Bombay Stock Exchange Ltd. (BSE) and the National Stock Exchange of India Ltd. (NSE) with power to act on behalf of the Company and to settle such questions, difficulties or doubts that may arise in regard to any such issue or allotment as it may in its discretion deem fit.

RESOLVED FURTHER THAT in case of any over subscription of the issue, the Board, be and is hereby authorized to retain such of the amount and issue and allot Securities, as may be permitted in accordance with applicable laws, rules, and provisions in consultation with the Stock Exchanges.

RESOLVED FURTHER THAT the Board be entitled to vary, modify alter any of the foregoing terms and conditions to conform with those as may be approved by SEBI, RBI or any other appropriate authorities and department.

RESOLVED FURTHER THAT for the purpose of giving effect to the above the Board be and is hereby authorized to do all things necessary for the purpose of giving effect to the issue and allotment of said Securities and to take such action or give such directions as may be necessary or desirable and to accept any modifications in the proposal and terms of the issue including the price of the Equity Shares/ other securities to be so issued or to be issued against or conversion of such Securities or the ratio or number in which the New Equity Shares or Securities are to be offered which may result in a change in the total amount of the issue as may be considered necessary by the Board or as may be prescribed in granting approvals to the issue and which may be acceptable to the Board and to decide the Basis of Allotment and to settle any question or difficulty that may arise in regard to the issue, offer, allotment of the New Equity Shares or Securities or on conversion of said Securities into Shares or on issue of Shares against such Securities and utilization of the proceeds including but without limitation to the creation of such mortgage/ charge, if necessary, under section 180(1)(a) of the Companies Act, 2013 in respect of the aforesaid securities either on parri-passu basis or otherwise, as may be in its absolute discretion deem fit without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Resolved Further That the Board be and is hereby authorized to take all necessary actions to give effect to this resolution and to delegate to a Committee of Directors or officer(s) of the Company, any one of the Directors, all or any of its powers and authorities vested in it in terms of this resolution as may be permitted by Law.”

3. To consider and if deemed fit, to pass through postal ballot, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 61 and 64 and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the provisions of the Memorandum and Articles of

Association of the Company, the existing Authorised Share Capital of the Company of Rs. 15,00,00,000 (Rupees Fifteen Crore) divided into 1,50,00,000 (One Crore Fifty lac) Equity Shares of Rs. 10/- each, be and is hereby increased to Rs. 25,00,00,000 (Rupees Twenty Five Crore) divided into 2,50,00,000 (Two Crore Fifty Lac only) Equity Shares of Rs. 10/- each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, the existing Clause V of the Memorandum of Association of the Company as to share capital be and is hereby substituted with the following new Clause:

V. The Authorized Share Capital of the company is Rs. 25,00,00,000/- (Rupees Twenty Five Crore only) divided into, 2,50,00,000 (Two Crore Fifty Lac only) Equity Share of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT any director or Company Secretary of the Company be and is hereby severally authorised to execute all documents, forms, to do all acts, matters, deeds and things and to execute all documents and to take all steps and give such directions as may be considered necessary, expedient or desirable for giving effect to the aforesaid resolution.”

4. To consider and if deemed fit, to pass through postal ballot, the following Resolution as a Special Resolution:

“RESOLVED THAT in supersession of the Resolution passed earlier and pursuant to Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the shareholders of the Company be and is hereby accorded for creation by the Board of Directors on behalf of the Company, of such mortgages/ charges/ hypothecation and floating charges (in addition to the existing mortgages / charges / hypothecation created by the Company in favour of the lenders) in such form and in such manner as may be agreed to between the Board of Directors and the lenders, on all or any of the present and future immovable and / or movable properties of the Company wherever situated, of every nature and kind whatsoever to secure any Indian Rupee or foreign currency loans, Debentures, advances and all other moneys payable by the Company to the lenders concerned, subject, however, to an overall limit of Rs.500 Crores (Rupees Five Hundred Crores only) of loans or advances already obtained or to be obtained from, in any form including by way of subscription to debentures issued or to be issued by the Company to, any financial institution, bank, body corporate, company, insurer or to the general public.”

