

**NOTICE**

NOTICE is hereby given that the Thirteenth Annual General Meeting of the Members of CMM Infraprojects Limited will be held on Saturday at Hotel South Avenue, 9/1, South Tukoganj, Near Jaal Auditorium, Indore - 452001 on 29<sup>th</sup> September, 2018 at 09.00 A.M. to transact the following businesses:

**ORDINARY BUSINESS**

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March 2018, together with the Boards' and Auditors' Reports thereon.
2. To appoint a Director in place of Mrs. Samta Mundra (DIN: 00030837) who retires by rotation and being eligible offers herself for re-appointment.
3. To appoint Statutory Auditors of the Company and fix their remuneration and in this regard to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 141,142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) M/s SPARK & Associates, Chartered Accountants registered with the Institute of Chartered Accountants of India (ICAI) vide registration number 005313C, be and are hereby appointed as Statutory Auditors of the Company (in place of Muchhal & Gupta, Chartered Accountants, the retiring Auditors) for a term of 5 (five) consecutive years from the conclusion of this 13<sup>th</sup> Annual General Meeting of the Company till the conclusion of the 18<sup>th</sup> Annual General Meeting on such remuneration plus taxes as applicable, out-of-pocket expenses, as may be mutually agreed upon by the Board of Directors and the Statutory Auditors;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and are hereby severally authorized to do all such acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution.

**SPECIAL BUSINESS****4. Re-appointment of Mr. Kishan Mundra as Chairman & Managing Director:**

To approve the appointment of Mr. Kishan Mundra as Chairman & Managing Director of the Company and in this regard to consider and, if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Articles of Associations of the Company, the re-appointment of Mr. Kishan Mundra (DIN:00030739), Managing Director of the Company, as a Chairman cum Managing Director of the Company for a period of 3 (Three) years subject to approval of members in the forthcoming Annual General Meeting of the Company on the terms and conditions including remuneration as set out hereunder with the liberty to Board of Directors (hereinafter referred to as “Board” which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of the said appointment and / or remuneration within the parameters of the applicable laws or any amendments thereto.

**TENURE** : 3 (Three) years.

**SALARY** : Rupees 1,50,000/- per month.

**BONUS, GRATUITY & LEAVE ENCASHMENT** : As per rules of the Company and subject to provisions of respective statutory enactment.

**SITTING FEES** : Mr. Kishan Mundra shall not be entitled to any sitting fees.

**RESOLVED FURTHER THAT** where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Kishan Mundra shall not exceed the ceiling limit prescribed in Section II of Part II of Schedule V to the Companies Act, 2013 for that year, which will be payable to him as minimum remuneration for that year.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to increase the salary with an annual increment upto Rs. 20,000/- (Rupees Twenty Thousand only) per month, from time to time during the tenure of said three years AND THAT the said increase or revision shall also be subject to overall limit on remuneration payable to all the managerial personnel taken together, as laid down in the Companies Act, 2013, read with Schedule V thereto.

**RESOLVED FURTHER THAT** Mr. Kishan Mundra as a Chairman cum Managing Director shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable, and to settle any question, or doubt that may arise in relation thereto and the Board shall have absolute powers to decide breakup of the remuneration within the above said maximum permissible limit and in order to give effect to the foregoing resolution or as may be otherwise considered by it to be in the best interest of the Company.

**RESOLVED FURTHER THAT** Mrs. Samta Mundra, Whole-Time Director of the Company and Mr. Lokendra Singh Solanki, CFO of the Company be and is hereby authorized to file necessary forms with the Registrar of Companies & to do all such acts, deeds and things as may be required to give effect to the aforesaid resolution.”

5. **Remuneration of Cost Auditor:**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification (s) or re-enactment thereof for the time being in force) and subject to such Orders, Rules, Notifications, as may be promulgated by the appropriate authorities in this regard, the remuneration of Rs. 20,000/- (Rupees Twenty Thousands only) plus taxes as applicable and reimbursement of out of pocket expenses for the financial year ending 31<sup>st</sup> March, 2019 as approved by the Board of Directors of the Company, payable to M/s. Sushil Kumar Mantri & Associates (Firm Registration No.: 101049) for conducting the audit of the cost records of the Company be and is hereby ratified and confirmed.”

