

NOTICE

Notice is hereby given that the 38th Annual General Meeting ("AGM") of the Members of CMC Limited will be held on Monday, 23 June, 2014 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 Financial Statements of the Company for the year ended 31 March, 2014 including audited Balance Sheet as at 31 March, 2014 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 2013-14.
3. To appoint a Director in place of Mr. Seturaman Mahalingam, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint Auditors for a term of three years up to the conclusion of the 41st Annual General Meeting to be held in the year 2017 and fix their remuneration.

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 pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Mr. Sudhakar Rao (DIN 00267211), a non-executive independent director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from 23 June, 2014 up to 22 June, 2019."
6. 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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Ms. Kalpana Morparia (DIN 00046081), a non-executive independent director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company, with effect from 23 June, 2014 up to 22 June, 2019."
7. 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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Prof. Madaboosi Santhanam Ananth (DIN 00482391), a non-executive independent director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company, with effect from 23 June, 2014 up to 22 June, 2019."

8. 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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Mr. Ashok Sinha (DIN 00070477), a non-executive independent director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from 23 June, 2014 up to 22 June, 2019.”

By Order of the Board of Directors

Mumbai
17 May, 2014

VIVEK AGARWAL
Company Secretary

Notes:

1. The relative Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the special business set out in Item Nos. 5 to 8 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 and 5 to 8 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 ten percent 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 48 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 Register of Members and Share Transfer Books of the Company will remain closed from Monday, 16 June, 2014 to Monday, 23 June, 2014 (both days inclusive).
5. The dividend as recommended by the Board of Directors if declared at the Annual General Meeting will be paid on or after 25 June, 2014 but before 23 July, 2014.
6. 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.
7. 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 Agents, M/s Karvy Computershare Private Limited (Karvy).

8. 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
2006-07	25-06-2007	24-06-2014
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

The Company has uploaded the information of unclaimed/unpaid dividend in respect of the financial years from 2006, on the website of the IEPF viz. www.iepf.gov.in and under "Investors" Section on the Website of the Company viz. 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.

9. Electronic copy of the Annual report is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) 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.
10. 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 RTA, giving reference of their Folio Number.
11. Members may also note that the Annual Report for FY 2013-14 will also be available on the Company's website www.cmcltd.com for their download.
12. **Voting through electronic means:**
- i. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing facility to the members to exercise their right to vote at the 38th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting platform provided by Karvy.

The instructions for e-voting are as under:

- i. Use the following URL for e-voting:
Karvy website: <http://evoting.karvy.com>
- ii. Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the record date, i.e. 23 May, 2014 (End of Day) may cast their vote electronically.
- iii. Enter the login credentials i.e. User ID and password mentioned in the attendance slip attached with the Annual Report. Please follow the instructions given in the e-voting portal.
- iv. After entering the details appropriately, click on LOGIN.
- v. You will reach the Password change menu wherein you are required to mandatorily change your password.

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The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc. on first 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.

- vi. You need to login again with the new credentials.
 - vii. On successful login, the system will prompt you to select the EVENT, i.e. CMC Limited.
 - viii. On the voting page, enter the number of shares as on the cut off date under FOR/AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR/AGAINST taken together should not exceed the total shareholding. You may also choose the option ABSTAIN.
 - ix. Shareholders holding multiple folios/demat account shall choose the voting process separately for each folios/demat account.
 - x. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm, else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.
 - xi. Once the vote on the resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
 - xii. The Portal will be open for voting from 9 A.M. on 17 June, 2014 to 6 P.M. on 19 June, 2014.
 - xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <http://evoting.karvy.com> or contact Karvy Computershare Pvt Ltd at Tel No. 1800 345 4001 (toll free).
- II. The Company has appointed Dr. S Chandrasekaran, Practicing Company Secretary, as the Scrutinizer who will collate the electronic voting process in a fair and transparent manner.
 - III. The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - IV. The results shall be declared on or after the AGM of the Company. The results alongwith the Scrutinizer's Report shall be placed on the Company's website www.cmcltd.com and on the website of Karvy.
13. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9 A.M. to 5 P.M.) on all working days except Saturdays and Sundays, up to and including the date of the Annual General Meeting of the Company.

By Order of the Board of Directors

Mumbai
17 May, 2014

VIVEK AGARWAL
Company Secretary

Registered Office:

CMC Centre
Old Mumbai Highway, Gachibowli
Hyderabad-500 032
CIN:L72200AP1975PLC001970
Tel:+91(11)2373 6151 Fax: 91(11)2373 6159
E-mail:investor.relations@cmcltd.com Website:www.cmcltd.com

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

Mr. Sudhakar Rao is a retired IAS Officer of 1973 batch. He joined the Board of Directors of the Company on 11 July, 2011. He is a non-executive independent director of the Company and is considered as an Independent Director under Clause 49 of the Listing Agreement.