5. To consider and if deemed fit, to pass through postal ballot, the following Resolution as a Special Resolution:

“RESOLVED THAT in supersession of the Resolution passed earlier and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment

thereof for the time being in force), the Company hereby accords its consent to the Board of Directors for borrowing any sums of money from time to time from any one or more persons, firms, bodies corporate, or financial institutions whether by way of cash credit, advance or deposits, loans or bill discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties whether movable or stock-in trade (including raw materials, stores, spare parts and components in stock or in transit) and work-in-progress or all or any of the undertakings of the Company notwithstanding that the monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, but, so, however, that the total amount up to which the monies may be borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs.500 Crores (Rupees Five Hundred Crores only)."

**By Order of the Board
For CMI LIMITED**

**Amit Jain
[Chairman Cum Managing Director]
DIN:00041300**

Date : 18th December, 2014

Place: Delhi

NOTES :—

1. The related explanatory statement, pursuant to section 102 of the Companies Act, 2013, in respect of the business under item No.1 to 5 are annexed hereto.
2. All documents referred to in the accompanying notice and the explanatory statement are open for inspection at the registered office of the Company during office hours from 10 A.M. upto 1.00 P.M.
3. Ms. Pooja Anand, a Company Secretary in Practice, has been appointed as Scrutinizer for conducting the Postal Ballot Process.
4. The Postal ballot Form together with self-addressed Business Reply Envelope is enclosed for the use of the member. Please carefully read the following instructions before exercising your vote and return the form duly completed, signifying your assent/ dissent, in the attached self-addressed, postage pre-paid envelope so as to reach the scrutinizer within a period of 30 days from the date of dispatch of notice i.e. before the close of working hours on 19th January, 2015.
5. The notice is being sent to all the members, whose names appeared in the register of members/ Record of Depositories on 12th December, 2014. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the member as on that date.
6. In compliance with Section 110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate, for all its members to enable them to cast their vote electronically instead of dispatching Postal ballot. E-voting is optional. In case a member desires to exercise his vote by using e-voting facility then he has to carefully follow the instructions as given on the back side of postal ballot form. Member can use the facility and log-in any number of times till he has voted on all the resolutions or till the end of voting period, whichever is earlier.
7. The scrutinizer will submit his report after completion of the scrutiny, addressed to the chairman on 20th January, 2015. The chairman will, or in his absence any other person so authorized by him, will announce the result of voting by postal ballot on 20th January, 2015 at 5.30 p.m. at the Registered Office of the Company and the resolution will be taken as passed effectively on the date of announcement of the result by such authorized person, if the results of the postal ballot indicate that the requisite majority of the members has assented to the resolutions. The scrutinizer's decision on the validity of the Postal Ballot shall be final.

**By Order of the Board
For CMI LIMITED**

**Amit Jain
[Chairman Cum Managing Director]
DIN:00041300**

Date : 18th December, 2014

Place: Delhi

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

Item No. 1

In order to meet the requirements of the funds as per the objects detailed below, it is proposed to offer, issue and allot upto maximum 9,77,000 Equity Shares having face value of Rs 10/- each, on preferential basis, to Non promoters and upto maximum 7,00,000 Warrants convertible into equal number of equity shares of Rs 10 /- each to the promoters, carrying a right to equal number of Equity Shares in the Company on conversion within a period of eighteen months from the date of allotment (herein after referred as Warrants), at a price of Rs. 63/- per share including premium of Rs 53/- each , or price not less than price to be calculated in accordance with Regulation 76 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, to Promoters and Non promoters, on Preferential basis.

Disclosure in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009:

a) The Objects of the Issue:

The object of the proposed allotment is:

- 1) to strengthen the equity base of the Company,
- 2) to meet long term working capital requirements of the Company,
- 3) to meet certain capital expenditure, and
- 4) for general corporate purposes
- 5) to repay secured and unsecured loans

b) The proposal of the promoters, directors or key management personnel of the issuer to subscribe to the offer:

Proposed allottees have indicated their intention to subscribe the proposed Preferential Issue upto maximum 9,77,000 Equity Shares and upto maximum 7,00,000 Warrants convertible into equal number of equity shares carrying a right to equal number of Equity Shares in the Company on conversion within a period of eighteen months from the date of allotment.

c) Shareholding Pattern before and after the offer is given below:

The broad Shareholding Pattern of the Company before and after the issue of equity shares of the Company will be as follows:

