

## NOTICE

Notice is hereby given that the 39<sup>th</sup> Annual General Meeting ("AGM") of the Members of CMC Limited will be held on Thursday, 11 June, 2015 at 3:00 p.m. at CMC's Auditorium, CMC Centre, Old Mumbai Highway, Gachibowli, Hyderabad-500 032, to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt 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 and Loss for the year ended on that date and the reports of the Board of Directors ("the Board") and Auditors thereon.
2. To declare a dividend on equity shares for the financial year 2014-15.
3. To appoint a Director in place of Mr. Seturaman Mahalingam, who retires by rotation and, being eligible, offers himself for re-appointment.
4. Ratification of Appointment of Statutory Auditors

To consider and if thought fit, to pass with or without modification(s), the following resolution 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 41<sup>st</sup> 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 40<sup>th</sup> 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."

### SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification(s), the following resolution 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 17 October, 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."
6. To consider and if thought fit, to pass with or without modification(s), the following resolution 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."

By Order of the Board of Directors

**VIVEK AGARWAL**

Company Secretary

Membership No. F2269

Mumbai  
9 April, 2015

### Registered Office:

CMC Centre  
Old Mumbai Highway, Gachibowli  
Hyderabad-500 032  
CIN:L72200TG1975PLC001970  
Tel:+91(11)2373 6151 Fax:91(11)2373 6159  
E-mail:investor.relations@cmcltd.com Website:www.cmcltd.com

**Notes:**

1. The relative Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act"), with respect to the special business set out in Item Nos. 5 and 6 above, is annexed hereto.
2. The relevant details as required under Clause 49 of the Listing Agreement with the stock exchanges, of persons seeking appointment/re-appointment relating to item Nos. 3, 5 and 6 of the Notice are also annexed.
3. **A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other member.  
The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions/authority, as applicable.
4. The dividend as recommended by the Board of Directors if declared at the Annual General Meeting will be paid after 12 June, 2015 but before 10 July, 2015.
  - a) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on 25 May, 2015,
  - b) To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on 25 May, 2015.
5. Members holding shares in electronic form are hereby informed that the bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change in address, change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
6. Members holding shares in physical form are requested to advise any change of address, bank details etc. immediately to the Company's Registrar and Share Transfer Agent, M/s Karvy Computershare Private Limited (Karvy).
7. Pursuant to provisions of Section 205A(5) of the Companies Act, 1956, dividend which remain unpaid/unclaimed for a period of 7 years from the date of transfer of the same to the Company's unpaid dividend account will be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. The following are the details of the dividends paid by the Company and respective due dates for claim by the Shareholders:

Financial Year	Date of Declaration of Dividend	Last date for claim
2007-08	24-06-2008	23-06-2015
2008-09	26-06-2009	25-06-2016
2009-10	29-06-2010	28-06-2017
2010-11	27-06-2011	26-06-2018
2011-12	27-06-2012	26-06-2019
2012-13	26-06-2013	25-06-2020
2013-14	23-06-2014	22-06-2021

The Company has uploaded the information of unclaimed/unpaid dividend in respect of the financial year from 2007-08 onwards, on the website of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) and under "Investors" section on the Website of the Company: [www.cmcltd.com](http://www.cmcltd.com)

Further, the Company shall not be in a position to entertain the claims of Shareholders for the unclaimed dividends after the last date as mentioned in the table. In view of the above, the Shareholders are advised to send all the un-encashed dividend warrants pertaining to the above years to our RTA for revalidation or issuance of Demand Draft in lieu thereof and encash them before the due dates for transfer to the IEPF.

8. Electronic copy of the Annual report is being sent to all the members whose email IDs are registered with the Company/ Depositories unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.
9. To promote green initiative, Members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the Registrar & Transfer Agent, giving reference of their Folio Number.
10. Members may also note that the Annual Report for FY 2014-15 will also be available on the Company's website [www.cmcltd.com](http://www.cmcltd.com) for their download.
11. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Members are provided with the facility to cast their votes on resolutions through e-voting services provided by Karvy Computershare Private Limited ("Karvy"). In order to enable its Members, who do not have access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for voting through Ballot Form are given at the back of the said form and instructions for e-voting are given at Note No. 16 annexed to this Notice. Resolution(s) passed by Members through Ballot Forms or e-voting is/are deemed to have been passed as if they have been passed at the AGM.
12. The facility for voting, either through electronic voting system or ballot form or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting.
13. The Members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
14. Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
15. In case a Member is desirous of obtaining a duplicate Ballot Form, he may send an e-mail to [evoting@karvy.com](mailto:evoting@karvy.com) by mentioning their Folio/DP ID and Client ID No. However, the dully completed Ballot Form should reach the Registrars & Transfer Agent at Karvy Computershare Private Limited, Karvy Selenium Tower B, 6th floor, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 not later than 10 June, 2015 (5:00 p.m. IST). Ballot Form received after this date will be treated as invalid.

