

REGISTERED OFFICE  
"PREMLATA" 4<sup>TH</sup> FLOOR,  
39, SHAKESPEARE SARANI,  
KOLKATA- 700 017

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FAX : (033) 2289 1655  
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E-MAIL: [corp@cimmco.in](mailto:corp@cimmco.in)

**BY COURIER**

Cimmco/Secretarial/SE/2011-12/

December 30, 2011

**1. National Stock Exchange of India Limited**

Exchange Plaza, Bandra Kurla Complex  
Bandra (East), Mumbai 400051  
Fax: (022) 2659 8237/38, E-mail: [cmllist@nse.co.in](mailto:cmllist@nse.co.in)

**2. Bombay Stock Exchange Limited**

Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai 400001  
Fax: (022) 2272 2039, E-Mail: [corp.relations@bseindia.com](mailto:corp.relations@bseindia.com)

**3. Delhi Stock Exchange Limited**

DSE House  
3/1, Asaf Ali Road, New Delhi 110002  
Fax: (011) 4647 0053/54, E-Mail: [rizwan.y@dseindia.org.in](mailto:rizwan.y@dseindia.org.in)

**4. The Calcutta Stock Exchange Limited**

7, Lyons Range  
Kolkata 700001  
Fax: (033) 2210 2223/4500/2210, E-Mail: [shamikdasgupta@cse-india.com](mailto:shamikdasgupta@cse-india.com)

**5. Madhya Pradesh Stock Exchange Limited**

201, Palika Plaza – II  
MTH Compound, Indore 452001  
Fax: (0731) 2432849, E-Mail: [secretarympse@yahoo.co.in](mailto:secretarympse@yahoo.co.in)

Dear Sir,

Sub: Certified copies of the proceedings of Annual General Meeting

We enclose herewith the certified copies of the minutes of 66<sup>th</sup> Annual General Meeting of the Company held on 5<sup>th</sup> day of December 2011 pursuant to the Clause 31(d) of the Listing Agreement.

Please take this on record.

Thanking you,

Yours faithfully,

For Cimmco Limited



Company Secretary

Encl: As above

**MINUTES OF THE PROCEEDINGS OF THE SIXTY-SIXTH ANNUAL GENERAL MEETING OF THE MEMBERS OF CIMMCO LIMITED HELD ON MONDAY, THE 5<sup>TH</sup> DAY OF DECEMBER, 2011 AT 3.00 P.M. AT KALA KUNJ, 48, SHAKESPEARE SARANI, KOLKATA- 700017**

**PRESENT**

|                         |                                                         |
|-------------------------|---------------------------------------------------------|
| Shri Umesh Chowdhary    | Vice Chairman & Managing Director                       |
| Shri D N Davar          | Independent Director                                    |
| Shri Anil Kumar Agarwal | Nominee Director- Cimco Equity Holdings Private Limited |
| Shri M J Z Mowla        | Independent Director                                    |

**In Attendance**

|                       |                         |
|-----------------------|-------------------------|
| Shri Dinesh Arya      | Group Company Secretary |
| Shri Dipankar Ganguly | Company Secretary       |

**And**

One Hundred and Ten Members of the Company holding 16289790 equity shares of Rs.10/- each, fully paid-up were present in person or through authorised representative and 4 persons by proxy holding 41528 equity shares of Rs.10/- each, fully paid-up.

**CHAIRMAN OF THE MEETING**

Since Shri J P Chowdhary, Executive Chairman was not present due to ill health, Shri Umesh Chowdhary, Vice Chairman and Managing Director took the Chair.

**QUORUM & ANNOUNCEMENTS**

After ascertaining from the Company Secretary that the quorum was present, the Chairman announced that total 4 proxies had been lodged and that the Register of Directors' shareholding under Section 307 of the Companies Act, 1956 was available for inspection at the meeting. Welcoming the members with sharp addresses, the Chairman thereupon called the meeting to order.