Pre Allotment Shareholding*

Category	No. of Shares	%
Promoter and PACs	48,93,877	46.45
Mutual Funds and UTI	-	-
Banks, Financial Institutions, Insurance Companies	-	-
Public Corporate Bodies	6,88,717	6.54
Indian Public, Trust etc	38,75,162	36.78
FII's	-	-
NRIs	1,39,533	1.32
Others	9,37,518	8.90
Total	10534807	100

*As at 30.09.2014

Post Allotment Shareholding**

Category	No. of Shares***	%
Promoter and PACs	55,93,877#	45.81
Mutual Funds and UTI	-	-
Banks, Financial Institutions, Insurance Companies	-	-
Public Corporate Bodies	7,08,717##	5.80
Indian Public, Trust etc	48,32,162##	39.57
FII's	-	-
NRIs	1,39,533	1.14
Others	9,37,518	7.68
Total	1,22,11,807	100

**The table shows the expected shareholding pattern of the Company upon assumption of the allotment and assumes that holding of all other shareholders shall remain the same post issue as they were on the date on which the pre issue shareholding pattern was prepared.

***#Include 700000 Equity Shares resulting out of conversion of 700000 Warrants to be allotted on preferential basis to promoter group assuming all warrants will be converted into equity shares.

##Include 977000 Equity Shares to be allotted on preferential basis to non-promoter.

The Company will ensure compliance with all applicable laws and regulations including the SEBI (ICDR) Regulations at the time of allotment of Equity Shares on Preferential Basis to the proposed allottees.

d) Proposed time within which the allotment shall be complete:

The allotment pursuant to the Special Resolution shall be completed within a period of 15 days from the date of passing of this Resolution, provided that, if any approval or permission as required by any regulatory authority for allotment is pending, the period of 15 days shall be counted from the date of such approval or permission, as the case may be.

e) The Identity of the proposed allottees and the percentage of post preferential issued capital that may be held by them:

S. No.	Name of the proposed allottees	Category	No. of equity shares/warrants to be issued	Pre issue share-holding	%	Post issue share-holding	%
1.	Aasha Shah	NP	10000	0	0	10000	0.08
2.	Sneha Shah	NP	10000	0	0	10000	0.08
3.	Abhijit Mahesh Bhansali	NP	10000	0	0	10000	0.08
4.	Jagdeep Kapadia	NP	25000	0	0	25000	0.20
5.	Captain Rohit Bhasin	NP	25000	0	0	25000	0.20
6.	Mehul Desai	NP	20000	0	0	20000	0.16
7.	Nitin Shingala	NP	10000	0	0	10000	0.08
8.	Parvati Devi Pasani	NP	10000	0	0	10000	0.08
9.	Suresh Kumar Murarka	NP	10000	0	0	10000	0.08
10.	Roopali Jalota	NP	8000	0	0	8000	0.07
11.	Chetan Pasari	NP	7000	0	0	7000	0.06
12.	Parimal Shah	NP	25000	0	0	25000	0.20
13.	Dhaval Paresch Shah	NP	25000	0	0	25000	0.20
14.	Kamla C Jain	NP	25000	0	0	25000	0.20
15.	Satman Strategics Pvt Ltd	NP	20000	0	0	20000	0.16
16.	Virag Jitendra Mehta	NP	10000	0	0	10000	0.08
17.	Chandresh Mehta	NP	25000	0	0	25000	0.20
18.	Ram Niwas Chouhan	NP	20000	0	0	20000	0.16
19.	Puneet Daga	NP	5000	0	0	5000	0.04
20.	Khushboo Daga	NP	5000	0	0	5000	0.04
21.	Jawrilal P Jain	NP	10000	0	0	10000	0.08
22.	Suresh Surana	NP	10000	0	0	10000	0.08
23.	Vaibhav Surana	NP	10000	0	0	10000	0.08
24.	Vimla Jain	NP	10000	0	0	10000	0.08
25.	Urmila Kapoor	NP	100000	0	0	100000	0.82