He holds a Masters Degree in Economics from the Delhi School of Economics and a Masters Degree in Public Administration from the Kennedy School of Government, Harvard University. Mr. Rao has held several key positions in the State Government of Karnataka including CMD of the Karnataka Urban Infrastructure Development and Finance Corporation (KUIDFC), Principal Secretary- Finance; Principal Secretary- Home; Principal Secretary to the Chief Minister of Karnataka and Chief Secretary to the Govt. of Karnataka. He has also worked in the Union Government at many posts including, the Director in the Prime Minister's Office, Joint Secretary in the Ministry of Power and Minister (Economic) in the Embassy of India in Washington. He also served as a Member of the Public Enterprises Selection Board. Mr. Rao is on the Boards of various prominent companies, viz., Indian Oil Corporation Limited, BSE Limited, BSE Institute Limited, L&T Infrastructure Development Projects Limited, Binani Industries Limited, United Spirits Limited and Nitesh Estates Limited. He is also Group Advisor to the Manipal Education and Medical Group. He is closely involved with several non-profit organisations and is the Chairman of the Advisory Committee for the National Gallery of Modern Arts, Bangalore.

Mr. Sudhakar Rao was conferred the Kannada Rajyotsava Award for public service by the Government of Karnataka in 2010.

As per the provisions of Section 149 of the Companies Act, 2013 ("Act") which has come into force with effect from 1 April, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. Mr. Sudhakar Rao has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

The matter regarding appointment of Mr. Sudhakar Rao as Independent Director was placed before the Nomination & Remuneration Committee, which commends his appointment as an Independent Director from 23 June, 2014 up to 22 June, 2019.

In the opinion of the Board, Mr. Sudhakar Rao fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Sudhakar Rao as Independent Director is now being placed before the Members in general meeting for their approval.

Copy of the draft letter for appointment of Mr. Sudhakar Rao would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

None of the Directors or key managerial personnel (KMP) or relatives of directors and KMP, except Mr. Sudhakar Rao, is concerned or interested in the Resolution at Item No. 5 of the Notice. Mr. Sudhakar Rao and his relatives are interested or concerned in the Resolution concerning his appointment proposed at agenda Item No. 5.

Item No. 6

Ms. Kalpana Morparia joined the Board of Directors of the Company on 11 March, 2008. She is a non-executive independent director of the Company and is considered as Independent Director under Clause 49 of the Listing Agreement.

Ms. Kalpana Morparia is Chief Executive Officer of J.P. Morgan, India. She leads each of the firm's lines of business – Corporate and Investment Banking, Asset Management and Principal Investment Management. She also has responsibility for Service Groups operating in India, including Global Research, Finance, Technology and Operations. Internationally, Ms. Kalpana Morparia is a member of J.P. Morgan Asia Pacific Executive Committee.

Ms. Kalpana Morparia serves as an Independent Director on the Boards of Dr. Reddy's Laboratories Limited, Bennett, Coleman & Company Limited, Philip Morris International Inc. Prior to joining J.P. Morgan India, Ms. Kalpana Morparia served as Vice Chair on the Boards of ICICI Group Companies. She was a Joint Managing Director of ICICI Group from 2001 to 2007. Ms. Kalpana Morparia had been with the ICICI Group since 1975.

A graduate in law from Bombay University, Ms. Kalpana Morparia has served on several committees constituted by the Government of India. She has also been recognized by several International and National media for her role as one of the leading women professionals.

As per the provisions of Section 149 of the Companies Act, 2013 which has come into force with effect from 1 April, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Ms. Kalpana Morparia has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Act.

The matter regarding appointment of Ms. Kalpana Morparia as Independent Director was placed before the Nomination & Remuneration Committee, which commends her appointment as an Independent Director from 23 June, 2014 up to 22 June, 2019.

In the opinion of the Board, Ms. Kalpana Morparia fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and she is independent of the management.

In compliance with the provisions of Section 149 of the Companies Act, 2013 read with Schedule IV of the Act, the appointment of Ms. Kalpana Morparia as Independent Director is now being placed before the Members in general meeting for their approval.

Copy of the draft letter for appointment of Ms. Kalpana Morparia would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

None of the Directors or key managerial personnel (KMP) or relatives of directors and KMP, except Ms. Kalpana Morparia, is concerned or interested in the Resolution at Item No. 6 of the Notice. Ms. Kalpana Morparia and her relatives are interested or concerned in the Resolution concerning her appointment proposed at agenda Item No. 6

Item No. 7

Prof. Madaboosi Santhanam Ananth joined the Board of Directors of the Company on 27 June, 2012. He is a non-executive Independent Director of the Company and is considered as Independent Director under Clause 49 of the Listing Agreement.

Prof. Ananth is a Gold Medalist in B.Tech from the University of Madras and also completed M.E/Ph. D from University of Florida, USA. He was Director, IIT- Madras for about 10 years till July 2011. He is a visiting professor of chemical engineering in IISc, Bangalore. He has made remarkable contributions to research in thermodynamics and has authored number of publications in national and international journals in chemical engineering. He is on the Board of UCAL Fuel Systems Limited.

As per the provisions of Section 149 of the Companies Act, 2013 which has come into force with effect from 1 April, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Prof. Ananth has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

The matter regarding appointment of Prof. Ananth as Independent Director was placed before the Nomination & Remuneration Committee, which commends his appointment as an Independent Director from 23 June, 2014 up to 22 June, 2019.