6. **Appointment of Branch Auditor(s):**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of section 143(8) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the Rules framed thereunder, the Board be and is hereby authorised to appoint from time to time Branch Auditors of any Branch office of the Company, whether existing or which may be opened / acquired hereafter within India, in consultation with the Company’s Auditors, any person(s) qualified to act as Branch Auditor within the meaning of section 143(8) of the Companies Act, 2013 and to fix their remuneration.”

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**Registered Office**

108, Shalimar Corporate Center,  
8-B, South Tukoganj, Indore -452001

Place: Indore

Date: 04<sup>th</sup> September, 2018

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**For and on behalf of the Board of Directors**

CMM Infraprojects Limited

**Ankit Joshi**

Company Secretary

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## NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. **A PERSON SHALL ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBER HOLDING MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.**
3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
4. An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") in respect to Special Business to be transacted at the 13<sup>th</sup> Annual General Meeting is annexed hereto.
5. Register of Members and Share Transfer Books of the Company will remain closed from 22<sup>nd</sup> September, 2018 to 29<sup>th</sup> September, 2018 (both days inclusive).
6. Details of Directors retiring by rotation / seeking appointment / re-appointment at the ensuing Meeting are provided in the "Annexure to the Notice" pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.
7. Members/Proxies are requested to :
  - a. Complete the attendance slip and deliver the same at the entrance of the meeting hall.
  - b. Send their questions at least 10 days in advance of the Annual General Meeting about any further information on accounts so as to enable the Company to answer their question satisfactorily.
8. All documents referred to in the accompanying Notice and Explanatory Statements are open for inspection at the Registered Office of the Company on all working days except Saturday between 11.00 a.m. to 1.00 p.m. upto the date of the Annual General Meeting.
9. The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same.
10. Members are requested to immediately notify any change in their address and E-mail IDs to the Registrar and Share Transfer Agent of the Company at the following address: Link Intime ( India) Private Limited, C-101, 247 Park, L B S Marg, Vikhroli ( West), Mumbai- 400083, Tel. +91-22- 49186000, Fax +91-22-49186060.
11. The Ministry of Corporate Affairs ("MCA") has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by Companies and has issued a circular on April 21, 2011 stating that the service of document by a Company can be made through electronic mode.
12. At the meeting, after all the items of the notice have been discussed, the Chairman will order poll in respect of all the items. Poll will be conducted and supervised under the Scrutinizer appointed for remote e-voting as stated above. After conclusion of the poll, the Chairman may declare the meeting as closed.
13. Pursuant to the provisions of section 108 of the Companies Act, 2013, rules 20 and 21 of the Companies (Management & Administration) Rules 2014 and sub Reg. (1) & (2) of Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is not required to provide mandatorily to its members the electronic facility to exercise their right to vote at the AGM. Therefore, the facility for voting through polling paper shall be made available at the meeting and the members attending the Meeting shall be able to exercise their right at the Meeting through polling paper. A Proxy can vote in the poll process.
14. The Equity Shares of the Company are listed on EMERGE platform of National Stock Exchange of India Limited.
15. A route map and prominent land mark for easy location to the venue of AGM is attached to this Notice.

16. Members may also note that the Notice of the 13<sup>th</sup> Annual General Meeting and the Annual Report for the year 2017-2018 will also be available on the Company's website for the purpose of downloading. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, for any communication, the shareholders may also send request to the Company's investor email id: cmm.secretarial@gmail.com.
17. Members may also note that the Annual Report for the year 2017-18 is also available on Company's website www.cmminfra.com.
18. The Company has appointed CS Archna Maheshwari of M/s Archna Maheshwari & Co., Practicing Company Secretaries, as the Scrutinizer who will scrutinize the voting process in a fair and transparent manner.

#### **ANNEXURE TO THE NOTICE :**

#### **EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

##### **ITEM NO. 4:**

The Board of Directors at its meeting held on March 13, 2018 re-appointed Mr. Kishan Mundra (holding DIN 00030739) as Chairman and Managing Director of the Company with effect from March 13, 2018 for the period of three years subject to approval of shareholders in ensuing Annual General Meeting on the terms and conditions as set out in the resolution. For the purpose, an agreement has been entered into by the Company with the Managing Director on March 13, 2018.

