CMI LIMITED

UNSECURED CREDITOR(S)

NOTICE CONVENING THE MEETING OF THE UNSECURED CREDITOR(S) OF CMI LIMITED, THE TRANSFEREE COMPANY

Covering: **Page No.**

1. **Notice with Explanatory Statement** **---to –**
2. **Scheme of Amalgamation** **---to—**
3. **Declaration of Solvency in Form CAA-10** **---to—**

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

NOTICE CONVENING THE MEETING OF THE UNSECURED CREDITOR(S) OF CMI LIMITED, THE TRANSFEREE COMPANY

To,
The Unsecured Creditor(s) of
CMI Limited

NOTICE IS HEREBY GIVEN that a Meeting of the Unsecured Creditors of the Company will be held on Tuesday, the 21st day of March, 2017 at 11.30 a.m. at Lajwaab Banquet Hall, Vikas Marg, Delhi-110 092 for the purpose of considering and if, thought fit, approving, with or without modification, the following business:

SPECIAL BUSINESS

Item No.1

To consider and if thought fit, to pass with or without modification(s), the following resolution(s) in terms of Section 233 of Companies Act, 2013 thereby according consent to the proposed Scheme of Amalgamation by way of a specified majority:

"RESOLVED THAT pursuant to the provisions of Section 233 and all other applicable provisions of the Companies Act, 2013 read with Rule 25 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and all other applicable provisions of the said Rules, the proposed Scheme of Amalgamation by and between CMI Energy India Private Limited (Transferor Company) and CMI LIMITED (Transferee Company) with effect from **01.03.2016** being the **Appointed Date** upon and subject to the terms and conditions as contained in the Scheme of Amalgamation be and is hereby approved along with modifications, if any, as may be considered at the Meeting.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby severally authorized to make such alteration(s), addition(s) or modification(s) in the proposed Scheme of Amalgamation as they may deem expedient or necessary for satisfying the conditions, if any, imposed by the Hon'ble Regional Director (Northern Region) or Hon'ble National Company Law Tribunal New Delhi Bench or suggested by the offices of Registrar of Companies NCT of Delhi & Haryana and/or Official Liquidator or any other regulatory authority in this regard, keeping in view the interest of the Company."

For **CMI Limited**

Date : 22nd February, 2017
Place : New Delhi

(Amit Jain)
Chairman Cum Managing Director
DIN : 00041300
Address : C-483, Yojna Vihar, New Delhi-110 092

Note:

1) **The copies of the following documents as prescribed under Rule 25(3) of The Companies (Compromises, Arrangements And Amalgamations) Rules, 2016 are being circulated along with this notice and the same formulates an integral part of the notice:-**

   1.1. PROPOSED SCHEME OF AMALGAMATION;

   1.2. DECLARATION OF SOLVENCY IN FORM CAA-10;

   1.3. STATEMENT WITH PRESCRIBED DISCLOSURES UNDER RULE 25(3)(a) READ WITH RULE 6(3) OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 AS A PART OF EXPLANATORY STATEMENT.

2) **AN UNSECURED CREDITOR ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HER/HIM AND THE PROXY NEED NOT BE AN UNSECURED CREDITOR OF THE COMPANY. THE FORM/ INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT FLAT NO. 501-503, NEW DELHI HOUSE, 27 BARAKHAMBA ROAD, NEW DELHI-110 001 NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

3) A proxy form is enclosed herewith.

4) During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, an unsecured creditor would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of advance notice in writing is given to the Company.

5) Where a body corporate which is an unsecured creditor of the company authorizes any person to act as its representative at the meeting of the unsecured creditors of the company, a copy of the resolution of the Board of

Directors or other governing body of such body corporate authorizing such person to act as its representative at the meeting, and certified to be a true copy by a director, the manager, the secretary, or other authorised officer of such body corporate shall be lodged with the company at its registered office not later than 48 hours before the meeting.

6) A Minor shall not be appointed as a Proxy.

7) The proxy of an unsecured creditor, who is blind or incapable of writing may be accepted if such unsecured creditor has attached his signature or mark thereto in the presence of a witness who shall add to his signature his description and address, provided that all insertions in the proxy are in the handwriting of the witness and such witness shall have certified at the foot of the proxy that all such insertions have been made by him at the request and in the presence of the unsecured creditor before he attached his signature or mark.

8) The proxy of an unsecured creditor who does not know English may be accepted if it is executed in the manner given in point no.7 above and the witness certifies that it was explained to the unsecured creditor in the language known to him, and gives the unsecured creditor's name in English below the signature.

9) Unsecured Creditors/Proxies should fill in the Attendance Slip for attending the Meeting and bring their Attendance Slips.

10) All alterations made in the form of the proxy should be initialed.

11) All the persons attending the Meeting are advised to bring their original photo identity cards for verification.

12) The Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of Item No. 1 and Particulars to be disclosed under Rule 25(3)(a) of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 are enclosed herewith and forms an integral part of this Notice.

13) The route map to the venue of the Meeting is enclosed herewith and forms an integral part of the notice and Preet Vihar Metro Station is a prominent location near the venue of the Meeting.

14) The Company has, appointed Mr. Mukul Tyagi, Company Secretary in Practice, as the Scrutinizer (as consented to be appointed as Scrutinizer) for conducting the voting in a fair and transparent manner.

15) The scrutiniser shall open the Polling Box in presence of 2 persons as witnesses after the voting is over and make a scrutiniser's report in Form MGT-13 addressed to the chairman stating therein the total votes cast, valid votes, votes in favour and against the resolution including the details of invalid polling papers and votes comprised therein.

For **CMI Limited**

Date : 22nd February, 2017
Place : New Delhi

(Amit Jain)
Chairman Cum Managing Director
DIN : 00041300
Address : C-483, Yojna Vihar, New Delhi-110 092

EXPLANATORY STATEMENT DISCLOSING DETAILS OF THE SCHEME OF AMALGAMATION

Item No.1

The Transferee Company has recently acquired the entire shareholding of the Transferor Company and furthermore both the companies are engaged in same line of business and therefore in order to consolidate the operations in the Transferee Company as well as eliminate the duplication of various processes it's proposed to amalgamate the Transferor Company by way of the present Scheme of Amalgamation into the Transferee Company. The rationale is further dealt with in detail in the proposed Scheme of Amalgamation, a copy of which is enclosed and circulated along with the present notice and statement.

None of the Director, Managing Director, Whole Time Director, Chief Financial Officer, Company Secretary or their relatives has got any concern or interest whether financial or otherwise, if any, in respect of Resolution proposed at item No.1. Further presently the Company has got no Manager.

Further, promoters, directors or manager and all other key managerial personnel are not interested in any manner in CMI Energy India Private Limited (Transferor Company) as the entire shareholding of the Transferor Company is held by the Company itself. Further none of the Directors on the Board of Directors of Transferor Company are getting any remuneration from the said Company. Further following are the common directors between the Company and the Transferor Company:-

1. Mr. Amit Jain
2. Mr. Vijay Kumar Gupta
3. Mr. Pyare Lal Khanna
4. Mr. Ramesh Chand

The above persons shall cease to be the Directors of the Transferor Company upon it's dissolution, once the Scheme of Amalgamation becomes effective

PARTICULARS TO BE DISCLOSED UNDER RULE 25(3)(a) OF COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016

S. No.	Details of the Company	
1.	Name of the company	CMI Limited
2.	Corporate Identification Number (CIN)	L74899DL1967PLC018031
3.	Global Location Number (GLN)	N.A.
4.	Permanent Account Number (PAN)	AAACC2156L
5.	Date of incorporation	22/06/1967
6.	Type of the company (whether public or private or one-person company)	Public Limited Listed Company
7.	Registered office address	Flat No. 501- 503, 5th Floor, New Delhi House, 27 Barakhamba Road, New Delhi – 110 001
8.	E-mail address	info@cmilimited.in
9.	Summary of main object as per the Memorandum of association; and main business carried on by the company;	*1. To carry on in India or elsewhere the business of developing, manufacturing, processing, trading, marketing, importing, exporting and/ or otherwise dealing in all types of wires and cables including power, telecommunications, marine, electrical, instrumentation, co-axial optical fiber, jelly filled, rubber insulated, compensating, XLPE & all other types of wires and cables.* *1A. To refine all kinds of non- ferrous metals and alloys and to manufacture sheets, rods, wires, conductors, strips, etc. of all kinds of non-ferrous metal and alloys in India or elsewhere.* *2. To carry on in India or elsewhere the business of manufacture of aluminum conductors, aluminum stranded wires, aluminum wires, etc.* *3. To carry on business in India or elsewhere of manufacturers and refiners of, and dealers in, all types of non - ferrous metals and alloys and the rolling, drawing and rerolling etc. of sheets, rods, wires, etc.* *4. To carry on the business in India or elsewhere of manufacturers and dealers in iron, steel, aluminum, glass, copper, lead, silver, and other metal pipes, tubes, sheets, rods, squares, plates, coils, seals, wires, ingots, circles and manufacture of bye products and parts in all their respective branches.* *5. To carry on in India or elsewhere the trades or businesses of iron masters, steel makers, steel convertors, rolled steel makers, manufacturers of ferro managese, colliery proprietors, coke manufacturers, miners, smelter, engineers, tin-plate makers and iron founders in all their respective branches and manufacture of all sorts of bars, rods, alloys and other metals and other sections, sheets and plates, wires, wire products of iron, steel and other metals.* *6. To make all kinds of goods from iron and steel such as machinery, machine parts, tools and implements of all kinds etc.*

<table>
<tr><td>10.</td><td>Details of change of name, registered office and objects of the company during the last five years</td><td>The Transferee Company has shifted its registered office from C- 483 Yojna Vihar, Delhi- 110 092 to Flat No. 501-503, 5th Floor, New Delhi House, 27 Barakhamba Road, New Delhi - 110 001 w.e.f. 3rd December, 2015.
Apart from above there is no change in the name, registered office and objects of the company during the last five years.</td></tr>
<tr><td>11.</td><td>Name of the stock exchange (s) where securities of the company are listed, if applicable</td><td>BSE Limited and National Stock Exchange of India Limited</td></tr>
<tr><td>12.</td><td>Details of the capital structure of the company including authorised, issued, subscribed and paid up share capital</td><td>The Present Authorized Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crores and Fifty Lacs) Equity Shares of Rs.10/- (Rupees Ten only) each.

The Present Issued and Subscribed Share Capital of the Transferee Company is Rs. 14,78,39,570/- (Fourteen Crore Seventy Eight Lakh Thirty Nine Thousand Five Hundred and Seventy only) divided into 1,47,83,957 (One Crore Forty Seven Lakh Eighty Three Thousand Nine Hundred and Fifty Seven) Equity Shares of Rs.10/- each and the Paid-up Share Capital of the Transferee Company is Rs. 14,77,74,570/- (Rupees Fourteen Crores Seventy Seven Lacs Seventy Four Thousand Five Hundred and Seventy only) divided into 1,47,77,457 (One Crore Forty Seven Lacs Seventy Seven Thousand Four Hundred and Fifty Seven) Equity Shares of Rs. 10/- (Rupees Ten only) each. (The difference in the Issued, Subscribed and Paid up Share Capital is due to forfeiture of 6500 Equity Shares.</td></tr>
<tr><td>13.</td><td>Names of the promoters and directors along with their addresses</td><td>
<table>
<tr><th>S. No.</th><th>Name and address</th><th>Designation</th></tr>
<tr><td>1.</td><td>Vishwa Prabha Jain, C - 483, Yojna Vihar,
New Delhi - 110092</td><td>Promoter</td></tr>
<tr><td>2.</td><td>Dhruv Jain, C - 483, Yojna Vihar, New Delhi - 110092</td><td>Promoter</td></tr>
<tr><td>3.</td><td>Amit Jain, C - 483,
Yojna Vihar,
New Delhi - 110092</td><td>Promoter, Chairman cum Managing Director</td></tr>
<tr><td>4.</td><td>Manoj Bishan Mittal, 501 A The Capital, G- Block, Bandra Kurla Complex,Behind ICICI Bank, Plot No. C 70, Bandra (East) Mumbai - 400 051 (Maharashtra)</td><td>Director</td></tr>
<tr><td>5.</td><td>Kishor Punamchand Ostwal, A/120, 1st Floor, Gokul Arcade, Sahar Road, Vile Parle East Mumbai - 400 057 (Maharastra)</td><td>Director</td></tr>
<tr><td>6.</td><td>Vijay Kumar Gupta, C 181, Vivek Vihar,
New Delhi – 110 095</td><td>Whole Time Director</td></tr>
<tr><td>7.</td><td>Archana Bansal, D-327, First Floor, Anand Vihar, Delhi-92</td><td>Director</td></tr>
<tr><td>8.</td><td>Pyare Lal Khanna, A-41,Vivek Vihar Phase-II Delhi – 110 095</td><td>Director</td></tr>
<tr><td>9.</td><td>Ramesh Chand, 342 B, J K BLK, Dilshad Garden, Delhi-110095</td><td>Director</td></tr>
</table>
</td></tr>
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<table>
<tr><td>14.</td><td>The fact and details of any relationship subsisting between both the Transferor and Transferee Company</td><td>CMI Limited {“Transferee Company”} is holding the 100% paid up share capital of CMI Energy India Private Limited {“Transferor Company”}, therefore the Transferor Company is Wholly Owned Subsidiary of the Transferee Company.</td></tr>
<tr><td>15.</td><td>The date of the Board Meeting at which the Scheme was approved by the board of directors</td><td>30th March, 2016 and 16th January, 2017 (Post the Notification of Section 233 of Companies Act, 2013).</td></tr>
<tr><td>16.</td><td>The name of the directors who voted in favour of the resolution</td><td>The Board Resolution was passed unanimously by all the Directors at the respective Board Meeting(s) as held on 30th March, 2016 and 16th January, 2017 and the names of the Directors as present and voting affirmatively on the said Scheme of Amalgamation are as follows:-

