



April 26, 2013

BY EMAIL /BY COURIER

The Deputy General Manager
BSE Limited
Corporate Relationship Department
1st Floor, New Trading Ring,
Rotunda Building, P J Towers, Dalal Street, Fort
MUMBAI – 400001

(Stock Code : 517326)

The Manager
Listing Department
National Stock Exchange of India Limited
'Exchange Plaza'C-1, Block G
Bandra-Kurla Complex
Bandra (E)
Mumbai-400051

(Stock Code : CMC)

The Secretary
The Calcutta Stock Exchange Ltd.
7, Lyons Range
Kolkata-700001

(Stock Code : 10000071)

**Sub: Abstract u/s 302 of the Companies Act, 1956 in respect of Mr R
Ramanan's re-appointment as MD & CEO of the Company.**

Dear Sir,

The Board of Directors of the Company has on April 15, 2013 re-appointed Mr R Ramanan as Managing Director & CEO of the Company for a further period of three years with effect from May 01, 2013 to April 30, 2016, subject to the approval of the Members in the ensuing Annual General Meeting to be held on Wednesday, June 26, 2013.

Pursuant to Section 302 of the Companies Act, 1956, an Abstract of the terms and conditions of the re-appointment of Mr R Ramanan, MD & CEO, as being sent to members, is enclosed for your records.

Thanking you,

Yours faithfully,
For CMC LIMITED

VIVEK AGARWAL
Company Secretary

Encl. : As above.

CMC LIMITED

Registered Office: CMC Centre, Old Mumbai Highway, Gachibowli, Hyderabad 500 032- India

TO THE MEMBERS OF CMC LIMITED

ABSTRACT UNDER SECTION 302 OF THE COMPANIES ACT, 1956

- The Board of Directors of the Company ("Board") has on April 15, 2013, re-appointed Mr R Ramanan, as Managing Director & Chief Executive Officer (MD & CEO) of the Company for a period of three years with effect from May 1, 2013 to April 30, 2016 subject to the approval of the Members.
- Mr R Ramanan, aged 54 years, is a B.Tech.(Electrical Engg.) from IIT Mumbai with more than 32 years of rich working experience. He held several key positions in Tata Consultancy Services ("TCS"), starting his career as a Software Engineer in July 1981. He has been a Project Leader, a Group Leader and an Overseas Regional Manager representing TCS in USA. Mr R Ramanan was appointed as Dy. Managing Director & COO of the CMC Limited w.e.f. October 16, 2001. He was elevated to the post of MD & CEO w.e.f. December 13, 2003. He was re-appointed as MD & CEO from December 13, 2009 to April 30, 2013 on the recommendation of the Board and approval of the Shareholders at their meeting held on June 29, 2010. Accordingly, his present tenure is upto April 30, 2013. He is also Chairman of CMC Americas Inc. and CMC eBiz, Inc., Wholly Owned Subsidiaries of CMC Limited.
- On the recommendations of the Governance Committee, the Board, at its meeting held on April 15, 2013, approved the terms and conditions of his re-appointment, subject to the approval of the Members.
- As required under Section 302 of the Companies Act, 1956 ("Act"), an abstract of the main terms and conditions of the re-appointment of Mr R Ramanan together with the memorandum of concern or interest is given below:

A. Tenure of Appointment:

The re-appointment of the MD & CEO is with effect from May 1, 2013 to April 30, 2016.

B. Nature of Duties:

The MD & CEO shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board, and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interest of the Company and the business of its subsidiary, including performing duties as assigned by the Board from time to time, by serving on the Board of its subsidiary or any other executive body or Committee of such a Company.

C. Remuneration:

(i). Basic Salary upto Rs 4,00,000 per month. The annual increments which will be effective 1st April each year, will be decided by the Board and merit based and take into account the Company's performance. In addition to the basic salary payable, MD & CEO shall also be entitled to benefits, perquisites & allowances as determined by the Board from time to time and incentive remuneration and/or commission based on certain performance criteria to be prescribed by the Board subject to the maximum limit of 5% of the net profits as mentioned in section 198, 269, 309 read with section 349 and 350 of the Companies Act, 1956.

(ii). Minimum Remuneration: Notwithstanding anything to the contrary herein contained where in any financial year during the currency of the tenure of the MD & CEO, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, benefits, perquisites, allowances and incentive remuneration as specified above.

D. Other terms of Appointment:

- The MD & CEO shall not become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.
- The terms and conditions of appointment of the MD & CEO may be altered and varied from time to time by the Board as it may, in its discretion deems fit, irrespective of the limits stipulated under Schedule XIII to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the MD & CEO, subject to such approvals as may be required.
- The appointment may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu thereof.
- The employment of the MD & CEO may be terminated by the Company without notice for payment in lieu of notice:
 - If the MD & CEO is found to be guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company of any subsidiary company to which he is required by the Agreement to render services; or
 - In the event of any serious repeated or continuing breach (after prior warning) non observance by the MD & CEO of any of the stipulations contained in the agreement to be executed between the Company and the MD & CEO; or
 - In the event the Board expresses its loss of confidence in the MD & CEO.
- In the event of MD & CEO is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- Upon the termination by whatever means of the MD & CEO's appointment:
 - The MD & CEO shall immediately tender his resignation as Director of the Company and from such other offices held by him in the Company, in subsidiary company without claim for compensation for loss of office.
 - The MD & CEO shall not without the consent of the Company at any time thereafter represent himself as connected with the company or any of its subsidiary company.
- The MD & CEO is appointed as a Director by virtue of his employment in the Company and his appointment shall be subject to the provisions of Section 283(1)(I) of the Act. The MD & CEO will not be liable to retire by rotation.
- The terms and conditions of the appointment of the MD & CEO also include clauses pertaining to adherence with the Tata Code of Conduct, no conflict of interest with the Company and maintenance of confidentiality.
- If and when the Agreement expires or is terminated for any reason whatsoever, the MD & CEO will cease to be the Managing Director and Chief Executive Officer, and also cease to be a Director. If at any time, the MD & CEO ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Managing Director & Chief Executive Officer, and the Agreement shall forthwith terminate. If at any time, the MD & CEO ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and Managing Director & Chief Executive Officer of the Company.

MEMORANDUM OF CONCERN OR INTEREST

Mr R Ramanan is concerned or interested in the terms and conditions mentioned above as they relate to his own appointment.

By Order of the Board of Directors

New Delhi
15.4.2013

Vivek Agarwal
Company Secretary

