

CMC Limited



Your IT Partner

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New Delhi -110 001 India
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23 June, 2014

BY COURIER/BYFAX/EMAIL

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

Fax 022-22723121/22723719/22722037/
22722039/22722041/22722061

E-mail : corp.relations@bseindia.com

(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

Fax 022-26598237/38 (Stock Code : CMC)

E-Mail : cmlist@nse.co.in

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

(Stock Code : 10000071)
Fax: 033-22104492/22104500

Sub : Proceedings of Annual General meeting under Clause 31(d) and disclosure of
Voting Results under Clause 35A of the Listing Agreement

Dear Sirs,

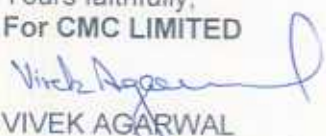
The 38th Annual General Meeting of the Company has been held on 23 June, 2014 wherein a dividend @ Rs 22.50 per equity share of Rs 10 each was declared. It is proposed to disburse the dividend on June 25, 2014.

AGM has been convened, held and conducted as per the provisions of Companies Act, 2013 and the rules made thereunder. Details of the resolutions passed in the AGM in the desired format are enclosed herewith.

This is for your information and record.

Thanking you,

Yours faithfully,
For CMC LIMITED


VIVEK AGARWAL
Company Secretary
Encl : As above

Details of Resolutions passed in the 38th AGM of CMC Ltd.

Date of the AGM	23 June, 2014
Total number of shareholders on Book Closure date	28132
No. of Shareholders present in the meeting either in person or through proxy:	219
Promoters and Promoter Group:	01
Public:	-
No. of Shareholders attended the meeting through Video Conferencing	N.A.
Promoters and Promoter Group:	
Public:	

Agenda-wise

Item No.	Agenda	Resolution required (Ordinary / Special)	Mode E-voting)	of	Remarks
Ordinary Business:					
1	Adoption of the audited Financial Statement of Profit and Loss for the year ended on 31.03.2014 and the Balance Sheet as at that date.	Ordinary	e-Voting		Passed unanimously
2	Declaration of dividend @ Rs 22.50 per equity share of Rs 10/- each for the Financial Year 2013-14.	Ordinary	e-Voting		Passed unanimously
3	Re-appointment of Mr. Seturaman Mahalingam, who retires by rotation and, being eligible, offers himself for re-appointment as Director.	Ordinary	e-Voting		Passed unanimously
4	Appointment of Statutory Auditors for a term of three years up to the conclusion of 41 AGM and fixation of their remuneration.	Ordinary	e-Voting		Passed unanimously
Special Business:					
5	Appointment of Mr. Sudhakar Rao as an Independent Director. with effect from 23 June, 2014 up to 22 June, 2019.	Ordinary	e-Voting		Passed unanimously
6	Appointment of Ms. Kalpana Morparia as an Independent Director with effect from 23 June, 2014 up to 22 June, 2019	Ordinary	e-Voting		Passed unanimously
7	Appointment of Prof. Madaboosi Santhanam Ananth as an Independent Director with effect from 23 June, 2014 up to 22 June, 2019	Ordinary	e-Voting		Passed with requisite majority
8	Appointment of Mr. Ashok Sinha as an Independent Director with effect from 23 June, 2014 up to 22 June, 2019.	Ordinary	e-Voting		Passed unanimously



(Agenda-wise)

1. **Detail of the Agenda:** Adoption of Financial Statements of the Company for the year ended 31 March, 2014 including Balance Sheet as at 31 March, 2014 and the Statement of Profit & Loss, Reports of the Board of Directors and Auditors thereon.

Resolution required: Ordinary**Mode of voting: E-voting**

Promoter/Public	No. of shares held (1)	No. of votes e-Voted/ (2)	% of Votes e-Voted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on e-voting (6)=[(4)/(2)]*100	% of Votes against on votes e-Voted (7)=[(5)/(2)]*100
Promoter and Promoter Group	15489922	15489922	100	15489922	0	100	0
Public – Institutional holders	8957139	8957139	100	8957139	0	100	0
Public-Others	776	776	100	776	0	100	0
Total	24447837	24447837	100	24447837	0	100	0

The above resolution was passed unanimously.



2. **Detail of the Agenda:** Declaration of dividend @ Rs 22.50 per equity share of Rs 10/- each for the financial year 2013-14.

Resolution required: Ordinary

Mode of voting: E-voting

Promoter/Public	No. of shares held (1)	No. of votes e-Voted/ (2)	% of Votes e-Voted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on e-voting (6)=[(4)/(2)]*100	% of Votes against on votes e-Voted (7)=[(5)/(2)]*100
Promoter and Promoter Group	15489922	15489922	100	15489922	0	100	0
Public – Institutional holders	8957139	8957139	100	8957139	0	100	0
Public-Others	776	776	100	776	0	100	0
Total	24447837	24447837	100	24447837	0	100	0



The above resolution was passed unanimously.