For the Board Meeting dated 30th March, 2016
<table><tr><th>S. No.</th><th>Name</th><th>Designation</th></tr><tr><td>1.</td><td>Mr. Amit Jain</td><td>Managing Director</td></tr><tr><td>2.</td><td>Mr. Vijay Kumar Gupta</td><td>Whole Time Director</td></tr><tr><td>3.</td><td>Mr. Pyare Lal Khanna</td><td>Director</td></tr><tr><td>4.</td><td>Mr. Ramesh Chand</td><td>Director</td></tr><tr><td>5.</td><td>Mrs. Archana Bansal</td><td>Director</td></tr></table>For the Board Meeting dated 16th January, 2017
<table><tr><th>S. No.</th><th>Name</th><th>Designation</th></tr><tr><td>1.</td><td>Mr. Amit Jain</td><td>Chairman cum Managing Director</td></tr><tr><td>2.</td><td>Mr. Vijay Kumar Gupta</td><td>Whole Time Director</td></tr><tr><td>3.</td><td>Mr. Pyare Lal Khanna</td><td>Director</td></tr><tr><td>4.</td><td>Mr. Ramesh Chand</td><td>Director</td></tr><tr><td>5.</td><td>Mrs. Archana Bansal</td><td>Director</td></tr></table></td></tr>
<tr><td>17.</td><td>Inter-se relationship between the companies in the present Scheme of Amalgamation</td><td>The proposed Scheme of Amalgamation is by and between CMI Limited {“Transferee Company”} and CMI Energy India Private Limited {“Transferor Company”} and CMI Energy India Private Limited is a Wholly Owned Subsidiary of CMI Limited.</td></tr>
<tr><td>18.</td><td>The name of the directors who voted against the resolution</td><td>For the Board Meeting dated 30th March, 2016 : None
For the Board Meeting dated 16th January, 2017: None</td></tr>
<tr><td>19.</td><td>The name of the directors who did not vote or participate on such resolution</td><td>For the Board Meeting dated 30th March, 2016: None
For the Board Meeting dated 16th January, 2017
<table><tr><th>S. No.</th><th>Name</th><th>Designation</th></tr><tr><td>1.</td><td>Mr. Kishor Punamchand Ostwal</td><td>Director</td></tr><tr><td>2.</td><td>Mr. Manoj Bishan Mittal</td><td>Director</td></tr></table></td></tr>
<tr><td>20.</td><td>Parties to the Scheme of Amalgamation</td><td>The present Scheme of Amalgamation is by and between CMI Limited {“Transferee Company”} and CMI Energy India Private Limited {“Transferor Company”} and CMI Energy India Private Limited is a Wholly Owned Subsidiary of CMI Limited.</td></tr>
<tr><td>21.</td><td>Appointed Date</td><td>1st March, 2016</td></tr>
<tr><td>22.</td><td>Effective Date</td><td>As per clause 5 of Part V of the Scheme of Amalgamation the Effective Date shall be the date of the filling of the order of the sanctioning authority with the office of Registrar of Companies, NCT of Delhi & Haryana by the Transferee Company.</td></tr>
</table>

23.	Summary of valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any, and the declaration that the valuation report is available for inspection at the registered office of the company;	The present Scheme of Amalgamation is by and between a Wholly owned Subsidiary Company and it's Holding Company and henceforth the entire paid up capital of the Transferor Company being the Subsidiary Company shall stand cancelled. Accordingly no valuation report is required to be prepared. Howsoever the Company has obtained a fairness report and the copy of the same shall be available for inspection at the Registered Office of the Company along with other documents.
24.	Details of capital or debt restructuring, if any	The entire paid up capital of the Transferor Company shall stand cancelled upon the Scheme of Amalgamation becoming effective, as the Transferor Company is a wholly owned Subsidiary of the Transferee Company. Apart from the above, no capital or debt restructuring, is proposed in the subject Scheme of Amalgamation.
25.	Rationale for the compromise or arrangement;	The Transferee Company has recently acquired the entire shareholding of the Transferor Company and furthermore both the companies are engaged in same line of business and therefore in order to consolidate the operations in the Transferee Company as well as eliminate the duplication of various processes it's proposed to amalgamate the Transferor Company by way of the present Scheme of Amalgamation into the Transferee Company. The rationale is further dealt with in detail in the proposed Scheme of Amalgamation, a copy of which is enclosed and circulated along with the present notice and statement.
26.	Benefits of the compromise or arrangement as perceived by the Board of directors to the company, members, creditors and others (as applicable);	The Board of Directors of both the Companies have decided to amalgamate the Transferor Company into Transferee Company post the acquisition of entire shareholding of the Transferor Company in order to consolidate the operations of the Transferee Company as well as eliminate the duplication of various processes. The benefits are further enumerated and dealt in the proposed Scheme of Amalgamation, a copy of which is enclosed and circulated along with the present notice and statement.
27.	Amount due to unsecured creditors	An aggregate of Rs. 93,39,13,314/- is due to the Unsecured Creditors as on 31.12.2016 being the latest practicable date
28.	Effect of the Scheme of Amalgamation on (a) key managerial personnel; (b) directors; (c) promoters; (d) non-promoter members; (e) depositors; (f) creditors; (g) debenture holders; (h) deposit trustee and debenture trustee; (i) employees of the company:	**In the matter of Transferor Company i.e. CMI Energy India Private Limited** **Board of Directors and KMP** By virtue of the Scheme of Amalgamation the entire Board of Directors of the Transferor Company shall cease to have any effect and further all the KMP of the Transferor Company shall be absorbed in the Transferee Company as a regular employee with continuity of services. **Employees** Also all other employees shall be absorbed in the Transferee Company as a regular employee with continuity of services. **Promoters** The entire shareholding of the promoters of the Transferor Company (being the Transferee Company itself) shall stand cancelled.

		Non-promoter members; depositors; debenture holders; deposit trustee and debenture trustee; The Transferor Company doesn't have any Non-promoter members; depositors; debenture holders; deposit trustee and debenture trustee. **Creditors;** The position of the Transferee Company post the amalgamation of the Transferor Company is commercially solvent and henceforth none of the Creditors of the Transferor Company shall be prejudiced by way of the proposed Scheme of Amalgamation and further no compromise is proposed qua the Creditors of the Transferor Company in the proposed Scheme of Amalgamation. The Scheme of Amalgamation duly deals with carry forward of the creditors of the Transferor Company in the books of Transferee Company upon the Scheme of Amalgamation becoming effective. Any rights of contest or dispute of the Transferor Company with respect to any of the Creditors shall also be carried forward and vest with Transferee Company upon the Scheme of Amalgamation becoming effective. **In the matter of Transferee Company i.e. CMI Limited.** The present Scheme is not a scheme qua the shareholders / creditors of the Transferee Company and therefore none of the (a) key managerial personnel; (b) directors; (c) promoters; (d) non-promoter members; (e) depositors; (f) creditors; (g) debenture holders; (h) deposit trustee and debenture trustee; (i) employees of the Transferee Company shall be affected in any manner by the proposed Scheme of Amalgamation.
29.	Investigation or proceedings, if any, pending against the Company under the Act:	There are no investigations or proceedings which are pending against the Transferor Company as well as Transferee Company under the Companies Act, 2013 and/or Companies Act, 1956.
30.	Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities	The Transferee Company being a listed Company has obtained **Observation Letter** dated 10th October, 2016 from BSE Limited confirming **"No Adverse Observation"** on the proposed Scheme of Amalgamation, whereby all the undertakings of Transferor Company are supposed to be amalgamated with Transferee Company. The Transferor Company doesn't require any further approval from any regulatory authority except the approval of the regulatory authorities as prescribed under Section 233 of Companies Act, 2013.
31.	**Documents for Inspection:** The following documents are open for inspection, at the Registered Office of the Company during normal business hours (10.00 a.m. to 5.00 p.m.) on all working days except Saturdays and Sundays, up to and including the date of the Meeting of the Unsecured Creditor(s) of the Company and shall also be available for inspection at the venue of the proposed meeting of Unsecured Creditor(s) till the conclusion of the said meeting. (a) Latest audited financial statements of both the Transferor Company and Transferee Company for the FY 2016 and reviewed standalone as well as consolidated financial results as on 30.09.2016 and 31.12.2016; (b) Copy of Scheme of Amalgamation;	

	(c)	Contracts or Agreements of the Transferor Company, as may be material to the proposes Scheme of Amalgamation;
	(d)	**Observation Letter** dated 10th October, 2016 from BSE Limited confirming **"No Adverse Observation"**;
	(e)	Fairness Opinion dated 30.03.2016 obtained from Merchant Banker;
	(f)	The certificate issued by Auditor of the Transferee Company to the effect that the accounting treatment, if any, proposed in the Scheme of Compromise or Arrangement is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013; and
	(g)	Net-worth certificate of the Transferee Company pre and post amalgamation thereby confirming that the net-worth of the Transferee Company is positive after consideration of the proposed Scheme of Amalgamation and henceforth the proposed Scheme of Amalgamation shall not prejudice the promoters; non-promoter members; lenders; creditors; employees of the Transferee Company after the same becomes effective.
	(h)	Letter from the office of Registrar of Companies, NCT of Delhi and Haryana having reference no. Comp/ROC/SB/2017/17977 dated 17.02.2017.

The information as submitted above and documents as available for inspection are sufficient and relevant for the respective shareholders/lenders/creditors for making their decision for or against the proposed Scheme of Amalgamation.

The Unsecured Creditors to whom this notice is sent may vote in the meeting either in person or by proxies.

The Company has duly served an advance copy of the Scheme of Amalgamation under Form CAA-9 before the offices of Registrar of Companies, NCT of Delhi & Haryana as well as Official Liquidator on 18.01.2017 (in electronic mode ONLY before the office of Registrar of Companies NCT of Delhi & Haryana) and on 19.01.2017 (in physical mode before both the offices) in terms of Rule 25(1) of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

In response to the same the Company has received a Letter having reference no. Comp/ROC/SB/2017/17977 dated 17.02.2017 from Registrar of Companies, NCT of Delhi and Haryana with the following suggestion:

"The combined authorized capital post amalgamation clause shall be in accordance with section 233(11) of the Companies Act, 2013. The same may be incorporated in clause Part-V (1)(i) of the scheme."

The said suggestion has been duly incorporated in the Scheme of Amalgamation being circulated along with the present Notice. Furthermore, certain factual modification have been carried out in the Scheme of Amalgamation in order to allow migration of Scheme of Amalgamation from the provisions of Section 391-394 of the old Companies Act, 1956 to the provisions of Section 233 of the new Companies Act, 2013. In order to incorporate any other suggestion and any other changes in the draft Scheme of Amalgamation, a suitable amendment motion may be moved at the proposed Meeting of Unsecured Creditor(s) of the Company.

Apart from the above mentioned suggestion, the Company has not received any adverse remark/observation/suggestions from the office of Registrar of Companies, NCT of Delhi and Haryana. As stated in Point No.31 above this Letter shall also be placed for inspection of the Unsecured Creditor(s) of the Company at the Registered Office of the Company and also at the venue of the Meeting.

The Company has not received any adverse remark/observation/suggestions from the office of Official Liquidator.

Furthermore the Company has also filed their Declaration of Solvency in Form CAA-10 before the office of Registrar of Companies NCT of Delhi & Haryana in electronic mode through E-Form GNL-1 having SRN G35307727 dated 10.02.2017.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors no other information and facts are required to be disclosed that may enable Unsecured Creditor(s) to understand the meaning, scope and implications of the items of business and to take decision thereon.

The Board recommends the above Resolution for approval of the Unsecured Creditor(s).

For **CMI Limited**

(Amit Jain)
Chairman Cum Managing Director
DIN : 00041300
Address : C-483, Yojna Vihar, New Delhi-110 092

Date : 22nd February, 2017
Place : New Delhi

13. Route Map for Venue of Extra-ordinary 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 20th April, 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 shareholders 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.

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SCHEME OF AMALGAMATION

BETWEEN

CMI Energy India Private Limited **Transferor Company**

AND

CMI Limited **Transferee Company**

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Part V	General Terms and Conditions
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Schedule-II	Illustrative (and not exhaustive) descriptive list of licenses, approvals, permissions, consents, registrations and certifications, rights, entitlements, agreements etc. of the Transferor Company
Schedule-III	Illustrative (but not exhaustive) descriptive list of all immovable assets including any other title, interest or right in such immovable assets, of the Transferor Company
Schedule -IV	Illustrative (and not exhaustive) list of all investments comprised in the Transferor Company
Schedule -V	Illustrative (and not exhaustive) list of all proprietary rights of Transferor Company including copyrights, patents, trade marks, designs, drawings, technical know how, technical data, computer software comprised in the Transferor Company
Schedule –VI	Description of SONEPAT LAND including any other title, interest, entitlement or right in said SONEPAT LAND of the Transferor Company

PART- I

A. Definitions

In this Scheme unless repugnant to the meaning or context thereof, the following expressions shall have the meaning as given to them below:-

(i) "**Acts"** means the Companies Act, 1956 as well as Companies Act, 2013 and rules and regulations framed thereunder including any statutory modifications or re-enactment or amendments thereof for the time being in force.

(ii) **"Appointed Date"** means 1st March, 2016 or such other date as may be proposed and approved by the [1] Hon'ble Regional Director (Northern Region) or Hon'ble National Company Law Tribunal (as the case may be) or as may be directed by the Hon'ble Regional Director (Northern Region) or Hon'ble National Company Law Tribunal.

