



CMC LIMITED

CIN No.: L72200AP1975PLC001970

Regd. Office : CMC Centre, Old Mumbai Highway, Gachibowli, Hyderabad, Andhra Pradesh-500032

POSTAL BALLOT FORM

Serial No. :

1. Name and Registered Address of the sole / first named shareholder :

2. Name(s) of the Joint Holder(s) if any :

3. DP ID No. & Client ID No./ Registered Folio No. :

4. Number of Shares held :

I/We hereby exercise my/our vote in respect of the **Special Resolution** to be passed through postal ballot/e-voting as stated in the Notice dated 6 March, 2014 of the Company by sending my/our assent/dissent to the said Resolution by placing a tick (✓) mark in the appropriate box below. Please note that tick in both boxes will render the ballot invalid.

Description	No. of Shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Increase in Investors Investment limits from 24% to 35% of the Paid up share capital of the Company.			

Place :

Date :

(Signature of the Shareholder or Authorised Representative)

e-mail :

Tel.No./Mobile No:

Electronic Voting Particulars

EVSN Electronic Voting Sequence Number	USER ID	PASSWORD

Notes : (i) Last Date of receipt of Postal Ballot Form by Scrutinizer is Monday, 21 April, 2014

(ii) Please read the instructions printed overleaf carefully before exercising your vote.

NOTES/INSTRUCTIONS

1. Pursuant to the provisions of Section 192A of the Companies Act, 1956 read with Companies (Passing of Resolution by Postal Ballot) Rules, 2011 and Clause 35B of the Listing Agreement assent or dissent of the shareholders in respect of the resolutions contained in the Notice dated 6 March, 2014 is being taken through postal ballot/ e-voting.
2. Under the Green Initiative of Ministry of Corporate Affairs, Notice of Postal Ballot is being sent to the Shareholders, who have registered their e-mail ID with the Company/RTA, through e-mail and to all other shareholders by ordinary post along with Postal Ballot form.
3. The Board of Directors has appointed Dr. S Chandrasekaran, Practicing Company Secretary, as Scrutinizer for conducting the postal ballot/ e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of postal ballot/e-voting will be final.
4. The Board of Directors has appointed Mr. R. Ramanan, Managing Director & CEO and Mr. Vivek Agarwal, Company Secretary as the persons responsible for the entire postal ballot process.
5. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member as on 7 March, 2014.
6. The result of the postal ballot will be announced by Mr. R. Ramanan, Managing Director & CEO and in his absence by Mr. Vivek Agarwal, Company Secretary on Thursday, 24 April, 2014 at 11:00 a.m. at the Corporate Office of the Company at PTI Building, 5th Floor, 4 Sansad Marg, New Delhi-110 001. The resolution shall be taken as passed effectively on the date of declaration of the result. The result of the Postal Ballot will be intimated to the Stock Exchanges where the shares of the Company are listed and simultaneously posted on the website of the Company at www.cmcltd.com. It shall also be published in the newspapers.
7. The Shareholders can opt for any one mode of voting. In case, shareholder(s) cast vote by sending physical form as well as vote through e-voting, then voting done through physical form shall prevail and voting done by e-voting shall be treated as invalid.
8. Voting rights in the postal ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorized representative with proof of their authorization. Proof of authorization is required to be sent to the Company along with postal ballot form.
9. In case, the Shareholders who have been sent this Notice electronically and who do not want to avail the e-voting facility organized through KARVY, such shareholders may send a request to Karvy for obtaining the Notice and Postal Ballot in physical form. On receipt of such requests, Karvy will dispatch the physical form to enable the shareholders to cast their vote in physical mode.
10. All the documents referred to in the accompanying notice and explanatory statement are open for inspection between 10.00 a.m. to 12.00 noon on all working days at the Registered Office of the Company at CMC Centre, Old Mumbai Highway, Gachibowli, Hyderabad-500032 till Monday, 21 April, 2014.