**16. Instructions for e-voting are as under:**

- A. In case a member receives an email from Karvy (for Members whose e-mail addresses are registered with the Company/Depositories):
  - i. Open the e-mail and also open PDF file namely "CMC e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
  - ii. Open the internet browser and type the URL: <http://evoting.karvy.com>.
  - iii. Click on Shareholder – Login.
  - iv. If you are already registered with Karvy for e-voting then you can use your existing user ID and password.
  - v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
  - vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
  - vii. Once the e-voting home page opens, click on e-voting>Active Voting cycles.
  - viii. Select "EVEN" (E-Voting Event Number) of the Company which is 1693. Now you are ready for e-voting as Cast Vote page opens.
  - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - x. Upon confirmation, the message "Vote cast successfully" will be displayed.

- xi. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
  - xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG format) of the relevant Board Resolution/Authority Letter, etc, together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [sankara@cacsindia.com](mailto:sankara@cacsindia.com) with a copy to [evoting@karvy.com](mailto:evoting@karvy.com).
  - xiii. In case of any queries, you may refer the Frequently Asked Questions(FAQs) and e-voting user manual for Shareholders, available at the downloads section of <http://evoting.karvy.com> or call on toll free no 1800 345 4001.
- B. In case a Member receives physical copy of the Notice of AGM (for members whose email address are not registered with the Company/Depositories):
- i Initial password is provided in the enclosed ballot form: EVEN (E-Voting Event Number), user ID and password.
  - ii Please follow all steps from Sl. No. (ii) to Sl No. (xiii) above, to cast vote.
- C. Other Instructions:
- a. The e-voting period commences on Monday, 8 June, 2015 (9:00 a.m. IST) and ends on Wednesday, 10 June, 2015 (5:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 4 June, 2015, may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
  - b. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 4 June, 2015. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut- off date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting through Ballot Paper.
  - c. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as on the cut -off date i.e. 4 June, 2015 may obtain the login Id and password by sending a request at [evoting@karvy.com](mailto:evoting@karvy.com). However, if you are already registered with Karvy for remote e-voting then you can use your exiting user ID and password for casting your vote.
  - d. The Company has appointed Dr.S Chandrasekaran, Practicing Company Secretary (Membership No.FCS 1644), as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
  - e. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
  - f.. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.cmcltd.com](http://www.cmcltd.com) and on the website of Karvy within two days of the passing of the resolutions at the AGM on 11 June, 2015 and communicated to the BSE Limited (BSE), National Stock Exchange of India Limited (NSE) and Calcutta Stock Exchange Limited (CSE) where the shares of the Company are listed.

By Order of the Board of Directors

Mumbai  
9 April, 2015

**VIVEK AGARWAL**  
Company Secretary  
Membership No. F2269

**Registered Office:**

CMC Centre  
Old Mumbai Highway, Gachibowli  
Hyderabad-500 032  
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## STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 4

This explanatory statement is provided though strictly not required as per section 102 of the Act

Deloitte Haskins & Sells, (ICAI Firm's Registration No. 015125N), Chartered Accountants, were appointed as the statutory auditors of the Company for a period of three years at the Annual General Meeting (AGM) of the Company held on 23 June, 2014.

As per provisions of Section 139(1) of the Act, their appointment for the above tenure is subject to ratification by members at every AGM.

Accordingly, ratification of the members is being sought for the proposal contained in the resolution set out at item no. 4 of the notice.

The Board commends the Resolution at Item No. 4 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMPs is concerned or interested in the Resolution at Item No. 4 of the accompanying Notice.

### Item No. 5

The Board of Directors has appointed Mr. Natarajan Chandrasekaran as Additional Director and Chairman of the Company with effect from 17 October, 2014. As per the provisions of Section 161(1) of the Act, Mr. Natarajan Chandrasekaran shall hold office as an Additional Director only up to the date of this Annual General Meeting of the Company, and is eligible for appointment as Director.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Natarajan Chandrasekaran for the office of Director of the Company.

The matter regarding appointment of Mr. Natarajan Chandrasekaran as Additional Director was placed before the Nomination and Remuneration Committee and it has recommended his appointment.

Mr. Chandrasekaran has given a declaration to the Board that he is not disqualified from being appointed as a Director in terms of Section 164 (2) of the Act and has given his consent to act as a Director. In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed thereunder for his appointment.

In compliance with the provisions of Section 161 of the Act, the appointment of Mr. Natarajan Chandrasekaran as a Director is now being placed before the Members for their approval.