[1] *Substitution of expression Hon'ble High Court with Hon'ble Regional Director (Northern Region) or Hon'ble National Company Law Tribunal post notification of the provisions of Section 233 of Companies Act, 2013*

(iii) **"Effective Date"** means the date on which the last of the approvals/ events specified in Clause 5 of Part V of the Scheme are obtained/ have occurred. The words "Scheme becoming effective" or similar words in the Scheme shall be construed accordingly.

(iv) **"Transferor Company"** or CMIEIPL means "CMI Energy India Private Limited", a Company incorporated under the Companies Act, 1956 and presently having its Registered Office at 501-503, New Delhi House, 27 Barakhamba Road, New Delhi – 110 001.

(v) **"Transferee Company"** or CMI means "CMI Limited", a Company incorporated under the Companies Act 1956 and having its Registered Office at Flat No. 501-503, 5th Floor, New Delhi House, 27 Barakhamba Road, New Delhi – 110 001.

(vi) **"Transferred Undertakings of Transferor Company"** means and include all of the undertakings of Transferor Company including those illustratively listed out and marked in **Schedule – I** hereto: -

(a) all the present and future assets including freehold and/ or leasehold assets and movable assets together with all investments, cash and bank balances, all present and future liabilities and debts and undertakings of the Transferor Company, as per the records of Transferor Company;

(b) All licenses, approvals, permissions, consents, registrations, registrations with customers, pre-qualifications, experience and credentials, benefits and certifications, rights, entitlements, municipal permissions, pending orders, business under procurement, agreements, subsidies, grants, concessions and all other rights and facilities of every kind, nature and description whatsoever of Transferor Company including those illustratively listed out and marked in **Schedule – II** hereto;

(c) All application monies, advance monies, earnest monies and/or security deposits paid, payments against other entitlements of the Transferor Company;

(d) All the debts, liabilities, duties, responsibilities and obligations of Transferor Company;

(e) All present and future immovable assets including all freehold, leasehold and any other title, interest or right in such immovable assets, of the Transferor Company as per the records of the Transferor Company including those illustratively listed out and marked in **Schedule – III** hereto;

(f) All present and future investments including long term, short term, quoted, unquoted investments in different instruments including shares, debentures, units, warrants, bonds etc. as per the records of the Transferor Company including those illustratively listed out and marked in **Schedule – IV**;

(g) All present and future proprietary, intellectual / incorporeal assets across the world, including all copyrights, patents, trade marks, designs, drawings, technical know how, technical data, computer software, of the Transferor Company including those illustratively listed out and marked in **Schedule - V**;

(h) All the past, present and future rights as pertaining to Sonepat Land (as defined hereinafter) and as vested with the Transferor Company and as illustratively listed out and marked in **Schedule – VI,** which has been acquired by the concerned Government Authorities

(i) All other rights, title, interests, other benefits (including tax benefits) tax holiday benefit, incentives (including but not limited to tax credits under the indirect taxes {i.e. ITC, CENVAT, etc.} and foreign trade related incentives), credits (including tax credits), Minimum Alternate Tax Credit entitlement (MAT Credit), tax losses, easements, privileges, liberties and advantages of whatsoever nature and wheresoever situate belonging to or in the ownership, power, possession, or control of or vested in or granted in favour of or held or enjoyed by the Transferor Company or in connection with or relating to the Transferor Company.

(vii) **"Scheme"** means this Scheme of Amalgamation as set out herein and approved by the Board of Directors of the Transferor Company and the Transferee Company however subject to such modifications as the [2] Hon'ble Regional Director (Northern Region) or Hon'ble National Company Law Tribunal may impose or the Transferor Company may prefer and the Hon'ble Regional Director (Northern Region) or Hon'ble National Company Law Tribunal may approve.

[2] Substitution of expression Hon'ble High Court with Hon'ble Regional Director (Northern Region) or Hon'ble National Company Law Tribunal post notification of the provisions of Section 233 of Companies Act, 2013

(viii) **"Sonepat Land"** means land parcel admeasuring 47 Kanal 1 Marla located at Khewat No. 80/74, Khatoni No.148, Rect. No. 21, Kila No. 9/1 (2-16), 12/1(5-0), 19(8-0), 22(7-11), admeasuring 23 Kanal 7 Marla; Khewat No. 85/83, Khatoni No.153, Rect. No. 21, Kila No. 12/2 (3-0), 13(6-4), 14(0-6), 18(8-0) admeasuring 17 Kanal 10 Marla and Khewat No. 90/85, Khatoni No. 161, Rect. No. 21, Kila No. 20/2(6-4), admeasuring 6 Kanal 4 Marla, situated at village Bad Malik, Tehsil and District Sonepat, Haryana.

B. THE SCHEME

Transferee Company – CMI Limited

CMI Limited (the Transferee Company herein) was incorporated under the name and style "Choudhari Metal Industries Private Limited" on 22nd day of June, 1967 under the Companies Act, 1956 before the office of the Registrar of Companies, NCT of Delhi and Haryana. Thereafter the Transferee Company changed it's name to CMI Private Limited which was approved by the office of Registrar of Companies, Delhi and Haryana vide a fresh certificate of Incorporation issued consequent on change of name on 7th November, 1985.

Thereafter the Company was converted into a deemed public limited company under the provisions of Sec 43A of Companies Act, 1956 on 15.06.1988.

Subsequently, at an Extra Ordinary General Meeting held on 10.04.1992 the Company changed it's Articles of Association by deleting the restrictions as prescribed under Sec 3(1)(iii) of Act and became a Public Limited Company under Sec 3(1)(iv) of the Companies Act, 1956.

The Corporate Identity Number (CIN) of the Transferee Company is L74899DL1985PLC018031.

In April 1993 the Company came out with it's Initial Public Offer (IPO) and was initially listed on Delhi Stock Exchange, Ahmedabad Stock Exchange and BSE Limited (BSE).

Presently the Transferee Company is listed on BSE and Delhi Stock Exchange and is engaged in the business of manufacturing of High Tension Power Cables, Control Cables, Instrumentation Cables, Jelly Filled Telecom Cables and many other specialty cables including Railway Signaling & Power Cables, Cables for Refineries, Cables for ISRO, etc.

Transferor Company –

CMI Energy India Private Limited

CMI Energy India Private Limited ("the Transferor Company") was incorporated on 19th August, 2006 under the name and style of Navratna Energy Cable Private Limited under the Companies Act, 1956 with the office of the Registrar of Companies, NCT of Delhi and Haryana. Thereafter the Transferor Company changed its name to Plaza General Cable Energy Private Limited which was approved by the office of Registrar of Companies, NCT of Delhi and Haryana vide a fresh Certificate of Incorporation issued consequent on change of name on 5th July, 2007. After that the Company again changed its name to General Cable Energy India Private Limited which was subsequently approved by the Registrar of Companies, NCT of Delhi and Haryana vide a fresh certificate of Incorporation consequent on change of name on 17th July, 2008. Thereafter again the name of Company has been changed to "CMI Energy India Private Limited" which was approved by the Registrar of Companies, NCT of Delhi and Haryana vide a fresh certificate of Incorporation issued consequent on change of name on 9th March, 2016.

The CIN of the Transferor Company is U31300DL2006FTC152190.

The Transferor Company has been carrying on the business of manufacturing, trading, marketing and selling of LV XLPE power & control cables, entire range of fire performance cables, specially instrumentation cables, MV cables up to 33KV, HV cables up to 132KV and slowly extend to working voltages up to 220KV, other specialty cables & high ampacity bare aerial conductors.

AMALGAMATION OF TRANSFERRED UNDERTAKINGS OF TRANSFEROR COMPANY WITH TRANSFEREE COMPANY

Transferor Company manufactures LV XLPE power & control cables, entire range of fire performance cables, specially instrumentation cables, MV cables up to 33KV, HV cables up to 132KV and slowly extend to working voltages up to 220KV, other specialty cables & high ampacity bare aerial conductors.

On 29th February, 2016 the Transferee Company acquired 100% Equity Share Capital of Transferor Company i.e. 1,25,31,623 (One Crore Twenty Five Lacs Thirty One Thousand Six Hundred and Twenty Three) Equity Shares of Rs.100/- each and as a result presently, the Transferor Company is a 100% subsidiary of the Transferee Company.

Hence for effective management and unified control of operations, improvement in the financial structure and better cash flow management of the merged entity as well as to avoid unnecessary duplication of various corporate functions, it is desirable to merge and amalgamate all the Transferred Undertakings of Transferor Company into the Transferee Company.

The amalgamation of all Transferred Undertakings of Transferor Company into the Transferee Company shall substantially reduce duplication of administrative responsibility and multiplicity of records and legal and regulatory compliances.

PART – II

SHARE CAPITAL

The capital structure of the Transferor Company and the Transferee Company is as under: -

The capital structure of the Transferor Company as at 31.3.2015 was as follows:

Share Capital		**As on 31.03.2015 (Amount in Rs.)**
Authorized Share Capital		
1,50,00,000	Equity Shares of Rs.100/- each	1,50,00,00,000
Issued, Subscribed and Paid up Share Capital		
1,13,81,623	Equity Shares of Rs.100/- each fully paid up	1,13,81,62,300

After 31st March, 2015, the Transferor Company has allotted 11,50,000 Equity Shares of Rs.100/- each to the then existing shareholders of the Company on 18th February, 2016 in proportion to their existing shareholding. Thereafter all the existing Equity Shares of the Transferor Company have been transferred to the Transferee Company and hence presently the Transferor Company is a 100% Subsidiary of the Transferee Company.

The capital structure of the Transferee Company as at 31.3.2015 was as follows:

Share Capital		**As on 31.03.2015 (Amount in Rs.)**
Authorized Share Capital		
2,50,00,000	Equity Shares of Rs.10/- each	25,00,00,000
Issued, Subscribed and Paid up Capital		
1,14,51,807	@Equity Shares of Rs.10/- each fully paid up	11,45,18,070
Add: Amount originally paid on forfeited shares		32,500
Total paid up capital as on 31.03.2015		11,45,50,570

@ The Transferee Company has forfeited 6,500 Equity Shares of Rs.10/- on which Rs.5/- has been paid up and the balance Rs.5/- had not been paid on 28.03.1997. The value (amount paid) of the forfeited Equity Shares in the books of the Transferee Company is Rs.32,500/-

After 31st March, 2015, the Transferee Company has allotted 19,25,650 Equity Shares of Rs.10/- each on preferential allotment basis on 14.08.2015 and 700,000 Equity Shares of Rs.10/- each upon conversion on warrants on 19.3.2016. Further, the Company had allotted 700,000 Warrants to the Promoter Group on 19.02.2015, which are pending for conversion. The present paid up capital of the Company, post conversion of the warrants on 19.3.2016 is Rs.14,07,74,570/- {Rupees Fourteen Crore Seven Lacs Seventy Four Thousand Five Hundred and Seventy only}.

IN CONSIDERATION OF THE RECIPROCAL PROMISES AND THE AMALGAMATION, THE TRANSFEROR COMPANY, AND ITS SHAREHOLDERS AND CREDITORS AND THE TRANSFEREE COMPANY HAVE PROPOSED THE SCHEME OF AMALAGAMATION AS SET OUT IN PARTS III TO V BELOW.

PART – III

TRANSFER OF TRANSFERRED UNDERTAKINGS OF TRANSFEROR COMPANY

DISSOLUTION WITHOUT WINDING-UP

1. (a) On the Scheme becoming effective, with effect from the Appointed Date, the Transferor Company shall dissolve without winding-up and merge with the Transferee Company and all of the assets, investments, licenses, rights, title and interests comprised in the Transferred Undertakings of Transferor Company shall pursuant to [3] Section 233 of the Companies Act, 2013 and without any further act or deed be transferred to and vested in or deemed to have been transferred to and vested in the Transferee Company so as to become as and from the Appointed Date, the estate, assets, license, rights, title and interest of the Transferee Company subject to Clause 5, Part V of the Scheme.

[3] Substituted the erstwhile provisions of the Companies Act, 1956 with applicable provisions of the Companies Act, 2013

ASSETS

(b) In respect of such of the assets of the Transferred Undertakings of Transferor Company as are movable in nature or incorporeal property or are otherwise capable of transfer by manual delivery or by endorsement and delivery, or transfer by vesting and recordal pursuant to this Scheme, the same on the Scheme becoming effective shall stand transferred and vested with effect from the Appointed Date and shall become the property of the Transferee Company.

(c) The Transferor Company acquired and owned Sonepat Land, which has been subsequently acquired by the concerned government authorities. Thereafter, Transferor Company has contested, challenged the compensation amount as well as acquisition of the said land, henceforth the Transferor Company is presently vested with various rights pertaining to said Sonepat Land in terms of the concerned laws and regulations as related or consequential to compulsory acquisition of the said land. Accordingly, upon the Scheme becoming effective all such rights as are vested with the Transferor Company in relation to Sonepat Land shall stand vested with the Transferee Company without any further act or deed and with effect from the date of inception of such respective rights. It shall be deemed that the ALL said rights as pertaining to Sonepat Land have arisen and vested in the hands of the Transferee Company from their respective initial date of arising or vesting of such rights.

LICENCES

2. (a) Upon the Scheme becoming effective all permits, registrations, approvals, consents, statutory licences, licences to set-up and operate any business worldwide, quotas, rights, entitlements, any other licenses including those relating to trademarks, tenancies, patents, copy rights, privileges, powers, facilities of every kind and description of whatsoever nature in relation to the Transferor Company including those illustratively listed out in **Schedule - II** hereto, to which the Transferor Company is a party or to the benefit of which the Transferor Company may be eligible and which are subsisting or having effect immediately before the Effective Date, shall be & remain in full force and effect in favour of or against the Transferee Company, as the case may be, and may be enforced as fully and effectually as if, instead of the Transferor Company the Transferee Company had been a party or beneficiary or obligee thereto, at all times.