In the opinion of the Board, Prof. Ananth fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 of the Companies Act, 2013 read with Schedule IV of the Act, the appointment of Prof. Ananth as Independent Director is now being placed before the Members in general meeting for their approval.

Copy of the draft letter for appointment of Prof. Ananth would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

None of the Directors or key managerial personnel (KMP) or relatives of directors and KMP, except Prof. Ananth, is concerned or interested in the Resolution at Item No. 7 of the Notice. Prof. Ananth and his relatives are interested or concerned in the Resolution concerning his appointment proposed at agenda Item No. 7.

Item No. 8

Mr. Ashok Sinha joined the Board of Directors of the Company on 11 July, 2012. He is a non-executive independent director of the Company and is considered as Independent Director under Clause 49 of the Listing Agreement.

Mr. Ashok Sinha is an Electrical Engineer from Indian Institute of Technology, Kanpur and Masters in Business Administration from Indian Institute of Management, Bangalore with specialization in Finance. He is recipient of Distinguished Alumnus Award from IIT Kanpur as well as from IIM Bangalore.

Mr. Ashok Sinha worked for 33 years in Bharat Petroleum Corporation Limited (BPCL). In 1995, he became Director (Finance) of BPCL for 10 years and later elevated to the position of Chairman and Managing Director in 2005, which he served as for 5 years. He is on the Board of Petronet LNG Limited and Axis Asset Management Company Limited, Cipla Limited etc.

He was recipient of the CIO – 100 Award (USA) in 1999, Indian CFO Award and CIO India Award in the year 2001.

As per the provisions of Section 149 of the Companies Act, 2013 (“Act”) which has come into force with effect from 1 April, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Mr. Ashok Sinha has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

The matter regarding appointment of Mr. Ashok Sinha as Independent Director was placed before the Nomination & Remuneration Committee, which commends his appointment as an Independent Director from 23 June, 2014 up to 22 June, 2019.

In the opinion of the Board, Mr. Ashok Sinha fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Ashok Sinha as Independent Director is now being placed before the Members in general meeting for their approval.

Copy of the draft letter for appointment of Mr. Ashok Sinha would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

None of the Directors or key managerial personnel (KMP) or relatives of directors and KMP, except Mr. Ashok Sinha, is concerned or interested in the Resolution at Item No. 8 of the Notice. Mr. Ashok Sinha and his relatives are interested or concerned in the Resolution concerning his appointment proposed at agenda Item No. 8.

By Order of the Board of Directors

Mumbai
17 May, 2014

VIVEK AGARWAL
Company Secretary

Registered Office:

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Old Mumbai Highway, Gachibowli
Hyderabad-500 032
CIN:L72200AP1975PLC001970
Tel:+91(11)23736151 Fax: 91(11)23736159
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. Seturaman Mahalingam	Mr. Sudhakar Rao	Ms. Kalpana Morparia	Prof. Madaboosi Santhanam Ananth	Mr. Ashok Sinha
Date of Birth	10.02.1948	03.09.1949	30.05.1949	15.11.1945	15.02.1952
Date of Appointment	14.01.2010	11.07.2011	11.03.2008	27.06.2012	11.07.2012
Qualifications	Chartered Accountant	Masters in Economics, I.A.S. Officer (Retd.)	Bachelor in Science and Law from Bombay University.	B.Tech (Gold Medalist) from University of Madras and M.E./Ph.D from University of Florida, USA.	B.Tech (Electrical Engg.) from IIT-Kanpur; MBA from IIM-Bangalore.
Expertise in specific functional areas	Finance & Business Management	Business and Finance, Public administration & Governance	Banking, Finance and Legal	Science & Technology, Research & Development	Finance and Business Management
Chairmanships/ Directorships of other Companies (excluding Foreign Companies and Section 25 Companies)	Tata Realty and Infrastructure Limited City Union Bank Limited	Indian Oil Corporation Limited BSE Limited BSE Institute Limited L&T Infrastructure Development Projects Limited Binani Industries Limited United Spirits Limited Nitesh Estates Limited	Dr Reddy's Laboratories Limited Bennett Coleman & Company Limited	UCAL Fuel Systems Limited	Petronet LNG Limited Axis Asset Management Company Limited Cipla Limited
Chairmanships/ Memberships of Committees of other Public Companies (includes only Audit Committee; and	Audit Committee Tata Realty and Infrastructure Limited*	Audit Committee L&T Infrastructure Development Projects Limited * BSE Institute Limited BSE Limited Indian Oil Corporation Limited United Spirits Limited	Audit Committee Dr. Reddy's Laboratories Limited Bennett Coleman & Co. Limited**	Audit Committee UCAL Fuel Systems Limited	Audit Committee Petronet LNG Limited* Axis Asset Management Co. Limited Cipla Limited*
Shareholders/ Investors Grievance Committee)	-	-	-	-	-
Number of shares held in the Company	NIL	NIL	NIL	NIL	NIL

* Chairman

** Chairperson