Voting in physical form

11. Shareholders desiring to exercise vote by postal ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier or by Registered Post at the expense of the registered shareholder will also be accepted.
12. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature with the Company/Depositories) by the first named shareholder and in his absence, by the next named shareholder.
13. Incomplete/Unsigned Postal Ballot Forms will be rejected. There will be one Postal ballot for every Folio/Client ID.
14. **Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of business hours on Monday, 21 April, 2014. Postal Ballot Forms received after this date will be considered invalid.**
15. Shareholders are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything on the Postal Ballot Form except the required details to complete the voting process, like place, date, giving their assent or dissent and putting their signature. No other form or photocopy of the form is permitted.
16. A shareholder may request for duplicate Postal Ballot Form, if so required. However, the duly filled in and signed duplicate Postal Ballot Form should reach the Scrutinizer not later than close of business hours on Monday, 21 April, 2014.

Voting through electronic mode

17. The Company is pleased to offer E-Voting facility as an alternate for its members to enable them to cast their votes electronically instead of dispatching postal ballot form. E-Voting is optional. The procedure and instructions for the same are as follows:

- i. Open your web browser during the voting period and navigate to '<https://evoting.karvy.com>'
- ii. Enter the login credentials (i.e., user-id & password) mentioned on the Postal Ballot Form. Your folio/DP Client ID will be your User-ID.

User-ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits Beneficiary ID For Members holding shares in Physical Form:- Event No. followed by Folio Number registered with the Company
Password	Your Unique password is printed on the Postal Ballot Form/via email forwarded through the electronic notice.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii. Please contact our toll free No.1-800-34-54-001 for any further clarifications.
- iv. Members can cast their vote online from Saturday, 22 March, 2014 at 9.30 a.m. to Monday, 21 April, 2014 at 5.30 p.m.
- v. After entering these details appropriately, click on 'LOGIN'.
- vi. Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-voting platform. System will prompt you to change your password and update any contact details like mobile #, email ID etc. on 1st login. You may also enter the Secret Question and Answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii. You need to login again with the new credentials.
- viii. On successful login, system will prompt to select the 'Event' i.e., 'Company Name'.
- ix. If you are holding shares in Demat form and had logged on to '<https://evoting.karvy.com>' and casted your vote earlier for any company, then your existing login id and password are to be used.
- x. On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder does not want to cast, select 'ABSTAIN'.
- xi. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiii. Institutional Members (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 at rupesh@cacsindia.com with copy marked to evoting@karvy.com. The file scanned image of the Board Resolution/Authority letter should be in the naming format "Corporate Name Event no."

**CMC LIMITED**

CIN No.: L72200AP1975PLC001970

Regd. Office : CMC Centre, Old Mumbai Highway, Gachibowli, Hyderabad, Andhra Pradesh-500032

POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956 (“Companies Act”) read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 (“Postal Ballot Rules”) for seeking consent of the members of the Company by way of **Special Resolution** through Postal Ballot in respect of the following:

INCREASE IN INVESTORS INVESTMENT LIMITS

To consider and if thought fit, to give assent/dissent to the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the applicable provisions of Foreign Exchange Management Act, 1999 (“FEMA”), Foreign Exchange Management (Transfer or Issue of Security by a person Resident outside India) Regulations, 2000 (“**Transfer Regulations**”), as amended, and all other applicable acts, rules, regulations, circulars, directions, notifications, press notes, provisions and guidelines (including any statutory modifications or re-enactments thereof for the time being in force) and subject to all applicable, approvals, permissions and sanctions of the Government of India, the Reserve Bank of India and any other regulatory authority, if required, and subject to such conditions as may be prescribed/imposed by any of the said authorities while granting such approvals, permissions or sanctions which may be agreed to by the board of directors of the Company (hereinafter referred to as “**the Board**” which term shall include a duly authorised committee of directors for the time being exercising the powers conferred by the Board), if required, the consent of the members be and is hereby accorded to the foreign institutional investors registered with the Securities and Exchange Board of India (“**SEBI**”) including their sub accounts registered with SEBI and/ or foreign portfolio investors, by whatever name called and registered with SEBI (collectively “**Investors**”), to make the investment in the shares of the Company up to an aggregate limit of 35% (thirty five percent) of the total issued and paid-up share capital of the Company at the time of making such investment, either by subscription, including, without limitation, subscription in a public offer by the Company in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended, and other applicable laws or by direct purchase or acquisition from the open market under the Portfolio Investment Scheme under the Transfer Regulations or by any other permissible mode under FEMA and the rules and regulations made there under, provided however, that the shareholding of each of investor in its own account and on behalf of each of their SEBI registered sub-accounts (as applicable) shall not exceed such limits as may be prescribed, from time to time, under applicable laws, rules and regulations.”