AGREEMENTS, CONTRACTS, ETC.

(b) Upon the Scheme becoming effective and subject to the provisions of this Scheme, all contracts, agreements, arrangements and other instruments of whatsoever nature in relation to the Transferred Undertaking to which the Transferor Company is a party or to the benefit of which the Transferor Company may be eligible, and which are subsisting or have effect immediately before the Effective Date, shall be in full force and effect against or in favour of the Transferee Company and may be enforced as fully and effectually as if, instead of the Transferor Company the Transferee Company had been a party or beneficiary or obligee thereto.

(c) Any inter se contracts between the Transferor Company and the Transferee Company shall stand merged and vest in the Transferee Company upon the [4] registration of the Scheme and upon the Scheme becoming effective. Any statutory licenses, authorizations, statutory rights, permissions, approvals, Sales Tax, Service Tax, Excise, Provident Fund, ESI, DGFT, Reserve Bank of India, Importer-Exporter Code etc. or other registrations, no-objection certificates or consents to carry on the operations in the Transferred Undertakings of Transferor Company shall stand transferred and vested in the Transferee Company without any further act or deed, and shall be appropriately mutated by the statutory authorities concerned therewith in favour of the Transferee Company upon the vesting and transfer of the Transferred Undertakings of Transferor Company pursuant to this Scheme so as to empower and facilitate the continuation of operations of the Transferred Undertakings of Transferor Company in the Transferee Company smoothly and without any let or hindrance from the Appointed Date.

[4] The expression sanction substituted by expression registration in consonance with the provision of the Companies Act, 2013

OBLIGATIONS AND LIABILITIES

3. (a) All liabilities and obligations including the securities created and those arising out of any guarantees executed by Transferor Company will stand transferred and vested in the Transferee Company as part of the continuing contractual obligations vested in the Transferee Company.

(b) Upon the Scheme becoming effective, the debts including the securities created, advances, liabilities and obligations of the Transferor Company shall, without any further act or deed be and stand transferred to the Transferee Company and shall become the debts, liabilities and obligations of the Transferee Company which it undertakes to meet, discharge and satisfy.

(c) The Transferred Undertaking of the Transferor Company borrowed/ availed/ got sanctioned Secured Loans, which have been secured by creating charge/ mortgage/ lien/ hypothecation on different asset(s) of the Transferred Undertaking of Transferor Company. Upon the Scheme becoming effective all the Secured Loans (both fund based and non - fund based) as borrowed/ availed/ sanctioned as on the Effective Date shall

without any further act or deed stand transferred to the Transferee Company and all the securities so created by the Transferor Company on the various assets of the Transferred Undertaking shall continue on the same assets as are transferred/ vested in the Transferee Company and in the name of respective Bank/ Financial Institution/ Non-Banking Finance Company, as if originally created by the Transferee Company. All the relevant Charges on the assets of the Transferred Undertaking of Transferor Company with the office of Registrar of Companies, National Capital Territory of Delhi and Haryana shall stand transferred in the name of Transferee Company. The office of Registrar of Companies, National Capital Territory of Delhi and Haryana shall transfer all the relevant Charge ID's, as identified by the Transferor Company, in the name of Transferee Company upon the Scheme becoming effective.

(d) Further, the Transferee Company has availed Secured Loan by creating charge/ mortgage/ lien on the fixed assets of the Transferred Undertaking of the Transferor Company and also by way of pledge of Equity Shares of the Transferor Company. Upon the Scheme becoming effective, the relevant Charge on the fixed assets of the Transferred Undertaking of Transferor Company with the office of Registrar of Companies, NCT of Delhi and Haryana shall stand transferred in the name of Transferee Company. The office of Registrar of Companies, NCT of Delhi and Haryana shall transfer the relevant Charge ID, as identified by the Transferor Company, in the name of Transferee Company. Further, charge created on the Equity Shares of the Transferor Company shall stand cancelled as the Equity Shares of the Transferor Company will be no longer in existence.

(e) The Transferee Company may mutually settle the fresh security terms with respective lenders of the secured loan upon the Scheme becoming effective.

(f) The Transferee Company has disbursed loan & other amounts to the Transferor Company and same shall stand cancelled upon the Scheme becoming effective.

Upon the coming into effect of this Scheme, to the extent that there are inter-company loans, advances, deposits, balances and/or other obligations as between the Transferor Company and the Transferee Company, the same shall stand cancelled without any further act or deed and corresponding effect shall be given in the books of account and records of the Transferee Company for the reduction of any assets or liabilities as the case may be and there would be no accrual of interest or any other charges in respect of such inter-company loans, advances, deposits or balances, with effect from the Appointed Date.

LEGAL PROCEEDINGS

(g) With effect from the Appointed Date and upto and including the Effective Date, all legal or other proceedings by or against Transferor Company under any statute, or otherwise whether pending on the Appointed Date or which may be instituted in future in respect of any matter arising before the Effective Date shall be continued and enforced by or against Transferee Company after the Effective Date.

4. With effect from the Appointed Date and upto and including the Effective Date:

CONDUCT OF BUSINESS

(i) Transferor Company shall be deemed to have been carrying on all operations and activities relating to the Transferred Undertakings of Transferor Company on behalf of Transferee Company and stand possessed of the properties so to be transferred for and on account of and in trust for Transferee Company; and

(ii) all profits accruing to Transferor Company (including taxes, if any, thereon) or losses arising or incurred by it relating to the Transferred Undertakings of the Transferor Company shall for all purposes, be treated as the profits or taxes or losses as the case may be of Transferee Company.

5. The transfer and vesting of the assets/ investments and liabilities of the Transferred Undertakings of Transferor Company to the Transferee Company and the continuance of any proceedings by or against the Transferee Company hereof shall not affect any transaction or proceedings already completed by the Transferor Company on and from the Appointed Date to the end and intent that the Transferee Company accepts all acts, deeds and things done and executed by and/or on behalf of the Transferor Company as acts, deeds and things done and executed by and on behalf of the Transferee Company. For the consolidation of the accounts of Transferor Company with the Transferee Company after the Scheme becoming effective the opening balances under various heads of assets and liabilities of the Transferor Company, as on Appointed Date shall be considered by the Transferee Company.

TRANSFER OF EMPLOYEES AND WORKMEN

6. (a) All employees of the Transferor Company, if any, as on the Effective Date, shall as from such date, become employees of the Transferee Company with the benefit of continuity of service on same terms and conditions being not unfavorable with the terms and conditions applicable to such employees and without any breach or interruption of service. In regard to Provident Fund, Gratuity Fund, Superannuation fund or any other special fund created or existing for the benefit of such employees of the Transferor Company, upon the Scheme becoming effective, the Transferee Company shall stand substituted for the Transferor Company for all purposes whatsoever relating to the obligation to make contributions to the said funds in accordance with the provisions of such schemes or funds, and applicable acts in the respective Trust Deeds or other documents.

It is the aim and intent of the Scheme that all the rights, duties, powers and obligations of the Transferor Company in relation to such schemes or funds shall become those of the Transferee Company. It is clarified that the services of the employees of the Transferor Company will be treated as having been continuous for the purpose of the aforesaid schemes, fund, Trusts etc.

(b) In the event that the Trustees are constituted as holders of any securities, Trust funds or Trust monies, in relation to any Provident Fund Trust, Gratuity Trust or Superannuation Trust of the Transferor Company, such funds shall be transferred by such Trustees of the Trusts of the Transferor Company to Trusts managed by the Trustees of the Transferee Company set up for the same purpose and object and shall be deemed to be a transfer of trust property from one set of Trustees to another set of Trustees in accordance with the provisions of the relevant labour laws, Indian Trust Act, and the Indian Income Tax Act 1961 and relevant Stamp Legislations as applicable. Appropriate Deeds of Trusts and/or documents for transfer of Trust properties shall be simultaneously executed upon the [5] registration of the Scheme in accordance with the terms hereof by the Trustees of such Trusts in favour of the Trusts of the Transferee Company so as to continue the benefits of the employees. The Provident Fund Trust, Gratuity Trust or Superannuation Trusts of the Transferor Company shall continue to hold such securities, Trust Funds and/or Trust monies as hitherto fore, till such time as the transfer to the Trustees of the Transferee Company Employees Trusts is made.

[5] The expression sanction substituted by expression registration in consonance with the provision of the Companies Act, 2013

(c) The Transferee Company undertakes to continue to abide by any agreement(s)/settlement(s) entered into by the Transferor Company with employees of the Transferred Undertakings of the Transferor Company. The Transferee Company agrees that for the purpose of payment of any retrenchment, compensation, gratuity and other terminal benefits, the past services of such employees with the Transferor Company shall also be taken into account, and agrees and undertakes to pay the same as and when payable.

VEHICLES

7. Upon the Scheme becoming effective, all motor vehicles of any nature whatsoever comprised in or relatable to the Transferred Undertakings of Transferor Company shall vest in the Transferee Company and the appropriate Governmental and registration authorities shall mutate and register the said vehicles in the name of the Transferee Company as if the vehicles had originally been registered in the name of the Transferee Company without levying or imposing any fees, charges, taxes or levy whatsoever.

TAXES, DUTIES, CREDITS, ETC.

8. In accordance with the Modvat/ Cenvat Rules framed under the Central Excise Act, 1944, or the Service Tax Credit Rules framed under the Finance Act, 1994 or any other enactment, rules or provisions in this regard, as are prevalent at the time of the Scheme becoming effective, the unutilised credits relating to excise duties paid on inputs/capital goods lying to the account of the Transferred Undertakings of Transferor Company in the registers / records as well as the unutilised credits relating to service tax paid on input services consumed by the Transferor Company shall be permitted to be transferred to the credit of the Transferee Company, as if, all such Modvat/ Cenvat/ service tax credits were lying in the registers / records of the Transferee Company. The Transferee Company shall be entitled to set off all such unutilised Modvat/ Cenvat/ Service Tax credits, as aforesaid, against the excise duty / service tax payable by it and further Transferee Company is entitled to file any refund claims for taxes paid by Transferor Company on the interse sales of any assets from the appointed date and from the appointed date all such interse sale of assets shall be deemed to be a transfer by virtue of amalgamation.

The Transferor Company has got two manufacturing units at same location at "Village Bhatauli Khurd, Pargana Dharampur, Tehsil Nalagarh, Distt Solan (HP)" which are eligible for, amongst others, following tax and other benefits:-

The Manufacturing Unit I of Transferor Company is entitled to CST exemption by way of levy of subsidised CST rate of 1.50% instead of 2.00% till 31.03.2018, vide Notification No.EXN-F(5)-6/2006-Vol.I dated 01st April, 2013.

The Manufacturing Unit II of Transferor Company is entitled to exemption from complete excise duty vide Central Excise Notification No. 49/2003-CE and 50/2003-CE, both dated June 10, 2003. Unit-II is also entitled to CST exemption by way of levy of subsidised CST rate of 1.50% instead of 2.00% till 31.03.2018, vide Notification No.EXN-F(5)-6/2006-Vol.I dated 01st April, 2013.

Upon the Scheme becoming effective, all the above benefits, including any other benefits to which the Transferor Company is entitled or may be entitled, whether availed of or to be availed of, shall stand vested with the Transferee Company for their remainder period after the Appointed Date, without any further act or deed and all the respective government authorities shall extend full co-operation in order to allow the Transferee Company for effectively utilizing and enjoying the above said benefit(s) after the Scheme becoming effective.

Similarly upon the Scheme becoming effective, all the unutilised credits of Custom Duties including CVD, if any standing in the books and paid by Transferor Company shall be carried forward to the books of Transferee Company and the Transferee Company shall be entitled to set off all such unutilised credit of Custom Duty including CVD against any statutory duty or levy including Output Service Tax payable by it.

Upon the Scheme becoming effective, all the unutilised Value Added Tax credits standing in the books of Transferor Company shall be carried forward to the books of Transferee Company and the Transferee Company shall be entitled to set off all such unutilised Value Added Tax Credits against the Value Added Tax/ Output Service Tax payable by it or

may claim refund of such unutilised credits of Value Added Tax in terms of prescribed VAT Rules and further Transferee Company is entitled to file any refund claims for taxes paid by Transferor Company on the interse sales of any assets from the Appointed Date and from the Appointed Date all such inter-se sale of assets shall be deemed to be a transfer by virtue of amalgamation.

Similarly upon the Scheme becoming effective, all the advance/ surplus payments of Entry Tax, if any standing in the books and paid by Transferor Company shall stand carried forward to the books of Transferee Company without any further act or deed and the Transferee Company shall be entitled to set off all such advance/ surplus payments of Entry Tax against any statutory duty or levy payable by it.

9. The Transferor Company is entitled to various benefits such as Freight Subsidy, Capital Investment Subsidy, etc. under incentive schemes, statutes and policies relating to the Transferred Undertakings of Transferor Company and pursuant to this Scheme it is declared that the benefits under all of such incentive schemes, statutes and policies shall be transferred to and vested in the Transferee Company.

10. The Transferor Company is entitled to various benefits under vendor approvals, registrations with customers, pre-qualifications from various clients, experience and credentials, enabling the Transferor Company to do business with such clients pursuant to such vendor approvals etc. and pursuant to this Scheme it is declared that the benefits under vendor approvals/ customer registrations/ pre-qualifications/ credentials from various clients enabling the Transferor Company to do business with such clients pursuant to such Vendor Approvals etc. shall stand and be transferred to and vested in the Transferee Company as if all such Vendor Approvals etc. were in fact issued/given to the Transferee Company instead of the Transferor Company by such clients.