**NOTICE**

With the consent of the members, the Notice convening the meeting having been circulated to the members was taken as read.

**AUDITORS' REPORT**

The Company Secretary read out the Auditors' Report.

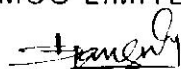
**ORDINARY BUSINESS**

**1. ADOPTION OF ANNUAL REPORT & ACCOUNTS**

Shri Arup Das, a member proposed the following as an Ordinary Resolution and Shri Manoj Gupta, another member seconded the same.

"RESOLVED THAT the audited Balance Sheet as at 31st March, 2011, the Profit & Loss Account & Cash Flow Statement for the year ended that date (comprising nine months) together with the Reports of Directors and Auditors thereon as circulated to the members be and are hereby adopted."

**For CIMMCO LIMITED**



**Dipankar Ganguly  
Company Secretary**

The Chairman asked the members if any of them had any query on the accounts. The observations of members put forth were suitably responded by the Chairman and suggestions made were taken note of following which the Resolution was put to vote by show of hands and carried unanimously.

2. A. RE- APPOINTMENT OF SHRI ANIL KUMAR AGARWAL

Shri Arup Das proposed the following as an Ordinary Resolution and Shri R S Sharma, another member seconded the same.

"RESOLVED THAT *Shri Anil Kumar Agarwal, Director retiring by rotation be and is hereby reappointed Director of the Company liable to retire by rotation.*"

On being put to vote by show of hands, the Resolution was carried unanimously.

2 B. NON - APPOINTMENT OF SHRI J P GUPTA

The Chairman announced that Shri J P Gupta who retires by rotation at this AGM has not offered himself for reappointment and as such the following was being proposed as an ordinary resolution:

"RESOLVED THAT *Shri J P Gupta, Director retiring by rotation not be appointed as Director of the Company and the vacancy resulting therefrom not be filled up.*"

Shri Manoj Gupta seconded the above and upon being put to vote by a show of hands, the Resolution was passed unanimously.

3. RE APPOINTMENT OF AUDITORS

Shri Manoj Gupta proposed the following as an Ordinary Resolution and Shri P K Nandi, another member seconded the same:

"RESOLVED THAT *M/s. S R Batliboi & Co; Chartered Accountants of 22 Camac Street, Block C, 3rd Floor, Kolkata-700016 having Firm Registration No. 301003E, be and are hereby re-appointed as auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company for auditing the accounts of the Company for the financial year 2011-2012 and the Board of Directors of the Company be and is hereby authorised to fix their remuneration plus other applicable expenses in connection with statutory audit and/or continuous audit and also such other remuneration, as may be decided to be paid by the Board/Committee of the Board, for performing duties other than those referred to hereinabove and the remuneration so fixed may be paid at such intervals during the year as may be decided by the Board/Committee of the Board.*"

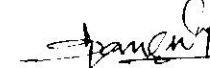
On being put to vote by show of hands, the Resolution was carried unanimously.

SPECIAL BUSINESS

Being interested in the following items of business, with the consent of members present Shri Umesh Chowdhary handed over the proceedings to Shri D N Davar.

4. APPROVAL OF APPOINTMENT AND REMUNERATION OF SHRI J P CHOWDHARY AS EXECUTIVE CHAIRMAN

For CIMMCO LIMITED



Dipankar Ganguly  
Company Secretary

Shri R S Sharma, a member proposed the following as a Special Resolution and Shri Sudip Das, another member seconded the same:

*"RESOLVED THAT Shri J P Chowdhary, who was appointed as an Additional Director by the Board of Directors on 10<sup>th</sup> May, 2011 and holds office upto the date of this Annual General Meeting and in respect of whom a notice under Section 257 has been received from a member signifying his intention to propose Shri J P Chowdhary's candidature for the office of the Director, be and is hereby appointed as a Director of the Company.*