Mr. Chandrasekaran has a Bachelor's Degree in Applied Science and a Master Degree in Computer Applications. He has over 28 years of experience in the software industry and business operations. Recently, Mr. Chandrasekaran was presented with the 'Best CEO for 2014' by Business Today for the second consecutive year. He was voted the 'Best CEO' by the Institutional Investor's 2014 Annual All-Asia Executive Team rankings.

None of the Directors, Key Managerial Personnel (KMPs) or relatives of Directors and KMPs except Mr. Chandrasekaran is concerned or interested in the resolution at Item No. 5 of the Notice.

### Item No. 6:

The Board of Directors has appointed Ms. Aarthi Subramanian as Additional Director of the Company with effect from 31 March, 2015. As per the provisions of Section 161(1) of the Act, Ms. Aarthi Subramanian shall hold office as an Additional Director only up to the date of this Annual General Meeting of the Company, and is eligible for appointment as Director.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Aarthi Subramanian for the office of Director of the Company.

The matter regarding appointment of Ms. Aarthi Subramanian as Additional Director was placed before the Nomination and Remuneration Committee and it has recommended her appointment.

Ms. Aarthi Subramanian has given a declaration to the Board that she is not disqualified from being appointed as a Director in terms of Section 164 (2) of the Act and has given her consent to act as a Director. In the opinion of the Board, she fulfills the conditions specified in the Act and the Rules framed thereunder for her appointment.

In compliance with the provisions of Section 161 of the Act, the appointment of Ms. Aarthi Subramanian as a Director is now being placed before the Members for their approval.

Ms. Aarthi Subramanian holds a B.Tech degree in Computer Science from National Institute Technology, Warangal, A.P. and a Masters degree in Engineering Management from University of Kansas (USA). Ms. Subramanian has been associated with Tata Consultancy Services Limited (TCS) for the past 25 years. She started her career as a graduate trainee in TCS in 1989 and took over as the Head of Governance, Compliance and Risk Management since October 2014 to take care of HR and Legal compliances and Internal Controls of TCS.

During her 25 year career, she has worked in diverse roles in India, Sweden, US and Canada and has rich experience in Account Management, Delivery and Large Program Management.

None of the Directors, Key Managerial Personnel (KMPs) or relatives of Directors and KMPs, except Ms. Aarthi Subramanian is concerned or interested in the resolution at Item No. 6 of the Notice.

By Order of the Board of Directors

Mumbai  
9 April, 2015

**VIVEK AGARWAL**  
Company Secretary  
Membership No. F2269

**Registered Office:**

CMC Centre  
Old Mumbai Highway, Gachibowli  
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CIN:L72200TG1975PLC001970  
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E-mail:investor.relations@cmcltd.com Website:www.cmcltd.com



**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING  
(Pursuant to Clause 49 of the Listing Agreement)**

Particulars	Mr. Natarajan Chandrasekaran	Mr. Seturaman Mahalingam	Ms. Aarthi Subramanian
<b>Date of Birth</b>	2 June,1963	10 February,1948	26 June, 1967
<b>Date of Appointment</b>	17 October, 2014	14 January, 2010	31 March, 2015
<b>Qualifications</b>	B.Sc. from Coimbatore Institute of Technology, Tamil Nadu Masters in Computer Applications from Regional Engineering College, Trichy, Tamil Nadu	Chartered Accountant	B.Tech. from National Institute of Technology, Warangal (A.P.) Masters in Engineering Management from University of Kansas (USA)
<b>Expertise in specific functional areas</b>	Wide experience in Information Technology	Finance & Business Management	Wide experience in service delivery and risk management
<b>Chairmanships/ Directorships of other Companies (excluding Foreign Companies and Section 8 Companies)</b>	Tata Consultancy Services Limited C-Edge Technologies Limited	Tata Realty and Infrastructure Limited City Union Bank Limited Sundaram Finance Limited Lucas-TVS Limited Kasturi & Sons Limited TVS Logistics Services Limited	Tata Consultancy Services Limited
<b>Chairmanships / Memberships Of Committees of other Public Companies</b>			
<b>i. Audit Committee</b>	-	Tata Realty and Infrastructure Limited* City Union Bank Limited Kasturi & Sons Limited* Lucas TVS Limited TVS Logistics Limited*	-
<b>ii. Stakeholders Relationship Committee</b>	Tata Consultancy Services Limited	Tata Realty and Infrastructure Limited City Union Bank Limited	-
<b>iii. Nomination and Remuneration Committee</b>	-	Tata Realty and Infrastructure Limited City Union Bank Limited Kasturi & Sons Limited Lucas TVS Limited TVS Logistics Limited *	-
<b>Number of shares held in the Company</b>	Nil	Nil	Nil

\*Represent Chairmanships of Committees in other companies.