



**MINUTES OF 39TH ANNUAL GENERAL MEETING OF THE MEMBERS OF
CMC LIMITED HELD ON THURSDAY, 11 JUNE, 2015 AT 3:00 P.M. AT
CMC'S AUDITORIUM, CMC CENTRE, GACHIBOWLI,
HYDERABAD - 500 032**

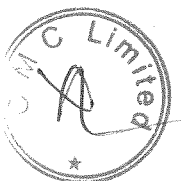
Present:

(A) Members of the Board of Directors:

1. Mr. N Chandrasekaran : Chairman
2. Mr. R Ramanan : Managing Director & CEO
3. Mr. S Mahalingam : Director
4. Prof. M S Ananth : Independent Director
(Authorised by Chairman of Nomination and Remuneration Committee)
5. Mr. Ashok Sinha : Independent Director
(Chairman of Audit Committee)
6. Ms. Aarthi Subramanian : Director

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

(B) 214 Members and 3 Proxies attended the meeting.



Mr. N. Chandrasekaran took the Chair.

- I. Mr Vivek Agarwal, Company Secretary confirmed that the quorum was present. The Chairman then called the meeting to order and welcomed the Members present in the meeting.
- II. The Notice convening the Annual General Meeting of the Shareholders along with the Explanatory Statement, already circulated, was taken as read with permission of the Members. Thereafter, the Company Secretary read the Auditors' Report. There had been no qualification or observation made by the Statutory Auditors in the Auditors Report.
- III. The Chairman then delivered his speech and invited queries from the members and suitably replied to their queries.
- IV. The Chairman then mentioned that the Company was also providing voting facility at the AGM for those shareholders who have not exercised their vote through e-voting/Ballot. These votes will be added to the votes cast through e-voting/Ballot.





- V. Dr. S Chandrasekaran, Practicing Company Secretary would act as a scrutinizer for this purpose. The Chairman informed that as per Notice of AGM, the remote e-voting commenced on Monday, 8 June, 2015 (9:00 a.m. IST) and ended on Wednesday, 10 June, 2015 (5:00 p.m. IST). The e-voting module stood disabled on 10 June, 2015. The Chairman thereafter allowed Polling for those Shareholders who have not cast their vote through remote e-voting or physical ballot. Dr S Chandrasekaran, Practising Company Secretary was appointed as Scrutinizer to monitor the poll to ensure that it is carried out in a fair and transparent manner. Mr Vivek Agarwal, Company Secretary was authorized to conduct the poll.
- VI. Mr Vivek Agarwal informed the Shareholders about the polling process and gave half an hour for poll. At 4 p.m. after all the shareholders had cast their votes, the polling boxes were sealed for counting purpose and it was announced that the results will be declared within two days i.e. by June 13, 2015. On Saturday, 13 June, 2015 on receipt of Scrutinizer's Report, the result was declared and posted at the website of the Company and website of its Registrar and Transfer Agents, Karvy Computershare Pvt. Ltd. The results of poll were also communicated to the Stock Exchanges National Stock Exchange of India Limited, BSE Limited and Calcutta Stock Exchange Limited.





- VII. The following Resolutions stand passed at the 39th Annual General Meeting of the Company:

ORDINARY BUSINESS

- (a) **Resolution No. 1 “Adoption of Financial Statements for the year ended 31 March, 2015” as an Ordinary Resolution:**

“**RESOLVED THAT** the Standalone and Consolidated Audited Financial Statements of the Company for the year ended 31 March, 2015 including audited Balance Sheet as at 31 March, 2015 and the Statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon, be and are hereby received, considered and adopted.”

139 shareholders holding 22627234 equity shares have voted in favour of the resolution and no one voted against the resolution.

The Ordinary Resolution was passed unanimously.





- (b) **Resolution No. 2 “Declaration of dividend on equity shares for the financial year 2014-15” as an Ordinary Resolution:**

“**RESOLVED THAT** a dividend @ Rs. 27.50 per equity share of Rs 10 each fully paid up on the paid-up equity share capital of the Company for the year ended 31 March, 2015 be and is hereby declared out of current profits of the Company.”

141 shareholders holding 22627236 equity shares have cast their vote in favour of the resolution and no one voted against the resolution.

The Ordinary Resolution was passed unanimously.

- (c) **Resolution No. 3 “Re-appointment of Mr. Seturaman Mahalingam, Director retiring by rotation” as an Ordinary Resolution:**

“**RESOLVED THAT** Mr. Seturaman Mahalingam, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of the Company.”

104 shareholders holding 21678527 equity shares have cast their vote in favour of the resolution and 33 Shareholders holding 733299 equity shares have cast their vote against the resolution.

The Ordinary Resolution was passed with requisite majority.



- (d) **Resolution No. 4 “Ratification of the appointment of M/s Deloitte Haskins & Sells, Chartered Accountants, as Statutory Auditors of the Company” as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the appointment of Deloitte Haskins & Sells, Chartered Accountants (Firm’s Registration No. 015125N), as Auditors of the Company for a term of three years i.e. till the conclusion of the 41st Annual General Meeting (AGM), which was subject to ratification at every AGM, be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of the 40th AGM of the Company to be held in the year 2016, at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

139 Shareholders holding 22627234 equity shares have cast their vote in favour of the resolution and 1 member holding 1 share has voted against the resolution.

The Ordinary Resolution was passed with requisite majority.



**SPECIAL BUSINESS**

- (e) **Resolution No. 5 “Appointment of Mr. Natarajan Chandrasekaran as the Director of the Company” as an Ordinary Resolution:**

“**RESOLVED THAT** Mr. Natarajan Chandrasekaran (DIN 00121863) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 17October, 2014 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company.”

104 shareholders holding 21603482 equity shares have cast their vote in favour of the resolution and 31 shareholders holding 729324 equity shares voted against the resolution.

The Ordinary Resolution was passed with requisite majority.





(f) **Resolution No. 6 “Appointment of Ms. Aarthi Subramanian as the Director of the Company” as an Ordinary Resolution:**

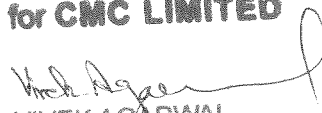
“**RESOLVED THAT** Ms. Aarthi Subramanian (DIN 07121802) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 31 March, 2015 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company.”

105 Shareholders holding 21604681 equity shares have cast their vote in favour of the resolution and 30 shareholders holding 728125 equity shares have voted against the resolution.

The Ordinary Resolution was passed with requisite majority.

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

for **CMC LIMITED**


VIVEK AGARWAL
COMPANY SECRETARY

Sd/-
Chairman
13/06/2015