3. **Detail of the Agenda:** Appointment of a Director in place of Mr. Seturaman Mahalingam, who retires by rotation and, being eligible, offers himself for re-appointment.

Resolution required: Ordinary

Mode of voting: E-voting

Promoter/Public	No. of shares held (1)	No. of votes e-Voted/ (2)	% of Votes e-Voted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on e-voting (6)=[(4)/(2)]*100	% of Votes against on votes e-Voted (7)=[(5)/(2)]*100
Promoter and Promoter Group	1548922	1548922	100	1548922	0	100	0
Public - Institutional holders	8954139	8954139	100	8954139	0	100	0
Public-Others	776	776	100	776	0	100	0
Total	24444837	24444837	100	24444837	0	100	0

The above resolution was passed unanimously.



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4. **Detail of the Agenda:** Appointment of M/s Deloitte Haskins & Sells as Auditors of the Company for a term of three years upto the conclusion of 41st Annual General meeting to be held in year 2017 and fix their remuneration.

Resolution required: Ordinary
Mode of voting: E-voting

Promoter/Public	No. of shares held (1)	No. of votes e-Voted/ (2)	% of Votes e-Voted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on e-voting (6)=[(4)/(2)]*100	% of Votes against on votes e-Voted (7)=[(5)/(2)]*100
Promoter and Promoter Group	15489922	15489922	100	15489922	0	100	0
Public – Institutional holders	8957139	8957139	100	8957139	0	100	0
Public-Others	776	776	100	776	0	100	0
Total	24447837	24447837	100	24447837	0	100	0

The above resolution was passed unanimously.



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5. **Detail of the Agenda:** Appointment of Mr. Sudhakar Rao as an Independent Director with effect from 23 June, 2014 up to 22 June, 2019

Resolution required: Ordinary

Mode of voting: E-voting

Promoter/Public	No. of shares held (1)	No. of votes e-Voted/ (2)	% of Votes e-Voted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on e-voting (6)=[(4)/(2)]*100	% of Votes against on votes e-Voted (7)=[(5)/(2)]*100
Promoter and Promoter Group	15489922	15489922	100	15489922	0	100	0
Public – Institutional holders	8954139	8954139	100	8954139	0	100	0
Public-Others	776	776	100	776	0	100	0
Total	24444837	24444837	100	24444837	0	100	0

The above resolution was passed unanimously.



6. **Detail of the Agenda:** Appointment of Ms. Kalpana Morparia as an Independent Director with effect from 23 June, 2014 up to 22 June, 2019.

Resolution required: Ordinary

Mode of voting: E-voting

Promoter/Public	No. of shares held	No. of votes e-Voted/	% of Votes e-Voted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on e-voting (6)=[(4)/(2)]*100	% of Votes against on votes e-Voted (7)=[(5)/(2)]*100
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	1548922	1548922	100	1548922	0	100	0
Public – Institutional holders	8954139	8954139	100	8954139	0	100	0
Public-Others	776	776	100	776	0	100	0
Total	24444837	24444837	100	24444837	0	100	0

The above resolution was passed unanimously.



7. **Detail of the Agenda:** Appointment of Prof. Madaboosi Santhanam Ananth as an Independent Director with effect from 23 June, 2014 up to 22 June, 2019

Resolution required: Ordinary
Mode of voting: E-voting

Promoter/Public	No. of shares held	No. of votes e-Voted	% of Votes e-Voted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on e-voting (6)=[(4)/(2)]*100	% of Votes against on votes e-Voted (7)=[(5)/(2)]*100
Promoter and Promoter Group	(1) 15489922	(2) 15489922	100	(4) 15489922	(5) 0	100	0
Public – Institutional holders	8954139	8954139	100	8627504	326635	96.35	3.65
Public-Others	776	776	100	776	0	100	0
Total	24444837	24444837	100	24118202	326635	98.66	1.34

The above resolution was passed with requisite majority.



8. **Detail of the Agenda:** Appointment of Mr. Ashok Sinha as an Independent Director with effect from 23 June, 2014 up to 22 June, 2019.

Resolution required: Ordinary

Mode of voting: E-voting

Promoter/Public	No. of shares held	No. of votes e-Voted/	% of Votes e-Voted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on e-voting (6)=[(4)/(2)]*100	% of Votes against on votes e-Voted (7)=[(5)/(2)]*100
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	15489922	15489922	100	15489922	0	100	0
Public – Institutional holders	8954139	8954139	100	8954139	0	100	0
Public-Others	776	776	100	776	0	100	0
Total	24444837	24444837	100	24444837	0	100	0

The above resolution was passed unanimously.