*RESOLVED FURTHER THAT approval of the shareholders be and is hereby accorded pursuant to Part III of the Schedule XIII, Sections 198, 269, 309 and other enabling provisions of the Companies Act, 1956 (the Act) to the appointment of Shri J P Chowdhary as Chairman cum Managing Director designated as Executive Chairman for a term of five years w.e.f. May 10, 2011 as approved pursuant to the Section 316 of the Act by the Board of Directors at its meeting held on May 10, 2011, on the terms and conditions contained in the Agreement entered into between Shri J P Chowdhary and the Company which inter alia include that he shall draw remuneration from Titagarh Wagons Limited only of which also he is Executive Chairman.*

*RESOLVED FURTHER THAT the Board of Directors (which term shall include a Committee thereof) be and is hereby authorised to vary, alter or modify the terms and conditions of the appointment/ agreement of Shri J P Chowdhary including remuneration payable to him within the limits prescribed in Schedule XIII to the Act or any amendment thereto as may be agreed between Shri J P Chowdhary and the Company."*

On being put to vote by show of hands, the Resolution was carried with the requisite majority.

**5. APPROVAL OF APPOINTMENT AND REMUNERATION OF SHRI UMESH CHOWDHARY AS VICE CHAIRMAN AND MANAGING DIRECTOR**

Shri Manoj Gupta proposed the following as a Special Resolution and Shri Arup Das seconded the same:

*"RESOLVED THAT approval of the shareholders be and is hereby accorded pursuant to Part III of the Schedule XIII, Sections 198, 269, 309 and other enabling provisions of the Companies Act, 1956 (the Act) to the appointment of Shri Umesh Chowdhary as Vice Chairman and Managing Director for a term of five years w.e.f. May 10, 2011 as approved pursuant to the Section 316 of the Act by the Board of Directors at its meeting held on May 10, 2011, on the terms and conditions contained in the Agreement entered into between Shri Umesh Chowdhary and the Company which inter alia include that he shall draw remuneration from Titagarh Wagons Limited only of which also he is Vice Chairman & Managing Director.*

*RESOLVED FURTHER THAT the Board of Directors (which term shall include a Committee thereof) be and is hereby authorised to vary, alter or modify the terms and conditions of the appointment/ agreement of Shri Umesh Chowdhary including remuneration payable to him within the limits prescribed in Schedule XIII to the Act or any amendment thereto as may be agreed between Shri Umesh Chowdhary and the Company."*

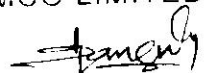
On being put to vote by show of hands, the Resolution was carried with the requisite majority.

Shri Umesh Chowdhary resumed the Chair.

**6. APPROVAL OF APPOINTMENT SHRI D N DAVAR AS INDEPENDENT DIRECTOR**

Shri Dinesh Arya, a member proposed the following as an Ordinary Resolution and Shri S Saraf, another member seconded the same:

For CIMMCO LIMITED



Dipankar Ganguly  
Company Secretary

*"RESOLVED THAT Shri D N Davar, who was appointed as an Additional Director by the Board of Directors on 31<sup>st</sup> March, 2011 and holds office upto the date of this Annual General Meeting and in respect of whom a notice under Section 257 has been received from a member signifying his intention to propose Shri D N Davar's candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company liable to retire by rotation."*

On being put to vote by show of hands, the Resolution was carried unanimously.

**7. APPROVAL OF APPOINTMENT SHRI R M AGARWAL AS A DIRECTOR**

Shri Dinesh Arya proposed the following as an Ordinary Resolution and Shri S Gattani, another member seconded the same:

*"RESOLVED THAT Shri R M Agarwal, who was appointed as an Additional Director by the Board of Directors on 10<sup>th</sup> May, 2011 and holds office upto the date of this Annual General Meeting and in respect of whom a notice under Section 257 has been received from a member signifying his intention to propose Shri R M Agarwal's candidature for the office of the Director, be and is hereby appointed as a Director of the Company liable to retire by rotation."*

On being put to vote by show of hands, the Resolution was carried unanimously.

