



July 12, 2012

BY COURIERThe Deputy General Manager
BSE LimitedFax 022-22723121/22723719/22722037/
22722039/22722041/22722061

✓ Corporate Relationship Department

1st Floor, New Trading Ring,E-mail : corp.relations@bseindia.com

Rotunda Building, P J Towers, Dalal Street, Fort

MUMBAI – 400001

(Stock Code : 517326)

The Manager

Fax 022-26598237/38

(Stock Code : CMC)

Listing Department

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G

E-Mail : cmclist@nse.co.in

Bandra-Kurla Complex

Bandra (E)

MUMBAI-400051

The Secretary

Fax: 033-22104492/22104500

The Calcutta Stock Exchange Association Ltd.

7, Lyons Range

Kolkata-700001

Sub: **Minutes of 37th Annual General Meeting**

Dear Sirs,

Please find enclosed herewith a copy of the Minutes of the Annual General Meeting held on June 26, 2013 for your record.

Thanking you,

Yours faithfully,

For CMC LIMITED


VIVEK AGARWAL
Company SecretaryEncl: **As above.**



**MINUTES OF 37TH ANNUAL GENERAL MEETING OF THE MEMBERS OF
CMC LIMITED HELD ON WEDNESDAY, JUNE 26, 2013 AT 3 P.M. AT
CMC'S AUDITORIUM, CMC CENTRE, GACHIBOWLI,
HYDERABAD - 500 032**

Present:

(A) Members of the Board of Directors:

- | | | | |
|----|---------------------|---|---|
| 1. | Mr S Ramadorai | : | Chairman |
| 2. | Mr R Ramanan | : | Managing Director & CEO |
| 3. | Mr Sudhakar Rao | : | Independent Director
(Chairman, Audit Committee) |
| 4. | Mr S Mahalingam | : | Director |
| 5. | Ms Kalpana Morparia | : | Independent Director |
| 6. | Prof. M S Ananth | : | Independent Director |
| 7. | Mr Ashok Sinha | : | Independent Director |

Mr Vivek Agarwal, Company Secretary, Mr J K Gupta, Chief Financial Officer, Mr S Sekhar, General Manager - Corporate (F&A), Mr Avadhesh Dixit, Head - HR, Ms. Alka Chadha, Partner, Deloitte Haskins & Sells, Statutory Auditors and Dr. S. Chandrasekaran, Senior Partner, Chandrasekaran & Associates, Secretarial Auditor were also present.

(B) 138 Members and 66 Proxies attended the meeting.

Mr S Ramadorai took the Chair.

- I. Mr Vivek Agarwal, Company Secretary confirmed that the quorum was present. The Chairman then called the meeting in order and welcomed the Members present in the meeting.
- II. The Notice convening the Annual General Meeting of the Shareholders, already circulated, was taken as read with permission of the Members.
- III. Mr Vivek Agarwal, Company Secretary read the Auditors' Report.
- IV. The Chairman then addressed Members.
- V. Queries were invited on Accounts and suitably replied by the Chairman.



VI. The following Resolutions were then taken up for consideration:

ORDINARY BUSINESS

(i) Resolution No. 1 as an Ordinary Resolution:

Proposed by : Mr. Krishna Gopal Gupta

Seconded by : Mr. Shanti Lal C Shah

"RESOLVED THAT the audited Statement of Profit and Loss for the year ended March 31, 2013 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon, be and are hereby received, considered and adopted."

The Resolution was put to vote by show of hands and the same was passed unanimously.

(ii) Resolution No. 2 as an Ordinary Resolution:

Proposed by : Mr. K Jagan Mohan Reddy

Seconded by : Mr. Mukesh Jain

"RESOLVED THAT a dividend at the rate of Rs 17.50 per equity share of Rs 10 each on the paid-up equity share capital for the year ended March 31, 2013 be and is hereby declared out of current profits of the Company and the dividend will be paid at par on or after June 28, 2013 but before July 25, 2013."

The Resolution was put to vote by show of hands and the same was passed unanimously.



(iii). **Resolution No. 3 as an Ordinary Resolution:**

Since this Resolution was related to Mr S Ramadorai's appointment, Mr Sudhakar Rao, Chairman – Audit Committee, conducted this session.

Proposed by : Mr. Kamal Kishore Jhawar

Seconded by : Mr. Shanti Lal C Shah

"RESOLVED THAT Mr S Ramadorai, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of the Company."

The Resolution was put to vote by show of hands and the same was passed unanimously.

(iv) **Resolution No. 4 as an Ordinary Resolution:**

Proposed by : Mr. Krishna Gopal Gupta

Seconded by : Mr. Suresh Chand Jain

"RESOLVED THAT Ms Kalpana Morparia, who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as Director of the Company."

The Resolution was put to vote by show of hands and the same was passed unanimously.



(v) Resolution No. 5 as an Ordinary Resolution:

Proposed by : Mr. Mukesh Jain

Seconded by : Mr. Kamal Kishore Jhawar

"RESOLVED THAT M/s Deloitte Haskins & Sells (ICAI Registration No. 015125N), Chartered Accountants, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting up to the conclusion of the next Annual General Meeting of the Company and that the Board of Directors be and is hereby authorised to fix their fee, in addition to the reimbursement of traveling and other out-of-pocket expenses incurred incidental to their functions."

The Resolution was put to vote by show of hands and the same was passed unanimously.

SPECIAL BUSINESS

(vi) Resolution No. 6 as an Ordinary Resolution:

Proposed by : Mr. K V Ravikanth

Seconded by : Mr. Shantilal C Shah

"RESOLVED THAT Prof. M S Ananth be and is hereby appointed as Director of the Company liable to retire by rotation."

The Resolution was put to vote by show of hands and the same was passed unanimously.

(vii) Resolution No. 7 as an Ordinary Resolution:

Proposed by : Mr. Praful Chavda
Seconded by : Mr. Krishna Gopal Gupta

"RESOLVED THAT Mr Ashok Sinha be and is hereby appointed as Director of the Company liable to retire by rotation."

The Resolution was put to vote by show of hands and the same was passed unanimously.

(viii) Resolution No. 8 as an Ordinary Resolution:

Proposed by : Mr. Kamal Kishore Jhawar
Seconded by : Mr. Suresh Chand Jain

"RESOLVED THAT pursuant to Sections 198, 269, 309, 310, 311 and other applicable provisions, if any, of the Companies Act, 1956 (the Act), read with Schedule XIII of the Act, the Company hereby approves of the re-appointment and terms of remuneration of Mr R Ramanan, Managing Director & CEO of the Company from May 1, 2013 to April 30, 2016, upon the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting with liberty to the Board to alter and vary the terms and conditions of the said

CMC Limited



Your IT Partner

re-appointment and remuneration in such manner as may be agreed to between the Board and Mr R Ramanan so as not to exceed the limits set out in Schedule XIII of the Act including any amendments thereto."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

The Resolution was put to vote by show of hands and the same was passed unanimously.

VII. The Meeting concluded with a vote of thanks to the Chair.

Chairman

26/06/2013