CMI LIMITED
AN ISO 9001, ISO 14001
& ISO 45001 COMPANY
CIN No. L74899DL 1967 PLC018031

Regd. & Marketing Office :
501-503, New Delhi House,
27, Barakhamba Road,
New Delhi-110 001
Phone : 011-49570000
Fax : 011-23739902
Website : www.cmilimited.in

Works : Baddi, Himachal Pradesh-173205 (India)
Faridabad, Haryana-121006 (India)

CMI/CS/2020-21/

January 05, 2021

BSE Corporate Compliance & Listing Centre
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
MUMBAI-400001

Listing Department
National Stock Exchange of India
'Exchange Plaza', Bandra Kurla Complex,
MUMBAI-400051

BSE Scrip Code: 517330/ NSE Scrip Code: CMICABLES

Subject: Notice of Postal Ballot

Dear Sir,

With reference to our letter dated December 30, 2020, please find enclosed herewith a copy of the postal ballot notice dated December 30, 2020 along with Explanatory Statement and postal ballot form.

Postal Ballot Notice along with other relevant documents is being sent to those shareholders of the Company, whose names appear in the register of members/beneficial owners received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited as on January 04, 2021 ("Cut-off date"), to seek their approval as set out in said Postal Ballot Notice.

The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its members. The voting through postal ballot and e-voting will commence from Thursday, January 07, 2021 (9:00 A.M. IST) and shall end on Friday, February 05, 2021 (5:00 P.M. IST). The results of the postal ballot will be announced on or before Saturday, February 06, 2021. The above information will also be made available on the website of the Company i.e. www.cmilimited.in

You are requested to take the same on record.

Thanking you,
For **CMI LIMITED**

Subodh Kumar

SUBODH KUMAR BARNWAL
COMPANY SECRETARY

CMI LIMITED
AN ISO 9001, ISO 14001
& ISO 45001 COMPANY
CIN No. L74899DL 1967 PLC018031

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POSTAL BALLOT NOTICE

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

Dear Shareholders,

This notice ("**Notice**") is hereby given pursuant to Sections 108 and 110 of the Companies Act, 2013, as amended from time to time (the "**Companies Act**") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time (the "**Management Rules**") including any statutory modification or re-enactment thereof for the time being in force, and other applicable provisions, if any, and the General Circular Nos. 14/2020 and 17/2020, issued by the Ministry of Corporate Affairs, Government of India ("**MCA Circulars**"), seeking approval of the shareholders of CMI Limited (the "**Company**") to the proposed special resolution appended below by way of postal ballot (through remote e-voting/Physical Ballot). The explanatory statement setting out material facts pursuant to Section 102, 110 and other applicable provisions of the Companies Act and Securities and Exchange Board of India (Issue of Capital and Disclosures Requirement) Regulations, 2018, as amended from time to time ("**SEBI ICDR Regulations**") is annexed herewith.

The Board of Directors of the Company ("**Board**") at its meeting held on December 30, 2020 ("**Board Meeting**") has, subject to the approval of the shareholders of the Company by way of a special resolution through the postal ballot (by remote e-voting/Physical ballot) and subject to approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved preferential issue of 70,00,000 (Seventy Lakhs) Equity Shares of the Company having face value of Rs 10/- each ("**Equity Shares**"), at a price of Rs 50/- per Equity Share (including a premium of Rs. 40/- per Equity Share), aggregating to total consideration of Rs. 35,00,00,000 (Rupees Thirty Five Crores), to the non-promoters, for cash consideration, through private placement.

An explanatory statement pursuant to Section 102 of the Companies Act and other applicable provisions of the Companies Act, and Regulation 163(1) of the SEBI ICDR Regulations ("Explanatory Statement"), setting out the material facts and the reasons is appended hereto. Pursuant to Rule 22(5) of the Management Rules, the Company has appointed M/s. Pooja Anand & Associates, Practicing Company Secretary who will act as the scrutinizer (the "Scrutinizer") for conducting the postal ballot process through remote e-voting/physical ballot in a fair and transparent manner. The Scrutinizer is willing to be appointed and be available for the purpose of ascertaining the requisite majority.

Proposed Special Resolution 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.

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

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completed, in the attached self-addressed postage pre-paid envelope, reaches the scrutinizer on or before the close of working hours i.e. 5.00 P.M. on 5th February, 2021.