11. The Transferor Company is entitled to various benefits such as deduction under section 80IC, carry forward and set-off of Accumulated Losses & Unabsorbed Depreciation, etc. under direct tax laws including Income Tax Act, 1961, incentive schemes and policies, relating to the direct taxes for the benefit of the Transferred Undertakings of Transferor Company and pursuant to this Scheme it is declared that the benefits under all such direct tax laws including Income Tax Act, 1961 or such incentive schemes and policies shall be transferred to and vested in the Transferee Company, as if the Transferee Company was originally entitled for the same, to the extent permitted under the Income Tax Act, 1961. It is further declared that all the tax losses pertaining to the activities of the Transferor Company upto the Appointed Date will be transferred to the Transferee Company.

12. Without prejudice to the generality of the above, all benefits, incentives, losses (including but not limited to book losses, tax losses), book unabsorbed depreciation, tax unabsorbed depreciation, credits (including, without limitation income tax, minimum alternate tax, tax deducted at source, wealth tax, service tax, excise duty, central sales tax, applicable state value added tax, custom duty drawback, etc.) to which the Transferor Company is entitled to in terms of applicable laws, shall be available to and vest in the Transferee Company, upon the Scheme coming into effect.

13. The Transferor Company continuously keeps on taking various kinds of insurance policies in it's ordinary course of business. Upon the Scheme becoming effective all such insurance policies as outstanding and availed by the Transferor Company as on the Effective Date shall stand transferred and vested in favor of Transferee Company, with continuity of all rights and benefits, as if originally availed and taken by Transferee Company. Accordingly the respective Insurance Companies which have issued such insurance policies in favor of the Transferor Company, shall immediately on presentation of a copy of the Scheme as [6] registered by the [7] Hon'ble Regional Director (Northern Region) or National Company Law Tribunal (as the case may be), by the Transferee Company shall endorse and transfer such policies in favor of Transferee Company.

[6] *The expression sanctioned substituted by expression registered in consonance with the provision of the Companies Act, 2013*

[7] *Substitution of expression Hon'ble High Court with Hon'ble Regional Director (Northern Region) post notification of the provisions of Section 233 of Companies Act, 2013*

PART – IV

PAYMENT OF CONSIDERATION / ISSUE OF SHARES

1. The Transferor Company is a 100% subsidiary of the Transferee Company and hence the entire paid up share capital of Transferor Company i.e. 1,25,31,623 equity shares of the face value of Rs.100/- each aggregating to Rs.1,25,31,62,300/- are held by the Transferee Company in the Transferor Company. Since the provisions of the Act do not permit a Company to hold its own shares, upon dissolution of the Transferor Company under the terms of this Scheme, the afore-stated entire paid up capital comprising of 1,25,31,623 equity shares of the face value of Rs.100/- each aggregating to Rs.1,25,31,62,300/-held by the Transferee Company in the Transferor Company shall stand cancelled upon this Scheme becoming effective without any further act or deed. Accordingly the entire investment in the books of accounts of the Transferee Company on account of 1,25,31,623 Equity shares of the face value of Rs.100/- each of Transferor Company shall stand cancelled and written off / reversed in the accounts of the Transferee Company on the Scheme of Amalgamation becoming effective.

Part – V

GENERAL TERMS AND CONDITIONS

1 (a) The amalgamated Transferee Company upon the Scheme becoming effective shall draw up and finalise a consolidated Balance Sheet, as on the Appointed Date (hereinafter the "Consolidated Balance Sheet") which shall be the opening Balance Sheet of the amalgamated Transferee Company as on the Appointed Date. All the assets and liabilities of the Transferor Company as at the close of business on the day immediately preceding the Appointed Date would be recorded in the books of the Transferee Company at the respective book values as of the Appointed Date.

(b) Accounting treatment as specified in Accounting Standard (AS) 14, 'Accounting for Amalgamations', relating to amalgamation in the nature of merger in accordance with the provisions of 'Pooling of Interests Method' shall be followed.

(c) The balance of "Profit and Loss Account" in the books of account of the Transferor Company shall be disclosed separately in the financial statements of the Transferee Company under the head 'Reserves & Surplus' and then shall be aggregated with the balance of "Profit and Loss Account" of the Transferee Company.

(d) The reserves of the Transferor Company will be incorporated in the books of the Transferee Company in the same form as they appeared in the financial statements of the Transferor Company.

(e) The excess/ deficit, if any, of the value of investments and the book value of assets and liabilities so transferred, would be adjusted to the General Reserve Account in the books of the Transferee Company.

(f) Further, in case of any difference in accounting policy between the Transferor Company and the Transferee Company, the impact of the same till the amalgamation will be quantified and adjusted in the General Reserves of the Transferee Company, to ensure that the financial statements of the Transferee Company reflect the financial position on the basis of consistent accounting policy.

(g) The accounts of the Transferee Company as on the Appointed Date, as reconstructed in accordance with the terms of the Scheme shall be finalized on the basis of the Consolidated Balance Sheet as on the Appointed Date pursuant to this Scheme.

(h) The Transferee Company is expressly permitted to file/revise its Income Tax, Wealth tax, Service tax, Excise, VAT, Entry Tax and other Statutory Returns upon the scheme being Effective, notwithstanding the period of filing/revising such return may have lapsed and related Tax Deducted at Source (TDS) certificates & loss returns and related Tax Deducted at Source (TDS) certificates and to claim refunds, advance tax credits etc., on the basis of the combined accounts of the Companies as reflected in the Consolidated Balance Sheet as on the Appointed Date pursuant to the terms of this Scheme and its right to make such revisions in the Income Tax & loss returns and related TDS certificates and the right to claim refunds, adjustments, credits, set-offs, advance tax credits pursuant to the [8] registration of this Scheme and the Scheme becoming effective is expressly reserved.

[8] The expression sanction substituted by expression registration in consonance with the provision of the Companies Act, 2013

(i) Upon the Scheme becoming effective, the Authorized Share Capital of Transferor Company comprising of 1,50,00,000 (One Crore Fifty Lacs) Equity Shares of Rs.100/- each aggregating to Rs.150,00,00,000/- (Rupees One Hundred and Fifty Crores) shall stand carried forward and merged with the Authorized Share Capital of Transferee Company without any further act or deed and without any levy of fees, duty or charge. Accordingly, upon the Scheme becoming effective the Authorized Share Capital of the Transferee Company shall stand enhanced/ increased from Rs.25,00,00,000/- (Rupees Twenty Five Crores) divided into 2,50,00,000 (Two Crore Fifty Lacs) Equity Shares of Rs.10/- each to Rs.1,75,00,00,000/- (Rupees One Hundred and Seventy Five Crores) divided into 17,50,00,000 (Seventeen Crore Fifty Lacs) Equity Shares of Rs.10/- each. Upon the Scheme becoming effective, the office of Registrar of Companies, NCT of Delhi & Haryana shall immediately take effect of consolidation of Authorized Share Capital of Rs.150,00,00,000/- (Rupees One Hundred and Fifty Crores) of Transferor Company into the books of Transferee Company and enhance the Authorized Share Capital of Transferee Company from Rs.25,00,00,000/- (Rupees Twenty Five Crores) divided into 2,50,00,000 (Two Crore Fifty Lacs) Equity Shares of Rs.10/- each to Rs.1,75,00,00,000/- (Rupees One Hundred and Seventy Five Crores) divided into 17,50,00,000 (Seventeen Crore Fifty Lacs) Equity Shares of Rs.10/- each in its records and software. Upon the Scheme becoming effective the Transferee Company shall make suitable amendments to its Memorandum and Articles of Association to reflect the increase of the Authorized Share Capital. Upon the Scheme becoming effective the Transferee Company may file the requisite applications/forms without any fees, with the Registrar of Companies, NCT of Delhi & Haryana, New Delhi for the increase of its Authorized Capital from Rs.25,00,00,000/- (Rupees Twenty Five Crores) divided into 2,50,00,000 (Two Crores Fifty Lacs) Equity Shares of Rs.10/- each to Rs.1,75,00,00,000/- (Rupees One Hundred and Seventy Five Crores) divided into 17,50,00,000 (Seventeen Crores Fifty Lacs) Equity Shares of Rs.10/- each and the Registrar of Companies shall permit the Transferee Company to take credit of the entire fees already paid by the Transferor Company in this regard.

[9] The Transferee Company shall ensure due compliance of the provisions of Section 233(11) of Companies Act, 2013 with respect to carry forward of the Authorized Capital of the Transferor Company in the books and records of Transferee Company.

[9] The above para has been inserted in terms of the observation as received from the office of Registrar of Companies NCT of Delhi & Haryana vide their letter no. Comp/ROC/SB/2017/17977 dated 17.02.2017.

(j) Upon the Scheme of Amalgamation becoming effective the capital clause in the Memorandum of Association of the Transferee Company shall stand substituted and read as follows without any further act or deed:-

The Authorized Share Capital of the Company is Rs.1,75,00,00,000/- (Rupees One Hundred and Seventy Five Crores) divided into 17,50,00,000 (Seventeen Crore Fifty Lacs) Equity Shares of Rs.10/- each with power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special right, privileges or conditions as may determined by or in accordance with the Articles of Association of the Company and vary, modify amalgamate or abrogate any such right, privilege or condition in such manner as may for the time being be provided by the Articles of Association of the Company.

2 (a) Subject to above and upon the Scheme becoming effective, all permissions, licenses, approvals, incentives, experiences and credentials, vendor approvals/ customer registrations/ pre-qualifications from customers, remissions, tax-incentives, subsidies, grants, concessions, licence fees, consents, sanctions, and other authorizations to which the Transferor Company is entitled to and also which are comprised in the Transferred Undertakings of Transferor Company, shall stand vested and permitted or continued by the order of [10] registration of the [11] Hon'ble Regional Director (Northern Region) in the Transferee Company, therefore the Transferee Company shall file the Scheme, for the record of the statutory authorities who shall take it on file, pursuant to the sanction [12] registration orders of the [13] Hon'ble Regional Director or National Company Law Tribunal and affect changes as required to endorse/ replace or give benefit to the Transferee Company as if it was so entitled to all benefits and obligations as was the Transferor Company entitled to.

[10] The expression sanction substituted by expression registration in consonance with the provision of the Companies Act, 2013

[11] Substitution of expression this Hon'ble Court with the Hon'ble Regional Director (Northern Region) post notification of the provisions of Section 233 of Companies Act, 2013

[12] The expression sanction substituted by expression registration in consonance with the provision of the Companies Act, 2013

[13] Substitution of expression this Hon'ble Court with the Hon'ble Regional Director (Northern Region) post notification of the provisions of Section 233 of Companies Act, 2013

(b) Transferee Company is authorised to take all such steps on behalf of the Transferor Company, as may be necessary to give effect to the provisions contained in sub-clause (a) above.

[14]3. The Transferor Company is a 100% subsidiary of Transferee Company. Upon the Scheme becoming effective the entire shares held by Transferee Company in the Transferor Company shall stand cancelled, because a Company can't hold its own shares as detailed hereinabove. Hence after the Scheme becoming effective the Transferee Company shall not be required to issue any shares and its paid up capital will not be affected because of the Scheme.

[14] Part of Para 3 of the present part deleted as the same has become infructuous post notification of the provisions of Section 233 of Companies Act, 2013

All disputes and differences arising out of this Scheme shall be subject to the jurisdiction of the Hon'ble National Company Law Tribunal only.

DISSOLUTION OF CMI ENERGY INDIA PRIVATE LIMITED

4. i. Upon the Scheme being [15] registered Transferor Company shall stand dissolved without being wound up as on the Appointed Date and all their undertakings shall vest with Transferee Company.

[15] The expression sanctioned substituted by expression registered in consonance with the provision of the Companies Act, 2013

ii. Upon the Scheme becoming effective all the immovable properties of the Transferor Company including land, building, plant and machinery shall stand vested with the Transferee Company and further the Transferor Company being 100% subsidiary of the Transferee Company, therefore such vesting of all the immovable properties shall not be subject to levy of any stamp duty, registration fees, transfer charges or any other fees or levy in this regard. Henceforth all the authorities including without limitation the office of sub-registrar, tehsildar and revenue authorities under whose jurisdiction the immovable properties of the Transferor Company are located shall immediately and without any demur as well as without any levy of any duty, fees, charges, levies or any other kind of charges shall effect transfer/mutation of all the immovable properties of Transferor Company in favor of the Transferee Company merely on presentation of the present Scheme of Amalgamation as registered by the [16] Hon'ble Regional Director (Northern Region) / Tribunal.

[16] *Substitution of expression Hon'ble Court with Hon'ble Regional Director (Northern Region) post notification of the provisions of Section 233 of Companies Act, 2013*

iii. Upon the Scheme becoming effective the Transferee Company shall take effect of the amalgamation of all the Transferred Undertakings of Transferor Company in its Books of Accounts in accordance with the provisions of Accounting Standard 14 on the accounting of amalgamations, as notified by the Ministry of Corporate Affairs vide their notification no. G.S.R. 739 (E) dated 7th December 2006 and as may be amended from time to time and/or subject to such other Accounting Standards as may applicable on the Effective Date of Scheme for the drawl of Financial Statements of the Transferee Company for the Financial Year 2015-16.

EXPENSES CONNECTED WITH THE SCHEME

iv. The entire expense for the Scheme shall be borne by Transferee Company.

BANK ACCOUNTS

v. Upon the Scheme becoming effective and without any further act or deed, the title of all Bank Accounts being maintained by the Transferor Company shall automatically stand changed/transmitted in favor of Transferee Company and the said bank accounts will be run and maintained with same signatories structure and as if opened originally by the Transferee Company.