**8. APPROVAL OF APPOINTMENT AND REMUNERATION OF SHRI VINAY MOHAN AS DIRECTOR (CORPORATE AFFAIRS) AND OFFICIATING CHIEF FINANCIAL OFFICER**

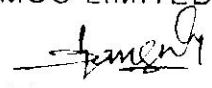
Shri Dinesh Arya proposed the following as a Special Resolution and Shri M S Deb, another member seconded the same:

*"RESOLVED THAT Dr. Vinay Mohan, who was appointed as an Additional Director by the Board of Directors on 10<sup>th</sup> May, 2011 and holds office upto the date of this Annual General Meeting and in respect of whom a notice under Section 257 has been received from a member signifying his intention to propose Dr. Vinay Mohan's candidature for the office of the Director, be and is hereby appointed as Director (Corporate Affairs) and Officiating Chief Financial Officer of the Company."*

*RESOLVED FURTHER THAT approval of the shareholders be and is hereby accorded pursuant to Part III of the Schedule XIII, Sections 198, 269, 309 and other enabling provisions of the Companies Act, 1956 (the Act) to the appointment of Dr. Vinay Mohan as Director (Corporate Affairs) and Officiating Chief Financial Officer of the Company for a term of two years w.e.f. May 10, 2011 as approved by the Remuneration Committee and endorsed by the Board of Directors at their respective meetings held on May 10, 2011, on the terms and conditions contained in the Agreement entered into between Dr. Vinay Mohan and the Company.*

*RESOLVED FURTHER THAT the Board of Directors (which term shall include a Committee thereof) be and is hereby authorised to vary, alter or modify the terms and conditions of the appointment/ agreement of Dr. Vinay Mohan including remuneration payable to him within the limits prescribed in Schedule XIII to the Act or any amendment thereto as may be agreed between Dr. Vinay Mohan and the Company.*

For CIMMCO LIMITED

  
Dipankar Ganguly  
Company Secretary

FURTHER RESOLVED THAT the Board of Directors (which term shall include a Committee thereof) be and is hereby authorised to take all steps and do acts, deeds and things as may be deemed necessary for giving effect to this Resolution."

On being put to vote by show of hands, the Resolution was carried with the requisite majority.

**9. APPROVAL OF APPOINTMENT DR. G B RAO AS INDEPENDENT DIRECTOR**

Shri Dinesh Arya proposed the following as an Ordinary Resolution and Shri Sudip Das seconded the same:

"RESOLVED THAT Dr. G B Rao, who was appointed as an Additional Director by the Board of Directors on 31<sup>st</sup> March, 2011 and holds office upto the date of this Annual General Meeting and in respect of whom a notice under Section 257 has been received from a member signifying his intention to propose Dr. G B Rao's candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company liable to retire by rotation."

On being put to vote by show of hands, the Resolution was carried with the requisite majority.

**10. APPROVAL OF APPOINTMENT SHRI MIZ MOWLA AS INDEPENDENT DIRECTOR**

Shri Dinesh Arya proposed the following as an Ordinary Resolution and Shri S Gattani seconded the same:

"RESOLVED THAT Shri M J Z Mowla, who was appointed as an Additional Director by the Board of Directors on 8<sup>th</sup> November, 2011 and holds office upto the date of this Annual General Meeting and in respect of whom a notice under Section 257 has been received from a member signifying his intention to propose Shri M J Z Mowla's candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company liable to retire by rotation."

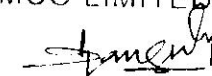
On being put to vote by show of hands, the Resolution was carried unanimously.

**VOTE OF THANKS**

All the items of business having been transacted the meeting concluded with Shri Manoj Gupta proposing a vote of thanks to the Chair.

CHAIRMAN

For CIMMCO LIMITED



Dipankar Ganguly  
Company Secretary