“**RESOLVED FURTHER THAT**, the Board be and is hereby authorized to file the requisite forms, application(s), intimation(s) and other documents with the office of the Registrar of Companies, the Reserve Bank of India and other regulatory authorities, take all necessary steps and actions and to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto including delegation of all or any of the powers conferred herein to any committee of directors or any director or officer of the Company.”

By Order of the Board
For CMC Limited

Date : 6 March, 2014

Place: Mumbai

Vivek Agarwal
Company Secretary

Notes:

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 setting out material facts is annexed hereto.
2. The notice is being sent to all Shareholders, whose names appear on the Register of members/list of beneficial owners as received from National Securities Depository Limited (NSDL)/Central Depository Services Limited (CDSL) on 7 March, 2014.
3. The Company has appointed Dr. S Chandrasekaran, Practising Company Secretary, as scrutinizer for conducting postal ballot process in fair and transparent manner.
4. In compliance with provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the Company is offering e-voting facility to all shareholders of the Company. Karvy Computershare Pvt. Limited (Karvy), our Registrar and Share Transfer Agent will be facilitating e-voting to enable the Shareholders to cast their votes electronically.
5. Please read the instructions/notes printed overleaf of the Postal Ballot Form before exercising the vote.
6. In case, the Shareholders who have been sent this Notice electronically and who do not avail the e-voting facility organized through KARVY, such members may send a request to Karvy for obtaining the Notice and Postal Ballot Form in physical form. On receipt of such requests, Karvy will dispatch the physical form to enable the Members to cast their vote in physical mode.
7. Postal Ballot Form, instructions thereof and business reply envelope are enclosed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH SECTION 192A OF THE COMPANIES ACT, 1956

As on 28 February, 2014 the aggregate equity shareholding of foreign institutional investors, registered with the Securities and Exchange Board of India ("SEBI") and sub-accounts of foreign institutional investors registered with the SEBI, in the Company consisted of 66,15,981 equity shares constituting 21.83 per cent of the issued and paid-up share capital of the Company.

Under Regulation 5(2) of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 as amended from time to time ("Transfer Regulations") read with Paragraph 1(4) of Schedule 2 of the Transfer Regulations, the total holdings of all foreign institutional investors registered with SEBI and sub-accounts of foreign institutional investors registered with SEBI, put together, is not permitted to exceed 24 per cent of the paid-up share capital of the company, provided however, that the limit of 24 per cent is permitted to be increased up to the sectoral cap or statutory ceiling, as applicable, by the Company by passing a resolution by its board of directors subject to special resolution by its members.

With increased participation by Foreign Institutional Investors in capital markets in India and to permit foreign institutional investors registered with SEBI, including their sub accounts registered with the SEBI and/or foreign portfolio investors, by whatever name called registered with SEBI (collectively "Investors"), to increase their aggregate investment in the Company, the Board of Directors of the Company, in their meeting held on 6 March, 2014, has approved and recommended the increase in the investment limit for investors from 24 per cent to 35 per cent of the total issued and paid up share capital of the Company, subject to the approval of the members and other statutory approvals, if required.

After passing of this Special Resolution, the investors shall be able to make an investment upto an aggregate limit of 35 per cent of the paid up capital of the Company.

All the documents referred to in the notice and this statement is open for inspection at the Registered Office of the Company on all working days except Saturday & Sunday between 10.00 a.m. to 5.00 p.m. upto 21 April, 2014.

None of the Directors, Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested, either financially or otherwise, in passing of the above resolution except to the extent of their shareholding, if any, in the Company.

Your Board recommends the said resolution for your approval as a Special Resolution.

**By Order of the Board
For CMC Limited**

Date : 6 March, 2014
Place: Mumbai

Vivek Agarwal
Company Secretary