EFFECTIVENESS OF THE SCHEME

5. This Scheme shall be deemed to be effective upon the occurrence of the last of the following events: -

(a) The approval of the Scheme by the requisite majority of the members and creditors of the Transferor Company, as the case may be, as required under [17] Section 233 of Companies Act, 2013.

(b) The [18] registration of the Scheme by the [19] Hon'ble Regional Director (Northern Region) or Hon'ble National Company Law Tribunal under [20] Section 233 of Companies Act, 2013 and other applicable provisions of the Act, Rules and Regulations, as the case may be.

(c) Certified copies of the order of [21] Hon'ble Regional Director (Northen Region) or National Company Law Tribunal being filed with the Registrar of Companies, NCT of Delhi & Haryana for registration thereof.

[17] *Substituted the erstwhile provisions of the Companies Act, 1956 with applicable provisions of the Companies Act, 2013*

[18] *The expression sanction substituted by expression registration in consonance with the provision of the Companies Act, 2013*

[19] *Substitution of expression Hon'ble High Court with Hon'ble Regional Director (Northern Region) or Hon'ble National Company Law Tribunal post notification of the provisions of Section 233 of Companies Act, 2013*

[20] *Substituted the erstwhile provisions of the Companies Act, 1956 with applicable provisions of the Companies Act, 2013*

[21] *Substitution of expression Hon'ble High Court with Hon'ble Regional Director (Northern Region) post notification of the provisions of Section 233 of Companies Act, 2013*

SCHEDULE I

Illustrative (and not exhaustive) descriptive list of the Transferred Undertakings of the Transferor Company

All of the business(es) and undertaking(s) of the Transferor Company located at Village Bhatauli Khurd, Pargana Dharampur, Tehsil Nalagarh, Distt Solan (HP) and land admeasuring about 20 Acres and bound by ABBOTT HEALTH CARE LTD. TO NORTH, OTHERS LAND / OPEN PLOT TO SOUTH, BIRLA TEXTILE LTD. TO EAST AND VARDHAMAN TEXTILES TO WEST and including but not limited to all the rights, title and interest in all immovable, movable, plant & machinery and incorporeal assets, whether free-hold, leasehold or licensed as mentioned above in the businesses of the Transferor Company including all other statutory licenses, approvals and registrations, vendor approvals/ customer registrations/ pre-qualifications from customers, experience and credentials (as may be necessary to operate or continue the businesses or otherwise) and all rights in any licences/ permissions issued by any Governmental authority/regulatory bodies to set up and operate any of the businesses of the Transferor Company either directly or indirectly through its Indian or overseas subsidiary, entities, liaison offices, branches or group companies or through any other person or entity and also all rights of ownership, whether owned or licensed in relation to any trade name, trading style and any other intellectual property of any nature whatsoever.

All the rights, titles entitlements and any other privileges as flowing from the Sale Deed No. 155 dated 06.03.2009 shall vest with the Transferee Company on the Scheme of Amalgamation becoming effective.

SCHEDULE II

Illustrative (and not exhaustive) descriptive list of licenses, approvals, permissions, consents, registrations and certifications, rights, entitlements, agreements etc. of the Transferor Company

1. Statutory permissions, which are common to the operations of both Unit I and Unit II of the Transferor Company are listed below:-

S. No	Particulars	Certificate/ Registration No.
1.	Permanent Account No. {PAN} issued by Income Tax Authorities	AACCN3799E
2.	TDS Account No. {TAN} issued by Income Tax Authorities	DELN08019E
3.	Importer Exporter Code	0507028295
4.	TIN issued by Excise and Taxation Department, Government of Himachal Pradesh	02030100453
5.	ESI Registration issued by Regional Office, Employee State Insurance Corporation	14000440620000506
6.	Provident Fund Registration Code No. issued by Office of the Regional Provident Fund Commissioner	HR/GGN/28689
7.	Registration certificate issued under Punjab Shop and Commercial Establishments Act, 1958	PSA/REG/GGN/L 1-GGN-4-11/0101334
8.	DNV Business Assurance Management System certificate to confirm the quality Management System Standard : ISO 9001:2008	101456-2011-AQ-IND-RvA Rev. 01

2. Unit wise permissions for both Unit I and Unit II of the Transferor Company are listed below:-

Unit I

S. No	Particulars	Certificate/ Registration No.
1.	Service Tax Registration	AACCN3799EST003
2.	Central Excise Registration issued by CBEC	AACCN3799EEM002
3.	Factory License under Factories Act, 1948	L & E (Fac) 9-137/11
4.	NOC from Directorate of Fire Services, Shimla – 2 (Himachal Pradesh)	IIOM (FS)(IIQ)6-10/76-XL-Sml, NOC dated 27.09.2014
5.	Certificate of Registration with Government of Himachal Pradesh Labour Department - under rule 18(1) of Contract Labour (Regulation & Abolition) Central Rules	L.O.(Baddi)CLA-P.E- 243/ 2009 dated 09.07.2009
6.	Authorization accorded by H.P. Pollution Control Board under Rule 5 of Hazardous Waste (Management, Handling and Transboundary Movement) Rules, 2008 of Environment (Protection) Act, 1986 for operating a facility for generation and storage of Hazardous Wastes at the premises situated at Baddi.	B-006/11
7.	Consent accorded by H.P Pollution Control Board, Shimla to operate for manufacturing of Wire, Cable & Conductor at Village Bhatautikhurd under the provisions of Water Act, 1974/ Air Act, 1981	PCB (1233) M/s. General Cable Energy Unit-I (12175)2013-22875-79 dated 20.2.2013
8.	Bureau of Indian Standards - IS 694: 1990 for PVC Insulated cables for working voltage up to and including 1100 V	CML/NO-9927610
9.	Bureau of Indian Standards - IS 1554: Part 1: 1988 for PVC Insulated (Heavy Duty) electric cables: Part 1 for working voltage up to and including 1100 V	CML/NO-9929513
10.	Bureau of Indian Standards - IS 7098 : Part-2 : 1985 for Cross linked polyethylene insulated PVC sheathed cables: Part 2 for working voltage from 3.33 kV up to and including 33 kV	CML/NO-9932401
11.	Bureau of Indian Standards – IS 7098 : Part-3 : 1993 for Cross linked polyethylene insulated thermoplastic sheathed cables: Part 3 for working voltage from 66kV up to and including 220kV	CML/NO-4820866
12.	Bureau of Indian Standards – IS 398 Part-2 : 1996 for Aluminum Conductors for overhead transmission purpose: Part 2Aluminium Conductors, Galvanized Steel reinforced	CML/NO-9995021

Unit II

S. No	Particulars	Certificate/ Registration No.
1.	Service Tax Registration	AACCN3799EST004
2.	Factory License under Factories Act, 1948	L & E (Fac) 9-183/11
3.	NOC from Directorate of Fire Services, Shimla – 2 (Himachal Pradesh)	IIOM (FS) (IIQ) 6-10/ 76-XL-Sml, NOC- dated 17.07.2014
4.	Certificate of Registration with Government of Himachal Pradesh Labour Department - under rule 18(1) of Contract Labour (Regulation & Abolition) Central Rules	L.O.(Baddi) CLA-P.E- 367 dated 18.01.2012
5.	Authorization accorded by H.P. Pollution Control Board under Rule 5 of Hazardous Waste (Management, Handling and Transboundary Movement) Rules, 2008 of Environment (Protection) Act, 1986 for operating a facility for generation and storage of Hazardous Waste in the premises situated at Baddi.	B-088/09
6.	Consent accorded by H.P Pollution Control Board, Shimla to operate for manufacturing of Wire, Cable & Conductor at Village Bhatautikhurd under the provisions of Water Act, 1974/ Air Act, 1981.	PCB (1250) General Cable Energy Unit-II/ 2009
7.	Bureau of Indian Standards – IS 694:1990 for PVC Insulated cables for working voltage up to and including 1100 V	CML/NO-9786618

3. All other registrations received from statutory and regulatory authorities including from the sales tax department, income tax department, VAT, Entry Tax, excise and service tax departments, the labour departments, Shop and Establishment Department and any registration/recognition under any central or local By-Laws, Rules, Regulations, Stipulations or Acts Government of India or any State.

SCHEDULE III

Illustrative (and not exhaustive) descriptive list of all immovable assets including any other title, interest or right in such immovable assets, of the Transferor Company.

Freehold Properties

1. Manufacturing premises as located at Village Bhatauli Khurd, Pargana Dharampur, Tehsil Nalagarh, Distt Solan (HP) and admeasuring 20 Acres and bound by ABBOTT HEALTH CARE LTD. TO NORTH, OTHERS LAND / OPEN PLOT TO SOUTH, BIRLA TEXTILE LTD. TO EAST AND VARDHAMAN TEXTILES TO WEST including without limitation all the Building Blocks, Manufacturing Sheds, Open Land, all fixtures and fittings as installed thereat, etc.

2. The details of the Land Parcel as owned by the Transferor Company in revenue village Bhatoli Khurd is stated herein below

S. No.	Khasra No.	Land Measuring Bighas - Biswas	Khewat No. / Khatauni No.
1.	77	01-00	66-67
2.	80/2	02-50	
3.	80/3	-	
4.	81	04-13	
5.	92	01-12	
6.	93	10-03	
7.	82/2	06-05	
8.	83/02	04-05	
9.	88/02	04-15	
10.	89	09-14	
11.	411/78	13-00	
12.	412/97	01-16	
13.	416/98	01-08	
14.	413/97	03-04	
15.	414/98	00-13	
16.	99	02-11	
17.	103	00-06	
18.	420/104	08-06	
19.	415/98	03-04	
20.	101	11-00	
21.	102	02-17	
22.	75	05-08	56/57
23.	76	06-16	
24.	79	02-06	
Total		107-07	

The Transferor Company exchanged from the above land parcel Khasra No. 88/02/1(0-6 Bigha) 89/1(3-17) Kita – 2 total area admeasuring 4-3 bigha with Khasra no. 94 measuring 2-6 bigha and khasra no. 100 area measuring 1-17 bighas kita-2 total measuring 4-3 bighas, with Government of Himachal Pradesh vide order dated 29.07.2011 of the Special Secretary (Revenue) Government of Himachal Pradesh.

SCHEDULE IV

Illustrative (and not exhaustive) list of all investments comprised in the Transferor Company –

S. No.	Fixed Deposit Details					
	Date	No.	Rate of Interest	Principal Amount	Period	Date of Maturity
1.	29-2-2016	522336 66970	5.5%	1, 00,00,00 0.00	1 Year	28-12-2017
2.	18-1-2016	SBL 014424	7.50%	22,00,000. 00	11 Months	18-12-2016
3.	18-1-2016	SBL 014425	7.50%	3,00,000.0 0	11 Months	18-12-2016
4.	22-12-2015	SBL 011338	7.51%	50,00,000. 00	7 Months	22-7-2016
5.	30-06-2015	522336 54476	8.10%	47,561.00	305 Days	30-4-2016
6.	22-05-2014	522330 36993	7.25%	33,701.73	5 Years	22-5-2019

SCHEDULE V

Illustrative (and not exhaustive) list of all proprietary rights of Transferor Company including copyrights, patents, trade marks, designs, drawings, technical know how, technical data, computer software comprised in the Transferor Company.

NIL

SCHEDULE VI

Illustrative (and not exhaustive) description of SONEPAT LAND including any other title, interest, entitlement or right in said SONEPAT LAND of the Transferor Company.

A. Khewat No. 80/74, Khatoni No.148, Rect. No. 21, Kila No. 9/1 (2-16), 12/1(5-0), 19(8-0), 22(7-11), admeasuring 23 Kanal 7 Marla, situated at village Bad Malik, Tehsil and District Sonepat, Haryana;

B. Khewat No. 85/83, Khatoni No.153, Rect. No. 21, Kila No. 12/2 (3-0), 13(6-4), 14(0-6), 18(8-0) admeasuring 17 Kanal 10 Marla, situated at village Bad Malik, Tehsil and District Sonepat, Haryana

C. Khewat No. 90/85, Khatoni No. 161, Rect. No. 21, Kila No. 20/2(6-4), admeasuring 6 Kanal 4 Marla, situated at village Bad Malik, Tehsil and District Sonepat, Haryana

D. All the rights, titles entitlements and any other privileges as flowing from the conveyance deed No. 584 dated 16.04.2007 and conveyance deed No. 1168 dated 18.03.2008.

FORM NO. CAA.10

[Pursuant to section 233(1)(c) and rule 25(2)]

Declaration of solvency

1.	(a)	Corporate identity number (CIN) of company :	L74899DL1967PLC018031
	(b)	Global location number (GLN) of company:	-
2.	(a)	Name of the company:	CMI Limited
	(b)	Address of the registered office of the company:	Flat No. 501-503,5th Floor, New Delhi House, 27, Barakhamba Road, New Delhi-110001
	(c)	E-mail ID of the company:	info@cmilimited.in, cmics@cmilimited.in
3.	(a)	Whether the company is listed:	Yes
	(b)	If listed, please specify the name(s) of the stock exchange(s) where listed:	Bombay Stock Exchange Limited and National Stock Exchange of India Limited
4.	Date of Board of Directors' resolution approving the scheme		30th March, 2016 and 16th January, 2017 (Post the Notification of Section 233 of Companies Act, 2013)

Declaration of solvency

We, the directors of M/s CMI Limited do solemnly affirm and declare that we have made a full enquiry into the affairs of the company and have formed the opinion that the company is capable of meeting its liabilities as and when they fall due and that the company will not be rendered insolvent within a period of one year from the date of making this declaration.