26.	Vrajesh J Punjabi	NP	50000	0	0	50000	0.41
27.	Manisha Parmar	NP	5000	0	0	5000	0.04
28.	Sasi Kankaria	NP	10000	0	0	10000	0.08
29.	Babu Thanapathi Raj	NP	10000	0	0	10000	0.08
30.	Ayesha Bhagchandani	NP	25000	0	0	25000	0.20
31.	Vinod Kumar Bansal	NP	10000	0	0	10000	0.08
32.	Srinvisan Purushottam	NP	25000	0	0	25000	0.20
33.	Srinivas Kanakgiri	NP	25000	0	0	25000	0.20
34.	Aarti Juneja	NP	10000	0	0	10000	0.08
35.	Gaurishankar Jalani	NP	25000	0	0	25000	0.20
36.	Pradeep Udhas	NP	10000	0	0	10000	0.08
37.	Vijay Bhatt	NP	10000	0	0	10000	0.08
38.	Sachin Batra	NP	10000	0	0	10000	0.08
39.	Biren Mehta	NP	10000	0	0	10000	0.08
40.	Bhupendra Awasthi	NP	10000	0	0	10000	0.08
41.	S Harikrishnan	NP	25000	0	0	25000	0.20
42.	Archana M Sardana	NP	25000	0	0	25000	0.20
43.	Pavandeep Midha	NP	25000	0	0	25000	0.20
44.	Pawan Pagaria	NP	15000	0	0	15000	0.12
45.	Manisha Uday Singala	NP	10000	0	0	10000	0.08
46.	Vinod Kumar Daga	NP	10000	0	0	10000	0.08
47.	Bhavik Bharatchandra Thakker	NP	8000	0	0	8000	0.07
48.	Ajit Chandra Jeram Thakker	NP	8000	0	0	8000	0.07
49.	Aditi Bharatchandra Thakker	NP	8000	0	0	8000	0.07
50.	Ameeta Bharatchandra Thakker	NP	8000	0	0	8000	0.07
51.	Jayant Sadashiv Basrud	NP	25000	0	0	25000	0.20
52.	Vinod Gupta	NP	10000	0	0	10000	0.08
53.	S Tarachand	NP	10000	0	0	10000	0.08
54.	Nitish Ahuja	NP	50000	0	0	50000	0.41
55.	Abhishek Ahuja	NP	50000	0	0	50000	0.41
56.	Vishwa Prabha Jain	P	700000	0	0	700000	5.73

- NP stands for non promoter and P stands for promoter/PAC

** Particulars of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares / Warrants proposed to be allotted and/or who ultimately control the proposed allottees, in the issuer consequent to the Preferential Issue:

- (i) **The details of the natural persons, who are the ultimate beneficial owners and having ultimate control over the companies to which the shares of the company proposed to be allotted are as follows:**

Name and address of the Proposed Allottee	Category (Promoter/ Non - Promoter)	Names of Ultimate Beneficial Owners of the Proposed Allottee(s)	Address of Ultimate Beneficial Owners of the Proposed Allottees
SATMAN STRATEGICS PVT LTD	Non-Promoter	Mr Chandrakant Bhalchandra Garware	1-A, Kapur Mahal, Marine Drive, Mumbai- 400 020

f) Lock-In :

The aforementioned allotment shall be subject to lock-in in terms of SEBI ICDR Regulations, for the time being in force.

g) Change of Management :

Due to above preferential allotment of equity shares, no change of management control is contemplated.

h) Pricing and relevant date of the issue :

- The issue of equity shares issued on preferential basis shall be made at a price not less than higher of the following:

i) The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the stock exchange during the twenty six weeks preceding the Relevant Date;

OR

ii) The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on a stock exchange during the two weeks preceding the Relevant Date

Explanation

“Relevant Date” for this purpose means the date thirty days prior to the date on which the meeting of shareholders is held, determined as per Regulation 71 of SEBI ICDR Regulations to consider proposed issue in terms of Section 42 and Section 62 of the Companies Act, 2013 and related Rules. Where the Relevant Date falls on a Weekend/Holiday, the day preceding the Weekend/Holiday will be reckoned to be the Relevant Date.

“Stock Exchange” for this purpose shall mean any of the recognised stock exchanges in which the equity shares are listed and in which the highest trading volume in respect of the equity shares of the Company has been recorded during the preceding twenty six weeks prior to the relevant date.

- On Relevant Date, if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.
- The allotment of shares are subject to the Investor not having sold any Equity Shares during the six months preceding the Relevant Date (defined below) and the Investor not acquiring or selling any equity shares Equity Shares until completion of the allotment under the proposed preferential issue.