In compliance with Section 108 and 110 of the Companies Act read with Rules 20 and 22 of the Management Rules, Regulation 44 of the SEBI Listing Regulations and MCA Circulars, from time to time, the Company is also offering facility of remote e-voting ("E-voting"). Shareholders are requested to follow the procedure as stated in the notes and instructions for casting of votes by E-voting. The Company has engaged services of M/s. Central Depository Services (India) Ltd as its agency for providing E-voting facility to shareholders of the Company. Shareholders are also requested to carefully read the instructions indicated in this Notice and communicate their assent (for) or dissent (against) through the E-voting/Physical Ballot.

After completion of scrutiny of postal ballot (by remote e-voting/Physical Ballot) process in a fair and transparent manner, the scrutinizer will submit his report to the Chairman cum Managing Director of the Company and in his absence to Mr. Subodh Kumar Barnwal, Company Secretary of the Company after completion of the scrutiny. The results of the postal ballot will be announced on or before 5.00 P.M of 06th February, 2021 and will be displayed on the website of the Company (i.e., www. cmilimited.in) and will be intimated to BSE Ltd (the "BSE") and The National Stock Exchange of India Limited (NSE) where the Equity Shares of the Company are listed and shall also be intimated to M/s. Beetal Financial Computer Services Pvt. Ltd, the registrar and share transfer agents of the Company.

SPECIAL BUSINESS

Item No. 1

ISSUE OF 70,00,000 EQUITY SHARES TO NON-PROMOTERS ON PREFERENTIAL BASIS

To consider and if thought fit, to pass with or without modifications the following resolution as a special resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 23, 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 relevant applicable provisions of SEBI (ICDR) Regulations, 2018 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended up to date ("SEBI (LODR) Regulations"), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the "Takeover Regulations") as in force and subsequent amendments thereto and in accordance with Listing Regulations 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 applicable guidelines of Foreign Exchange Management Act ("FEMA") 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), and

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subject to any other competent authorities (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents and permissions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this Resolution), is authorised to accept and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion in the best interest of the Company, the consent and approval of the Members of the Company ("Members") be and is hereby accorded to the Board to create, issue, offer and allot upto 70,00,000 (Seventy Lakhs) Equity Shares ("Equity Shares") having face value of Rs 10/- each at a price of Rs 50/- per Equity Share (including a premium of Rs. 40/- per Equity Share), aggregating to total consideration of Rs. 35,00,00,000 (Rupees Thirty Five Crores), to the non-Promoters, for cash consideration, through private placement, on a preferential basis ("Preferential Issue"), in one or more trenches, provided that the minimum price of equity shares so issued shall not be less than the price arrived at, in accordance with Chapter V of the SEBI (ICDR)Regulations for preferential issue and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws deem fit.

RESOLVED FURTHER THAT the "**Relevant Date**" in relation to issue of Equity Shares pursuant to this resolution in accordance with the provisions of Chapter V of the SEBI ICDR Regulations be 06th January, 2021 being the date 30 days prior to the date on which the resolution is deemed to be passed i.e. the last date specified for receipt of duly completed postal ballots/ end of remote e-voting 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:

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.

a) Full consideration of equity shares to be allotted, shall be paid by the allottees at the time of allotment and kept by the Company in a separate bank account till allotment.

b) the equity shares to be issued and allotted to the proposed allottee pursuant to the aforesaid preferential allotment shall rank pari passu 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 SEBI (ICDR) Regulations.

d) The Securities so offered and allotted to the Investor shall be in dematerialised form only.

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.

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RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the abovementioned Equity Shares on the Stock Exchanges where the Equity Shares of the Company are listed, as per the terms and conditions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) **Regulations**, 2015, as amended (the "LODR Regulations") and other applicable Guidelines, Rules and Regulations.

RESOLVED FURTHER THAT pursuant to Section 52 of the Companies Act, 2013, the premium (Rs. 40/- per Equity share) to be received on the issue and allotment of upto maximum 70,00,000 (Seventy Lakh Only) Equity Shares of the Company 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 and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient in its absolute discretion in the best interest of the Company, without being required to seek any fresh approval of the Shareholders of the Company and that the decision of the Board shall be final and conclusive.

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."

By Order of the Board
For CMI LIMITED

Subodh Kumar

Subodh Kumar Barnwal
Company Secretary
Membership Number: A21928

Date: 30.12.2020
Place: New Delhi

NOTES :—

1. The related explanatory statement, pursuant to section 102 of the Companies Act, 2013 and Regulation 163 (1) SEBI ICDR Regulations in respect of proposed special resolution to be passed through postal ballot is annexed hereto, for your consideration.