We append an audited statement of company's assets and liabilities as at 30.09.2016 being the latest date of making this declaration.

We further declare that the company's audited annual accounts including the Balance Sheet have been filed upto date with the Registrar of Companies, NCT of Delhi & Haryana

Signed for and behalf of the board of directors

sd/- Signature Amit Jain	sd/- Signature V. K. Gupta	sd/- Signature Ramesh Chand	sd/- Signature Pyare Lal Khanna	sd/- Signature Manoj Bishan Mittal	sd/- Signature Kishor Punamchand Ostwal	sd/- Signature Archana Bansal
Chairman cum Managing Director	Director 23-01-17 New Delhi	Director 23-01-17 New Delhi	Director 23-01-17 New Delhi	Director 28-01-17 Mumbai	Director 28-01-17 Mumbai	Director 23-01-17 New Delhi

23-01-17
New Delhi

Verification

We solemnly declare that we have made a full enquiry into the affairs of the company including the assets and liabilities of this company and that having done so and having noted that the scheme of merger or amalgamation between CMI Limited {"Transferee Company"} and CMI Energy India Private Limited {"Transferor Company"} is proposed to be placed before the shareholders and creditors of the company for approval as per the provisions of sub-section of (1) of section 233 of the Companies Act, 2013, we make this solemn declaration believing the same to be true.

Verified this day of the 23-01-17 and 28-01-2017.

sd/-	sd/-	sd/-	sd/-	sd/-	sd/-	sd/-
Signature Amit Jain	Signature V. K. Gupta	Signature Ramesh Chand	Signature Pyare Lal Khanna	Signature Manoj Bishan Mittal	Signature Kishor Punamchand Ostwal	Signature Archana Bansal
Chairman cum Managing Director	Director 23-01-17 New Delhi	Director 23-01-17 New Delhi	Director 23-01-17 New Delhi	Director 28-01-17 Mumbai	Director 28-01-17 Mumbai	Director 23-01-17 Delhi

23-01-17
New Delhi

Solemnly affirmed and declared at New Delhi and Mumbai the day of 23-01-17 and 28-01-2017 before me.

Commissioner of Oaths and
Notary Public

Attachments:

(a) Copy of board resolutions
(b) Statement of assets and liabilities
(c) Auditor's report on the statement of assets and liabilities

ANNEXURE

Statement of assets and liabilities as at 30-09-2016

Name of the Company: CMI Limited

(Amount in Lacs)

S. No.	Particulars	Book Value	Estimated Realisable value
1.	Balance at Bank	601.93	601.93
2.	Cash in hand	11.04	11.04
3.	Marketable securities	-	-
4.	Bills receivables	-	-
5.	Trade debtors	9354.66	9354.66
6.	Loans & advances	11808.99	11808.99
7.	Unpaid calls	-	-
8.	Stock-in-trade	-	-
9.	Work in progress includes Raw Materials, Finished Goods & Store and Spares	4677.22	4677.22
10.	Freehold property	568.00	1045.00
11.	Leasehold property	-	-
12.	Plant and Machinery	1092.44	1092.44
13.	Furniture, fittings, utensils, etc.	29.23	29.23
14.	Patents, trademarks, etc.	-	-
15.	Investments other than marketable securities	48.83	48.83
16.	Other property	485.32	485.32
	Total	28677.66	29154.66

Liabilities

Estimated to rank for payment
(to the nearest rupee)

S. No.	Particulars	Amount in Lacs
1.	Secured on specific asset	5285.06
2.	Secured by floating charge(s)	3859.68
3.	Estimated cost of liquidation and other expenses including interest accruing until payment of debts in full.	NA
4.	**Unsecured creditors (amounts estimated to rank for payment)**	
	(a) Trade accounts	5364.34
	(b) Bills payable	1097.44
	(c) Accrued expense	582.31
	(d) Other liabilities	3155.12
	(e) Contingent liabilities	1439.73
	Total	20783.68
	Total estimated value of assets	29154.66
	Total Liabilities	20783.68
	Estimated surplus after paying debts in full	8370.98

Remarks: Nil

Signature	Signature	Signature	Signature	Signature	Signature	Signature
Amit Jain	V. K. Gupta	Ramesh Chand	Pyare Lal Khanna	Manoj Bishan Mittal	Kishor Punamchand Ostwal	Archana Bansal
Chairman cum Managing Director	Director	Director	Director	Director	Director	Director
23-01-17 New Delhi	23-01-17 New Delhi	23-01-17 New Delhi	23-01-17 New Delhi	28-01-17 Mumbai	28-01-17 Mumbai	23-01-17 New Delhi

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF CMI LIMITED HELD ON WEDNESDAY, 30TH DAY OF MARCH 2016, AT THE REGISTERED OFFICE OF THE COMPANY, AT FLAT NO. 501-503, 5TH FLOOR, NEW DELHI HOUSE, 27 BARAKHAMBA ROAD, DELHI – 110 001 AT 11:30 A.M.

CONSIDERATION & APPROVAL OF SCHEME OF AMALGAMATION

The Chairman stated that the Company has recently acquired entire shareholding of CMI Energy India Private Limited and laid before the Board a proposal of Amalgamation of CMI Energy India Private Limited (the "Transferor Company") with CMI Limited (the "Transferee Company" or the "Company") to facilitate the consolidation of all the undertakings of Transferor Company for effective management and unified control of affairs, improvement in the financial structure and better cash flow management of the merged entity as well as to avoid unnecessary duplication of various corporate functions.

The Chairman further stated CMI Energy India Private Limited is engaged in the business of manufacturing, trading, marketing and selling of wires and cables and the said business is in synergy with the business of the Company.

In order to eliminate multiple accounting and legal compliances as well as integrate the affairs of both the Companies and consequently benefit from the economies of scale as well as improved and consolidated cash flows, the amalgamation and merging of the undertakings of CMI Energy India Private Limited with the Company is proposed.

The Members of the Board deliberated on the proposal in detail and thereafter arrived at the conclusion that the proposed Amalgamation of the undertakings of the CMI Energy India Private Limited will be in the interest of the Company.

He then drew the attention of the Board towards the draft Scheme of Amalgamation placed at the table of the Meeting for perusal, consideration and approval.

The Board considered the matter of approving the Scheme of Amalgamation and passed the following resolutions unanimously:

A. APPROVAL OF THE SCHEME OF AMALGAMATION

"RESOLVED

a) **THAT** pursuant to the provisions of Section 391 to 394 of the Companies Act, 1956 and all other applicable provisions, if any, of the Companies Act, 1956 as well as the provisions of Companies Act, 2013, as and when the said provisions become applicable (hereinafter collectively referred to as "Acts") and subject to the necessary sanction(s), approval(s), confirmation(s) of BSE and/or Securities Exchange Board of India and of the Hon'ble High Court of Delhi at New Delhi or National Company Law Tribunal, the proposed Scheme of Amalgamation by and between CMI Energy India Private Limited (Transferor Company) and CMI LIMITED (Transferee Company) with effect from **1.03.2016** being the **Appointed Date** upon and subject to the terms and conditions as contained in the Scheme of Amalgamation be and is hereby approved.

b) **THAT** in the opinion of the Board of Directors, the said Scheme of Amalgamation would be advantageous and beneficial to the Members of both the Companies and that the terms thereof are fair and reasonable and the Scheme of Amalgamation will enable the consolidation of the affairs of the Transferor Company into the Transferee Company.

c) **THAT** any one of Mr. Amit Jain, Chairman cum Managing Director, Mr. Vijay Kumar Gupta, Whole Time Director, Mr. Subodh Kumar Barnwal, Company Secretary of the Company and Mr. GD Takkar, Chief Financial Officer of the Company {herein after referred to as "Authorized Persons"} be and are hereby authorized severally to take such steps as may be necessary under the Acts and all other statues and to carry into effect the aforesaid Scheme of Amalgamation.

d) **THAT** any one of the "Authorized Persons" of the Company be and are hereby authorized severally :

(i) to move/initiate appropriate proceedings before the Hon'ble High Court of Delhi, at New Delhi OR National Company Law Tribunal for giving effect to the said Scheme of Amalgamation under Section 391 to 394 of the Companies Act, 1956 or corresponding provision of Companies Act, 2013, as and when the same may become effective and also in accordance with the Scheme of Amalgamation as placed at the table of the Meeting before the Board and further which may be approved by BSE/ Designated Stock Exchange and/or Securities Exchange Board of India, with amendments, if any;

(ii) to file applications, affidavits, petitions, pleadings, or proceedings incidental & consequential or deemed necessary or useful in connection with the above proceedings and to engage counsel(s), advocate(s), solicitor(s), professional(s), Chartered Accountants, Company Secretaries and to sign and execute Vakalatnama/ Power of Attorney/ Letter of Authority, wherever necessary and to do all acts and things necessary, consequential or incidental to the said proceedings for obtaining confirmation by the Hon'ble High Court of Delhi, at New Delhi OR National Company Law Tribunal of the said Scheme of Amalgamation;

(iii) to seek dispensation from the Hon'ble High Court of Delhi, at New Delhi from approaching the Hon'ble High Court with respect to the Company as the present Scheme is not a Scheme qua the Shareholders as well as Secured Creditors and Unsecured Creditors of the Company, since the entire paid up capital of the Transferor Company shall stand cancelled as the Transferor Company is

a Wholly Owned (100%) Subsidiary of the Company and further the Company shall not be required to issue any new Equity Shares upon the Scheme of Amalgamation becoming effective.

(iv) to effect, accept, agree, move and/or propose any appropriate amendment(s)/ modification(s) to the said Scheme of Amalgamation, Application(s), Petition(s) and/or any other document(s) or paper(s) as may be proposed by the Company ;

(v) to accept, effect, agree and/or carry out any alteration(s), change(s), deletion(s), amendment(s), etc., in Scheme of Amalgamation or any of the aforesaid documents or any other documents in connection with the said Scheme of Amalgamation as may be required by BSE/ Designated Stock Exchange or Securities Exchange Board of India or Hon'ble High Court or National Company Law Tribunal or by Central Government or by any other authorities as aforesaid or as may be deemed expedient or necessary by the said officials, keeping in view the interest of the Company;

(vi) to service a copy of the draft scheme, scheme, complete paper book along with all replies, e-forms, submissions, explanations, statutory records including registers, before the office(s) of BSE and/ or Securities Exchange Board of India, Registrar of Companies NCT of Delhi & Haryana, at New Delhi, Regional Directorate (Northern Region), Ministry of Corporate Affairs and the Office of Official Liquidator, as attached to Hon'ble High Court of Delhi at New Delhi in the course of obtaining sanction to the Scheme of Amalgamation;

(vii) to file the orders of the Hon'ble High Court of Delhi at New Delhi or National Company Law Tribunal under e- form INC-28 or under any other prescribed e-form before the office of Registrar of Companies, NCT of Delhi & Haryana, at New Delhi in the course of implementation of the Scheme of Amalgamation and

(viii) to take all steps necessary, consequential, incidental and/or considered appropriate with regard to the above applications and petitions and for implementation of the orders passed thereon and generally for putting the Scheme of Amalgamation into effect and/ or completing/ implementing the Scheme.

(ix) to carry out the mutation/ transfer/ endorsement/ confirmation/ validation/ registration of all the permission(s), registration(s), certificate(s), license(s), consent(s), right(s), entitlement(s), agreement(s) and all other rights and facilities of every kind, nature of the Transferor Company in favor of Transferee Company after the Scheme of Amalgamation becomes effective.

RESOLVED FURTHER THAT any one of the "Authorized Persons" of the Company be and are hereby severally authorized to sub-delegate any of the above powers to any officials of the Company or external professionals by executing a Power of Attorney/ Letter of Authority and to do all such other acts, deeds, matters and things as are necessary, incidental, consequential for giving effect to the above resolutions.**"**

B. <u>OBTAINING CONSENT OF SECURED CREDITORS/ UNSECURED CREDITORS OF THE COMPANY</u>

"RESOLVED THAT any one of Mr. Amit Jain, Chairman cum Managing Director, Mr. Vijay Kumar Gupta, Whole Time Director, Mr. Subodh Kumar Barnwal, Company Secretary of the Company and Mr. GD Takkar, Chief Financial Officer of the Company (hereinafter referred to as "Authorized Persons") be and are hereby authorized severally to compile a list of Shareholders, Secured Creditors and Unsecured Creditors of the Company at a cutoff date reasonably before filing of the first motion before the Hon'ble Delhi High Court and make an attempt to seek consent of the Secured Creditors and Unsecured Creditors to the extent possible for the proposed Scheme of Amalgamation and eventually for seeking dispensation from convening of their meetings from the Hon'ble High Court of Delhi **OR** seek directions of the Hon'ble Court for convening of the meetings of all the above categories including Shareholders/Secured Creditors/Unsecured Creditors in accordance with the provisions of Company Court Rules, 1959 **OR** seek dispensation from the Hon'ble High Court of Delhi at New Delhi from approaching the Hon'ble High Court as the present Scheme of Amalgamation is not a Scheme qua the shareholders as well as both Secured Creditors and Unsecured Creditors of the Company, because the Transferor Company is a 100% Subsidiary of the Company and post the Scheme of Amalgamation becoming effective, the Company shall not be required to issue any Equity Shares as entire paid up capital of the Transferor Company shall stand cancelled.