(i) Undertaking to re-compute the price, if required :

The Company hereby undertakes that it shall re-compute the price of the Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations, in case it is required to do so.

(j) Undertaking to put Equity Shares under lock-in till the re-computed price is paid :

The Company undertakes that if the amount payable on re-computation of the price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the Equity Shares shall continue to be locked-in till such time such amount is paid by the allottees.

(k) Basis of valuation of shares :

The Company is a listed company, hence the price of Equity share/warrants has been calculated in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations and hence the price of the Equity share is not required to be determined by a registered valuer.

(l) Earlier allotment on preferential basis :

During the Financial Year 2014-15, the Company has offered, issued and allotted 70,00,000 Equity shares on preferential basis to promoter and non promoters.

(m) Auditors' Certificate :

A copy of the Statutory Auditors' Certificate, certifying that the present preferential allotment is being made in accordance with the requirements contained in the provisions for Preferential Allotment under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, shall be kept open for inspection at the Registered office of the Company on all working days during office hours from 10 A.M. upto 1.00 P.M.

The Board of Directors of the Company recommends passing of the resolution as set out at item no. 1 of the notice.

Mr Amit Jain, Director of the Company, being promoter of the Company is deemed to be concerned or interested in the resolution to the extent of the number of equity shares held by him and his associates out of the proposed offer.

Item No. 2

The Company is engaged into manufacturing of specialities cables for various sectors such as, railways, metro rail system, telecommunication, satellite launching etc. One of the sources of revenue for the Company is Railways. Management is of the opinion that there will be increased opportunities in future in various sectors in which company is present and in particular in Railways/ Metro/ Bullet Trains sector. The Company is also evaluating various other opportunities in other sectors to enable it to have sustained growth. To tap various opportunities, Management plans to take various steps including but not limited to acquisitions, mergers and also to upgrade and expand its capacity. To fund these plans the Board of Director in their meeting held on 15th December, 2014 has decided to raise funds upto maximum of Rs 100 Crore by way of issue of Global Depository Receipts ("GDRs") and /or American Depository Receipts ("ADRs") and /or Euro Convertible Bonds (ECBs) and /or Equity Shares and /or Preference Shares of any nature and / or instruments convertible into Equity Shares optionally or otherwise and/or the Foreign Currency Convertible Bonds ("FCCBs) and / or Qualified Institutional Placement (QIP) and / or any other permitted mode(s), as may be deemed fit by the Board subject to applicable regulations.

The objects of the proposed issue are:

- 1) to strengthen the equity base of the Company ,
- 2) to meet long term working capital requirements of the Company,
- 3) to meet certain capital expenditure,
- 4) To meet cost of acquisitions
- 5) for general corporate purposes
- 6) to repay secured and unsecured loans and
- 7) To meet issue expenses

The Board of Directors of the Company recommends passing of the resolution as set out at item no. 2 of the notice.

Mr Amit Jain, Director of the Company, being promoter of the Company is deemed to be concerned or interested in the resolution to the extent of the number of equity shares held by him and his associates out of the proposed offer.

Item No. 3

Presently the existing Authorised Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crore only) divided into 1,50,00,000/- (One Crore Fifty Lac only) Equity Shares of Rs. 10/- each (Rupees Ten only). In order to augment further capital raise, it is necessary to increase the Authorised Share Capital to Rs. 25,00,00,000/- (Rupees Twenty Five Crore only) comprising 2,50,00,000 (Two Crore Fifty Lac only) Equity Shares of Rs. 10/- each (Rupees Ten only).

The proposed increase of the Authorised Capital of the Company requires approval of the Members in Consequent upon the increase in Authorized Capital of the Company, its Memorandum will require alteration so as to reflect the increase in share capital.

The Board commends the adoption of the resolution as set out at Item no.3 of the accompanying Notice as a Special Resolution. None of the Directors, key managerial personnel of your Company and their relatives is concerned or interested in this resolution.

Item No. 4 and 5

Pursuant to Section 180 of the Companies Act, the consent of the company accorded by way of a special resolution is required to borrow money in excess of the company's paid up share capital and free reserves. It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1)(a) read with Section 180 (1)(c) and other applicable provisions of the Companies Act, 2013 as set out at Item No. 4 & 5 of the Notice. The Board recommends these resolutions for approval by the members of the Company.