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. M/s. Pooja Anand & Associates, Company Secretaries, has been appointed as Scrutinizer for conducting the Postal Ballot Process.

4. The Notice is being sent Physically / by email to all the shareholders, whose names appear in the register of members/list of beneficial owners, as on the close of working hours on 04th January, 2021 i.e. cut-off date, as received from the Central Depository Services (India) Limited ("CDSL") and National Securities Depository Limited ("NSDL") (together referred to as "Depositories") and those shareholders holding physical shares, whose details are received from M/s. Beetal Financial Computer Services Pvt. Ltd, the registrar and share transfer agent of the Company ("Registrar and Share Transfer Agent"). Any person who is not a shareholder of the Company as on date specified above shall treat the Notice for information purposes only.

5. 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. on or before the close of working hours on 05th February, 2021, at 5.00 pm.

6. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the member as on 04th January, 2021.

7. 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 resolution(s) or till the end of voting period, whichever is earlier.

8. The scrutinizer will submit his report after completion of the scrutiny, addressed to the chairman by 6th February, 2021. The Chairman will, or in his absence any other person so authorized by him, will announce the result of voting by postal ballot by 6th February, 2021, 5.00 P.M and will be displayed on the website of the Company (i.e., www.cmilimited.in) and intimated to BSE Ltd and The National Stock Exchange of India Limited and shall also be intimated to M/s. Beetal Financial Computer Services Pvt. Ltd, the registrar and share transfer agents of the Company. The resolution will be taken as passed effectively on the date of announcement of the result by such



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authorized person, if the results of the postal ballot indicate that the requisite majority of the members has assented to the proposed resolution. The scrutinizer's decision on the validity of the Postal Ballot shall be final.

9. The voting rights of shareholders shall be in proportion to their Equity Share of the paid-up equity share capital of the Company as on close of working hour on 04th January, 2021. A person, whose name is recorded in the register of members/list of beneficial owners maintained by the Depositories as on the cut off date (i.e., 04th January, 2021) only shall be entitled to avail the facility of E-voting.

10. The Notice also be hosted on the Company's website i.e. **www.cmilimited.in**

By Order of the Board
For CMI LIMITED



Subodh Kumar Barnwal
Company Secretary
Membership Number: A21928

Date: 30.12.2020
Place: New 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 70,00,000 (Seventy Lakhs) Equity Shares having face value of Rs 10/- each ("Equity Shares"), at a price of Rs 50/- per Equity Share (including a premium of Rs. 40/- per Equity Share), aggregating to total consideration of Rs. 35,00,00,000 (Rupees Thirty Five Crores) or at a price not less than price to be calculated in accordance with Regulation 164 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018,), to the non- Promoters, for cash consideration, through private placement, on a preferential basis ("Preferential Issue").

Section 42 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Section 55 and 62 of the Companies Act, 2013 read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 framed there under, Regulation 160 of SEBI (ICDR) Regulation, inter alia, requires a company to obtain the prior approval of the Shareholders, by way of a Special Resolution for issuance of preference shares on preferential basis.

Accordingly, the approval of the members is being sought, by way of a Special Resolution, to create offer, issue and allot upto 70,00,000 (Seventy Lakhs) equity shares, in one or more tranches.

A statement of disclosures as required under Rule 9 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Disclosure in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 of above said equity shares are as under::

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) **Maximum number of specified securities to be issued:** Upto 70,00,000 equity shares having face value of Rs 10/- each.

c) **Date of Board Meeting:** 30th December, 2020

d) **Intent of the promoters, directors or key managerial personnel of the issuer to subscribe to the issuer:**

Present issue is intended to be subscribed by other than Promoters, directors or key managerial personnel.

e) **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:

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Pre Allotment Shareholding*

Category	No. of Equity Shares	%
Promoter and PACs	66,05,995	43.96
Institutions		
Mutual Funds and UTI	3,00,000	2.00
Foreign Portfolio Investros	5,96,867	3.97
Banks/Financial Institutions	80	0.00
Non- Institution		
Individuals	57,69,443	38.39
Corporate Bodies	7,43,372	4.95
NRIs	6,13,853	4.08
Others (Clearing Member & HUF)	3,97,847	2.65

***As at 30.09.2020**

Post Allotment Shareholding

Category	No. of Equity Shares	%
Promoter and PACs	66,05,995	29.99
Institutions		
Mutual Funds and UTI	3,00,000	1.36
Foreign Portfolio Investros	5,96,867	2.71
Banks/Financial Institutions	80	0.00
Non- Institution		
Individuals**	1,27,69,443	57.97
Corporate Bodies	7,43,372	3.37
NRIs	6,13,853	2.79
Others (Clearing Member & HUF)	3,97,847	1.81

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

**This shareholding Includes 70,00,000 Equity Shares to be allotted on preferential basis to non-promoters.

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.

f) Time frame within which the preferential issue 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.