RESOLVED FURTHER THAT any one of the "Authorized Persons" of the Company be and are hereby further authorized severally to do all such acts, deeds and things including without limitation coordinating with the court appointed Chairman(s) for the conduct of said meetings, which are incidental, necessary and/or consequential for successfully conducting the meetings of all classes for obtaining their consent to the proposed Scheme of Amalgamation **OR** seeking no objection of the both Secured Creditors and Unsecured Creditors and eventually seeking dispensation of their meetings **OR** seeking dispensation for the Company from seeking confirmation of the Hon'ble High Court of Delhi with respect to the present Scheme of Amalgamation.**"**

C. AUTHORIZATION TO MR. RAJIV KUMAR ADLAKHA AND MRS. SHOBHA ADLAKHA, COMPANY SECRETARIES IN WHOLE TIME PRACTICE TO REPRESENT THE COMPANY BEFORE THE AUTHORITIES IN CONNECTION WITH THE SCHEME OF AMALGAMATION.

"RESOLVED THAT Mr. Rajiv Kumar Adlakha and Mrs. Shobha Adlakha, both Company Secretaries in Whole Time Practice and partner(s) of Adlakha & Adlakha Associates be and are hereby **authorized severally** to represent the Company before the offices of Registrar of Companies Delhi & Haryana, at New Delhi, Regional Directorate (Northern Region), Ministry of Corporate Affairs and the Office of Official Liquidator, as attached to Hon'ble High Court of Delhi at New Delhi OR National Company Law Tribunal in the course of obtaining sanction of the Scheme of Amalgamation.

RESOLVED FURTHER THAT Mr. Rajiv Kumar Adlakha and Mrs. Shobha Adlakha Company Secretaries in Whole Time Practice, be and are hereby **authorized severally** to entre appearance, plead and represent the Company and tender all kinds of documents, statutory records, replies to the queries for and on behalf of the Company and are also authorized severally to do all such acts, deeds, matters and/or things as may be necessary, expedient or consequential in the course of dealing with the above offices.**"**

D. FOR OBTAINING NO OBJECTION CERTIFICATE/ CONSENT LETTER FROM BSE LIMITED AS DESIGNATED STOCK EXCHANGE AND SECURITIES EXCHANGE BOARD OF INDIA

"RESOLVED

1. **THAT** BSE Limited {"BSE"} be and is hereby appointed as the Designated Stock Exchange for the purpose of the Scheme and for co-ordinating with the Securities Exchange Board of India {"SEBI"} in pursuance to Clause 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Para 2 of Annexure 1 of SEBI Circular No. CIR/CFD/CMD/16/2015 dated 30th November, 2015.

2. **THAT** the Statutory Auditors' Certificate (as tabled at the Meeting) confirming the compliance of the accounting treatment contained in the scheme with all the Accounting Standards specified by the Central Government under Section 133 of the Companies Act, 2013 read with the rules framed thereunder or the Accounting Standards issued by ICAI, as applicable and other generally accepted accounting principles as specified in Para (I)(A)(5)(a) of Annexure 1 of SEBI Circular No. CIR/CFD/CMD/16/2015 dated 30th November, 2015 be and is hereby considered, noted and adopted.

3. **THAT** the Valuation Report and Fairness Opinion as required pursuant to Para 3 & Para 4 of Annexure 1 of SEBI Circular No. CIR/CFD/CMD/16/2015 dated 30th November, 2015 is not applicable to the Company as CMI Energy India Private Limited (Transferor Company) is a wholly owned Subsidiary of CMI LIMITED (Transferee Company) and further the shareholding of the Transferee Company shall not be affected by the sanction of the proposed Scheme of Amalgamation be and is hereby noted."

4. **THAT** the draft Undertaking of the Company (as tabled at the Meeting) and to be certified by the Statutory Auditors of the Company pursuant to Para 9(c) of Annexure 1 of SEBI Circular No. CIR/CFD/CMD/16/2015 dated 30th November, 2015 clearly stating the reasons for the non-applicability of the provisions of Para 9(a) of Annexure 1 of SEBI Circular No. CIR/CFD/CMD/16/2015 dated 30th November, 2015 be is hereby noted and approved on the basis of following:

(i) No additional shares shall be allotted to Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the listed entity as the Transferor Company is a wholly owned Subsidiary of the Transferee Company.

(ii) The Scheme of Amalgamation involves the Company and its Wholly owned subsidiary and there is no involvement of the Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group.

(iii) The parent listed entity, has acquired all the equity shares of the subsidiary, by paying consideration in cash in the past to the erstwhile shareholders of the subsidiary who were not the Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the parent listed entity company.

-/Certified True Copy/-

For CMI LIMITED

Subodh Kumar Barnwal
Company Secretary
Membership No.: 21928

The Board considered all the above mentioned matters and passed the following resolutions unanimously:

SCHEME OF AMALGAMATION FOR AMALGAMATION OF CMI ENERGY INDIA PRIVATE LIMITED (TRANSFEROR COMPANY) WITH CMI LIMITED (TRANSFEREE COMPANY) AS PER THE SECTION 233 OF COMPANIES ACT, 2013

"RESOLVED

a) **THAT** the Board Resolution passed by the Board of Directors at their Meeting held on 30th day of March, 2016 approving the Scheme of Amalgamation between CMI Energy India Private Limited (the "Transferor Company") with CMI Limited (the "Transferee Company" or the "Company") be and is hereby noted.

b) **THAT** the Observation Letter dated 10th October, 2016 as issued by the BSE Limited granting **"No Adverse Observation"** to the Company with regard to the above mentioned Scheme of Amalgamation, be and is hereby noted.

c) **THAT in furtherance to the Board Resolution as passed at the meeting of Board of Directors as held on 30.03.2016** and pursuant to the provisions of Section 233 of the Companies Act, 2013 read with Rule 25 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and all other applicable provisions (hereinafter collectively referred to as "Acts") and subject to objections/ suggestions, if any, of the office of Official Liquidator or Registrar of Companies NCT of Delhi & Haryana, the proposed Scheme of Amalgamation by and between CMI Energy India Private Limited (Transferor Company) and CMI LIMITED (Transferee Company) with effect from **1.03.2016** being the **Appointed Date** upon and subject to the terms and conditions as contained in the Scheme of Amalgamation be and is hereby approved.

d) **THAT** Declaration of Solvency as prepared in **Form No.CAA-10**, on the basis of Financial Statements of the Company as on 30th September, 2016, as certified by the Statutory Auditors, and as tabled at the Meeting be and is hereby approved and adopted and the same be **executed jointly by the Directors of the Company** in the **Form No. CAA-10**, in the prescribed manner.

e) **THAT** the consolidated Financial Statements as on 30th September, 2016 of the Transferee Company after considering the amalgamation of the undertaking of Transferor Company confirm that the position of the Transferee Company post the Scheme of Amalgamation becoming effective shall be commercially solvent and henceforth the Transferee Company can duly take care of all it's commercial liabilities post the Scheme of Amalgamation becoming effective and henceforth the Creditors including Secured Creditors of Transferee Company and no other persons shall be prejudiced and/or affected in any manner whatsoever by the proposed Scheme of Amalgamation.

f) **THAT** any one of Mr. Amit Jain, Chairman cum Managing Director, Mr. Vijay Kumar Gupta, Whole Time Director and Mr. Subodh Kumar Barnwal, Company Secretary of the Company {herein after referred to as "Authorized Persons"} be and are hereby authorized severally to take such steps as may be necessary under the Acts and all other statues and to carry into effect the aforesaid Scheme of Amalgamation.

g) **THAT** any one of the "Authorized Persons" of the Company be and are hereby authorized severally :

(i) to approach the office of Official Liquidator and Registrar of Companies NCT of Delhi and Haryana and to file the Notice of the proposed Scheme of Amalgamation, in Form No. CAA-9 for inviting their objections or suggestions, if any.

(ii) to file the Declaration of Solvency in Form CAA.10 along with the Fee as provided in the Companies (Registration of Offices & Fees) Rules, 2014 under form GNL-1, if so required, with the Registrar of Companies, Delhi & Haryana.

(iii) to execute, issue and circulate Notice along with statement, copy of Scheme of Amalgamation as well as Declaration of Solvency and all other necessary annexures as may be required, in terms of Section 233(1)(b) read with Rule 25(3) of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 or otherwise, for duly convening and holding the Meeting of Members and Creditors of the Company for seeking consent of the Members / Creditors for the proposed Scheme of Amalgamation;

(iv) to appoint an independent scrutinizer for counting and scrutinizing the voting as casted at the meetings of the Creditors and Shareholders of the Company and acknowledge the report of the Scrutinizer.

(v) if deemed appropriate, to seek consent of Creditors, comprising of more than nine-tenths in value, approving the proposed Scheme of Amalgamation as well as for the dispensation of the meeting of the Creditors in accordance with the provisions of 233(1)(d) of Companies Act, 2013.

(vi) to file the Scheme of Amalgamation as approved by the Shareholders and Creditors before the office of Hon'ble Regional Director (Northern Region) in Form CAA.11 along with copy to the said Form CAA.11 before the office of Registrar of Companies NCT of Delhi & Haryana and Official Liquidator, if so required.

(vii) to follow up and appear before the offices of Registrar of Companies NCT of Delhi & Haryana; Hon'ble Regional Director (Northern Region); Official Liquidator and Hon'ble National Company Law Tribunal, if so required, in the matter of approval of the proposed Scheme of Amalgamation.

(viii) to acknowledge the receipt of Form CAA.12 as drawn and issued by the office of Hon'ble Regional Director (Northern Region) or Hon'ble National Company Law Tribunal, as the case may be and thereafter file the same before the office of Registrar of Companies NCT of Delhi & Haryana in E-Form INC-28.

(ix) to carry out the implementation of the Scheme of Amalgamation as confirmed and approved.

(x) to file an application before the office of Registrar of Companies NCT of Delhi & Haryana in terms of Section 233(11) in a prescribed form and manner for taking into effect the consolidation and carry forward of the authorized capital of the Transferor Company into the books and records of the Transferee Company.

(xi) to do all such acts, deeds and/or things as are necessary, incidental and/or consequential to give effect to the above resolutions as well as to successfully implement the Scheme of Amalgamation after the same becomes effective from the designated Appointed Date.

RESOLVED FURTHER THAT any one of the "Authorized Persons" of the Company be and are hereby severally authorized to sub-delegate any of the above powers to any officials of the Company or external professionals by executing a Power of Attorney/ Letter of Authority and to do all such other acts, deeds, matters and things as are necessary, incidental, consequential for giving effect to the above resolutions."

-/Certified True Copy/-

For CMI LIMITED

Subodh Kumar Barnwal
Company Secretary
Membership No. 21928
PAN: AYJPK4556E
Address : C-267, Pandav Nagar,
New Delhi – 110 092

INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF INTERIM FINANCIAL RESULTS

The Board of Directors

CMI Limited

1. We have reviewed the accompanying Statement of Standalone Un-audited Financial Results of **CMI Limited** ("the Compay") for the Quarter and Six Months ended September 30, 2016 and Standalone of Assets and Liabilities as at September 30, 2016 being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

   This Statement which is the responsibility of the Company's Management and has been approved by the Board of Directors/ Committee of Board of Directors. Our responsibility is to issue a report on these financial statements based on our review.

2. We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410, 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity' issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provide less assurance than audit. We have not performed an audit and, accordingly, we do not express an audit opinion.

3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement of Unaudited Financial results prepared in accordance with applicable Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014) and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For J. K. Manocha and Associates

Chartered Accountants

(FRN: 007345N)

J. K. Manocha

(Partner)

Membership No.: 082442

For M/s Krishna Neeraj & Associates

Chartered Accountants

(FRN: 023233N)

CA Krishna K Neeraj

(Partner)

Membership No. 506669

Place: Delhi

Date: 12.11.2016

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

Form No. MGT-11
Proxy form

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

CIN : L74899DL1967PLC018031

Name of the Company : CMI Limited

Registered Office : Flat No. 501-503, 5th Floor, New Delhi House, 27 Barakhamba Road, New Delhi-110 001

Name of the Unsecured Creditor(s) :

Registered Address :

E-mail Id :

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

1. Name:

   Address:

   E-mail Id:

   Signature: …….....……. or failing him

2. Name:

   Address:

   E-mail Id:

   Signature: …….....……. or failing him

3. Name:

   Address:

   E-mail Id:

   Signature: …….....…….

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Meeting of Unsecured Creditor(s) of the Company, to be held on Tuesday the 21st day of March, 2017 at 11.30 a.m. at Lajwaab Banquet Hall, Vikas Marg, Delhi-110 092 and at any adjournment thereof in respect of the following resolution:

Resolution No. 1:

To consider and if, thought fit, approve, with or without modification, the proposed Scheme of Amalgamation between CMI Energy India Private Limited (the Transferor Company) and CMI Limited (the Transferee Company).

Signed this……day of ……, 2017

Affix Revenue Stamp of Rs.1/-

Signature of Unsecured Creditor(s)

Signature of Proxy holder(s)

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

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

ATTENDANCE SLIP

Unsecured Creditors are requested to present this form for admission at the Entrance of the Meeting Hall, duly signed in accordance with their specimen signatures registered with the Company.

Name of the Unsecured Creditor(s)

Address of the Unsecured Creditor(s)

I hereby record my presence at the **MEETING OF UNSECURED CREDITOR(S)** of the Company held on Tuesday, the 21st day of March, 2017 at 11.30 A.M., at Lajwaab Banquet Hall, Vikas Marg, Delhi-110 092.

Please (✓) in the box

Unsecured Creditor(s)	PROXY
☐	☐

Signature of the Unsecured Creditor / proxy

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REGISTERED POST
Printed Matter

If undelivered please return to:

CMI LIMITED
Regd Office: Flat No. 501-503, 5th Floor, New Delhi House, 27, Barakhamba Road, New Delhi-110001
Tel No.: 011-49570000 Fax No.: 011-23739902
E-mail : info@cmilimited.in, website: www.cmilimited.in