None of the Directors/ Key Managerial Person of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no.4 & 5 of the Notice for approval by the shareholders.

**By Order of the Board
For CMI LIMITED**

**Amit Jain
[Chairman Cum Managing Director]
DIN:00041300**

Date : 18th December, 2014

Place: Delhi



CMI LIMITED

Registered Office : C-483, YOJNA VIHAR, DELHI-110092

Phones : 011-49570000-11, Fax : 011-22160411

E-mail : info@cmilimited.in, Website : www.cmilimited.in

CIN : L74899DL1985PLC018031

POSTAL BALLOT FORM

Sl. No.....

1.	Name(s) of Shareholder(s) (in block letters) (Including joint holders, if any)	
2.	Registered address of the sole/first named Shareholder	
3.	Registered Folio No. / DP. ID No. & Client ID No.* (*Applicable to investors holding shares in dematerialized form)	
4.	Number of shares held	

5. I/We hereby exercise my/our vote in respect of the following special resolutions to be passed through postal ballot for the business stated in the notice dated 18th December, 2014 of the Company by sending my/our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate boxes below :

Item No.	No. of Shares	Description		Please mark the tick (✓) against assent or (X) dissent as the case may be in the box below.
1.		Special Resolution for Preferential issue of Shares under Section 42 and 62 of the Companies Act, 2013	I/We assent to the resolution	
			I/We dissent to the resolution	
2.		Special Resolution to raise fund under Section 62 of the Companies Act, 2013	I/We assent to the resolution	
			I/We dissent to the resolution	
3.		Special Resolution for Increase in Authorised of the Companies Act, 2013	I/We assent to the resolution	
			I/We dissent to the resolution	
4.		Special Resolution for Power to Mortgage, create Charge and / or Hypothecation etc under section 180(1)(a) of the Companies Act, 2013	I/We assent to the resolution	
			I/We dissent to the resolution	
5.		Special Resolution for Power to borrow under section 180(1)(c) of the Companies Act, 2013	I/We assent to the resolution	
			I/We dissent to the resolution	

Place :

Date :

(Signature of shareholder(s))

Notes :

1. Last date for receipt of postal ballot form by Scrutinizer is 19th January, 2015 at 5.30 P.M.
2. Please read the instructions printed overleaf carefully before completing this form.

INSTRUCTIONS

Member(s) can opt only one mode for voting i.e. either by Physical Ballot or e-voting. In case you are opting for e-voting, then do not vote by physical ballot also and vice-versa. However, in case member(s) cast their vote both by Physical Ballot & e-voting, then voting done through e-Voting shall prevail and voting done by Postal Ballot shall be treated as invalid.

PROCESS AND MANNER FOR MEMBERS OPTING FOR PHYSICAL VOTING

1. A member desiring to exercise his vote by Postal Ballot may complete this postal Ballot Form and send it to the Scrutinizer in the attached self-addressed Business Reply Envelope before the close of working hours (5.30 p.m.) on or before 19th January, 2015. The postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Shareholder will also be accepted.
2. The self-addressed Business reply envelope is addressed to the Scrutinizer appointed by the Board of the Company.
3. The members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. A member may request for a duplicate Postal ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the scrutinizer not later than the date specified in point (1) above.
4. The postal Ballot form must be completed and signed by the member as per the specimen signature registered with the company/ Depository participant.
5. Incomplete/ Unsigned and incorrect postal Ballot form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
6. In case the shares are held by Body Corporate/ trust, the duly completed Postal Ballot form should be accompanied by a certified true copy of the Board Resolution/ authorization together with the attested specimen signature of the authorised signatories.
7. Members are requested not to send any other paper (other than Board Resolution/ authority as mention in point no. 6 above) along with the Postal ballot form in the enclosed self-addressed Business Reply Envelope addressed to the scrutinizer and any extraneous paper found in such envelope would be destroyed by the scrutinizer.

The Instructions for members for voting electronically are as under :

In case of members receiving e-mail :

- (i) Log on to the e-voting website www.evotinindia.com
- (ii) Click on "Shareholdes" 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 digit 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 the PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digit 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#	<p>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.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company 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 member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.

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

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 < Saturday, 20th December 2014 at 10 A.M.> and ends on < Monday, 19th January, 2015 at 5.30 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 < 12th December, 2014 >, 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