In accordance with the provisions of sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) the re-appointment of Mr. Kishan Mundra as a Chairman and Managing Director is subject to the approval of the Members on the terms and conditions as mentioned in resolution.

Pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, Details of Directors seeking appointment/ re-appointment at the ensuing Meeting are provided and forms a part of the Notice.

##### **The Board therefore recommends the resolution for your approval.**

Except Mr. Kishan Mundra (the appointee), Mrs. Samta Mundra and Mrs. Laxmi Devi Mundra (being relative of the appointee) none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in this Resolution.

##### **ITEM NO. 5:**

The Board of Directors of the Company has approved and considered the appointment of M/s. Sushil Kumar Mantri & Associates (Firm Registration No.: 101049), to conduct the audit of the cost records of the Company for the financial year ending on March 31<sup>st</sup>, 2019 at a remuneration of Rs. 20,000/- (Rupees Twenty Thousand only) plus GST as applicable and reimbursement of out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013, the remuneration payable to the cost auditors has to be ratified by the shareholders of the Company.

##### **The Board therefore recommends the resolution for your approval.**

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested financially or otherwise in the Ordinary Resolutions set out at Item No. 5 of the Notice.

##### **ITEM NO. 6:**

The Company has branches outside the state of Madhya Pradesh and may also open / acquire new branches outside the state of Madhya Pradesh in the future, if needed or required. It may be necessary to appoint branch auditors for carrying out the audit of the accounts of such branches. The Members are requested to authorize the Board of Directors of the Company to appoint branch auditors in consultation with the Company's Auditors and fix their remuneration.

##### **The Board therefore recommends the resolution for your approval.**

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested financially or otherwise in the Ordinary Resolutions set out at Item No. 6 of the Notice.

**DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (IN PURSUANCE OF REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015):**

<b>Name</b>	Mrs. Samta Mundra DIN: 00030837	Mr. Kishan Mundra DIN: 00030739
<b>Designation</b>	Whole-Time Director	Chairman & Managing Director
<b>Date of Birth</b>	25-12-1975	24-06-1975
<b>Date of First Appointment</b>	27-03-2006	27-03-2006
<b>Qualification</b>	Bachelor's degree in Arts	Bachelor's degree in Computer Application and post graduation in business administration
<b>Background Details</b>	Mrs. Samta Mundra, aged 42 years, is one of the co-founder/Promoter and Director of our Company since incorporation.	Mr. Kishan Mundra, aged 43 years, is the founder/Promoter and the Chairman cum Managing Director of our Company. He has been associated with our Company as a Promoter and on our Board since incorporation
<b>Relationship with other Directors</b>	Daughter in Law of Mrs. Laxmi Devi Mundra and Spouse of Mr. Kishan Mundra	Son of Mrs. Laxmi Devi Mundra and Spouse of Mrs. Samta Mundra
<b>Directorship in other Companies (as on 31.03.2018)</b>	NIL	1. CMM Infrastructure Limited 2. CMM Real Estates Pvt. Ltd. 3. C.M.M. Info Project Pvt. Ltd. 4. Dafodil Estates Pvt. Ltd. 5. Giriraj Shyam Agritech Pvt. Ltd. 6. Banmatreshwari Commnericals Pvt. Ltd.
<b>Chairman/ Member in the Committees of the Boards of the Company</b>	Member of Stakeholders Relationship Committee and Executive and Borrowing Committee.	Chairman of Corporate Social Responsibility Committee & Executive and Borrowing Committee and Member of Audit Committee.
<b>No. of Shares held in the Company (as on 31.03.2018)</b>	2,40,000 Equity Shares	69,36,920 Equity Shares