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g) **Identity and class of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:**

S No.	Name of the proposed allottees	Category	No. of equity shares to be issued	Pre issue share holding	%	Post issue share holding	%
1	Mr. Saravanan Palaniappan	NP	50,00,000	-	-	50,00,000	22.70
2	Mr. M V S Ananthakrishnan	NP	20,00,000	-	-	20,00,000	9.08

- NP stands for non-promoter
- The pre preferential percentage of shareholding has been calculated on the basis of present equity share capital of company.
- The post preferential percentage of shareholding has been calculated on the basis of post emerging equity share capital of company upon present allotment
- Proposed allottees are natural persons

h) **Lock-In:**
The aforementioned allotment shall be subject to lock-in in terms of chapter V of SEBI ICDR Regulations, for the time being in force.

i) **Change of Management:**
Due to above preferential allotment of equity shares, no change of management control is contemplated.

The price or price band at the issue- price shall be Rs 50/- per equity share (including premium of Rs 40/- per equity share), provided that the minimum issue price of equity shares shall not be less than the price arrived at in accordance with Chapter V of the ICDR proposed.

j) **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**" in case of this preferential issue of equity shares shall be 06th January, 2021 being the date 30 days prior to the date on which the resolution is deemed to be passed i.e. of the last

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date specified for receipt of duly completed postal ballots/ end of remote e-voting or such other date as may be prescribed in accordance with the SEBI (ICDR) Regulations.:
Explanation: Where the relevant date falls on a weekend or a holiday, the day preceding the weekend or the holiday will be reckoned to be 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.

k) 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.

l) 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.

m) Basis of valuation of shares:
The Company is a listed company, hence the price of Equity share/ has been calculated in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 and hence the price of the Equity share is not required to be determined by a registered valuer.

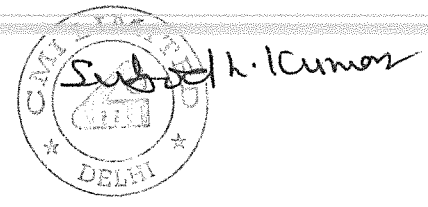
n) Disclosure with regard to the names of issuer, its promoter or any of its directors not appearing in the list of wilful defaulter or fugitive economic offender.
The issuer, its promoter or any of its directors is not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India or fugitive economic offender.

o) Earlier allotment on preferential basis during last 12 months of the proposed issue:
The Company has not offered, issued and allot any security/ equity shares during last 12 months of the proposed issue.

p) Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price-NIL

q) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer- Not Applicable

r) Certificates from the Statutory Auditors' Certificate, and Chairman of the Audit committee:
Copies of the certificates from the Statutory Auditors and Chairman of the Audit Committee 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, 2018, 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.



None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

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

By Order of the Board
For CMI LIMITED
Subodh Kumar
Subodh Kumar Barnwal
Company Secretary
M. No.21928

Date: 30.12.2020
Place: New Delhi

CMI LIMITED

Registered Office: Flat No.501-503,5th Floor, New Delhi House,
27, Barakhamba Road, New Delhi-110001
Email: info@cmilimited.in; Website: www.cmilimited.in
Phone: 011-49570000-12; Fax : 011-23739902; CIN: L74899DL1967PLC018031

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 30th December, 2020 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 70,00,000 Equity Shares to Non-Promoters under Section 42 and 62 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 05th February, 2021 at 5.00 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 remote e-voting (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 (5.00 p.m.) on or before 05th February, 2021. 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 accompanies 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 shareholders voting electronically are as under:

(i) The voting period begins on <Thursday 07th January, 2021, 09:00 a.m.> and ends on <Friday 05th February, 2021, 05:00 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 of <04th January, 2021> 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.

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Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at https://www.cdslindia.com from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

(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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	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. • 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 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.

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(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a 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 linked in the login 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.

If you have any queries or issues regarding attending e-Voting from the e-Voting System, 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 or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