**Registered Office**  
108, Shalimar Corporate Center,  
8-B, South Tukoganj, Indore -452001

Place: Indore  
Date: 04<sup>th</sup> September, 2018

**For and on behalf of the Board of Directors**  
CMM Infracprojects Limited

**Ankit Joshi**  
Company Secretary

**CMM INFRAPROJECTSLIMITED****CIN: L45201MP2006PLC018506****Regd. Office :** 108, Shalimar Corporate Center, 8-B, South Tukoganj, Indore – 452001, Madhya Pradesh**Phone:** 0731-2516386, **Fax:** 0731-2527955**E-mail:** cmm.kmundra@gmail.com **Website:** www.cmminfra.com**Form No. MGT-11****PROXY FORM**

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

**13<sup>th</sup> Annual General Meeting – 29<sup>th</sup> September, 2018**

Name of the Member(s):		
Registered address:		
E-mail ID:		
Folio No./ Client Id No.:		DPID No.:

I/We, being the holder(s) of \_\_\_\_\_ equity shares of CMM Infraprojects Limited, hereby appoint:

1.	Name	
	Address	
	E-mail Id	
	Signature	

or failing him/her

2.	Name	
	Address	
	E-mail Id	
	Signature	

or failing him/her

As my/ our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the 13<sup>th</sup> AGM of the Company to be held on 29<sup>th</sup> September, 2018 at 9.00 A.M. at Hotel South Avenue, 9/1, South Tukoganj, Near Jaal Auditorium, Indore - 452001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Particulars	Vote	
		For	Against
<b>Ordinary Business</b>			
1.	Receive, Consider, approve and adopt the Financial Statements of the Company for the year ended 31 <sup>st</sup> March 2018, together with the Boards' and Auditors' Reports thereon.		
2.	Appointment a Director in place of Mrs. Samta Mundra (DIN: 00030837) who retires by rotation and being eligible offers herself for re-appointment.		
3.	Appointment of Statutory Auditors and fixing their remuneration		
<b>Special Business</b>			
4.	Re-appointment of Mr. Kishan Mundra as Chairman and Managing Director.		
5.	Ratify and confirm payment of remuneration of Cost Auditors for the financial year ending March 31, 2019.		
6.	Appointment of Branch Auditor(s).		

Signed this.....day of.....2018

Signature of Shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

Affix Revenue Stamp
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**Note:**

- Shareholders / proxy holders are requested to bring the attendance Slips with them when they come to the meeting and hand over them at the entrance after affixing their signatures on them.
- If it is intended to appoint a proxy, the form of proxy should be completed and deposited at the Registered Office of the Company at least 48 hours before the Meeting.
- A proxy need not to be a member of the Company.
- In the case of joint holders, the signature of any one holder will be sufficient, but names of all joint holder should be stated.
- Please complete all details including details of member(s) in above box before.

**CMM INFRAPROJECTSLIMITED**

**CIN: L45201MP2006PLC018506**

**Regd. Office :** 108, Shalimar Corporate Center, 8-B, South Tukoganj, Indore – 452001, Madhya Pradesh

**Phone:** 0731-2516386, Fax: 0731-2527955

**E-mail:** cmm.kmundra@gmail.com **Website:** www.cmminfra.com

**ATTENDANCE SLIP**

**13<sup>th</sup> Annual General Meeting on 29<sup>th</sup> September, 2018 at 09.00 A.M. at Hotel South Avenue, 9/1, South Tukoganj, Near Jaal Auditorium, Indore - 452001**

**DPID:** \_\_\_\_\_

**Folio No:** \_\_\_\_\_

**Client ID:** \_\_\_\_\_

**No. of Shares:** \_\_\_\_\_

**Name and address of Shareholder:**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

I/We hereby record my presence at the 13<sup>th</sup> Annual General Meeting of the Company held on **29<sup>th</sup> September, 2018 at 09.00 A.M. at Hotel South Avenue, 9/1, South Tukoganj, Near Jaal Auditorium, Indore - 452001**

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**Signature of Shareholder/ Proxy**

**(Name in BLOCK LETTERS, if signed by proxy)**

**NOTE: The Map of Venue of AGM is given at the last page of Annual Report.**

# CMM INFRAPROJECTS LIMITED

Route Map to the venue of AGM

## Hotel South Avenue

9/1, South Tukoganj, Near Jaal Auditorium, Indore - 452001

