



CARBORUNDUM UNIVERSAL LIMITED

'Parry House', 43 Moore Street, Chennai - 600 001.



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NOTICE TO MEMBERS

NOTICE is hereby given that the Fifty-Seventh Annual General Meeting of the Company will be held on Friday, the 5th August 2011 at 2.30 P.M. at T T K Auditorium, The Music Academy, 168 (Old No.306), T T K Road, Royapettah, Chennai 600 014 to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Directors' Report and the Audited Profit and Loss Account for the financial year ended 31st March 2011 and the Balance Sheet as at that date and the Auditors' Report thereon.
2. To declare a final dividend
A final dividend of Re. 1/- (per equity share of Rs.2/- each) has been recommended by the Board. An interim dividend of Rs.1.50/- per equity share was paid in February 2011.
3. To elect a Director in the place of Mr. Sridhar Ganesh who retires by rotation and being eligible offers himself for reappointment
4. To elect a Director in the place of Mr. Shobhan M Thakore who retires by rotation and being eligible offers himself for reappointment.
5. To reappoint M/s Deloitte Haskins & Sells, Chartered Accountants, (FR No.008072S) Chennai as Auditors to hold office from the conclusion of the fifty-seventh annual general meeting till the conclusion of the fifty-eighth annual general meeting on a remuneration as may be decided by the Board.

By Order of the Board

Chennai
30th April 2011

S Dhanvanth Kumar
Company Secretary

Notes

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. Proxies, to be valid, must be lodged at the registered office of the Company by 2.30 p.m. on Wednesday, the 3rd August 2011.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 26th July 2011 to Friday, 5th August 2011 (both days inclusive).
4. The dividend, when declared will be paid to those members whose names appear in the Register of Members on 5th August 2011 and in case of shares in dematerialised form as per the details furnished by NSDL/CDSL. The dividend warrants will be posted by 10th August 2011. In case of shareholders opting for NECS/ECS, the dividend would in the normal course would be credited to their accounts by 10th August 2011.
5. Members are requested to notify change in their address, if any, immediately and not later than 20th July 2011, so that the dividend warrants can be sent to the latest address. Members

are also advised to intimate the details of their bank account to enable electronic remittance of dividend or alternatively for being incorporated in the dividend warrants. This would help to avoid fraudulent encashment of dividend warrants.

In case of shareholders holding shares in physical form, all intimations are to be sent to Karvy Computershare Private Ltd., Plot Nos. 17 to 24, Vithal Rao Nagar, Madhapur, Hyderabad 500 081 who are the Registrars and Share Transfer Agents of the Company.

In case of shareholders holding shares in demat form, all intimations are to be sent to their respective Depository Participants.

6. The Reserve Bank of India (RBI), has introduced a new electronic fund transfer platform called the National Electronic Clearing System (NECS) for disbursement of dividends. Earlier, Electronic Clearing Service (ECS) was used for payment of dividends directly to the bank accounts of shareholders. The advantages of NECS over ECS include faster credit of remittances to beneficiary's account, coverage of more bank branches and ease of operations for remitting agencies. NECS essentially operates on the new and unique bank account number (having not less than 10 digits) allotted by banks post implementation of the Core Banking Solutions (CBS).

The new (NECS compliant) account number is required to be intimated to your Depository Participant (in case your shares are in demat mode) or the Company's Registrar & Share transfer agents (M/s Karvy Computershare Pvt. Ltd, in case your shares are in physical mode) for us to effect the dividend payment through the NECS mode. For those shareholders, who have already registered their bank account numbers for receiving dividend through ECS but their bank/branch has not implemented CBS, dividend payment would continue through the ECS facility.

7. The Ministry of Corporate Affairs, Government of India ("MCA") has, by its circular dated 21st April 2011, announced a "Green Initiative in the Corporate Governance" by allowing paperless compliances and communications by companies. In terms of the said circular, service of notice/ documents by a company to its shareholders, required to be made under the provisions of the Companies Act, 1956 can be made through the electronic mode. In line with the above initiative of the MCA, the Company proposes to send documents such as the Notice of the Annual General Meeting, audited financial statements, Directors' Report, Auditors' Report, postal ballots etc., henceforth to all its esteemed shareholders, in electronic form, through e-mail.

To facilitate the same, we request you to furnish your e-mail id on or before July 20, 2011 to the following e-mail id viz., culn.cs@karvy.com quoting your folio number. Alternatively, you may also write to our Registrar and Share Transfer Agent at Karvy Computershare Private Ltd., Plot no.17-24 Vittal Rao Nagar, Madhapur, Hyderabad - 500 081. This information will be used by us for mailing dividend intimations and also future communications.

ANNEXURE TO THE NOTICE

Information pursuant to clause 49 of the Listing Agreement with Stock Exchanges

Item No.3

Mr. Sridhar Ganesh is 60 years of age. Mr Sridhar Ganesh holds a post graduate diploma in Management from the Indian Institute of Management, Calcutta. He has held senior positions in the Human Resources function in Berger Paints India Limited, Cadbury India Limited and Cadbury Schweppes plc. U.K.

He joined the Board in April 2007.

The details of his directorship and membership of Committees in other Companies as on 31.3.2011 are as follows:-

Directorships:

Position	Name of the Company
Director	Parry Agro Industries Limited Parry Enterprises India Limited Ambadi Enterprises Limited Coromandel Engineering Company Limited Parry Murray & Company Limited, U K Laserwords Pvt. Ltd.

Committee Memberships:- Nil

Mr. Sridhar Ganesh holds 6,768 equity shares in the Company. He does not hold any stock options.

Mr. Sridhar Ganesh retires by rotation at the ensuing Annual General Meeting and is eligible for reappointment.

Item No.4

Mr. Shobhan M Thakore is 63 years of age. Mr. Shobhan M Thakore holds a Bachelor's degree in Arts (Politics) and Law from Mumbai University. He is a Solicitor of High Court, Mumbai, Supreme Court of England and Wales. He is advisor to several leading Indian Companies on corporate law matters and securities related legislations. He was a partner of Bhaisanker Kanga & Girdharlal, Advocates & Solicitors for more than 30 years, a partner of AZB & Partners, Advocates & Solicitors and co-founder of Talwar Thakore & Associates.

He joined the Board in July 2008.

The details of his directorship and membership of Committees in other Companies as on 31.3.2011 are as follows:-

Directorships:

Position	Name of the Company
Director	Alkyl Amines Chemicals Limited Bharat Forge Limited Morarjee Textles Limited Uni Deritend Limited Uni Klinger Limited DSP Black Rock Investment Managers (Mauritius) Ltd.

Committee Memberships :

Company	Name of the Committee	Member/ Chairman
Alkyl Amines Chemicals Limited	Share Transfer and Investor Grievance Committee	Chairman
	Audit committee	Member
Morarjee Textiles Ltd.	Share Transfer and Investor Grievance Committee	Chairman
	Audit committee	Member
Bharat Forge Ltd.	Audit committee	Member

Mr. Shobhan M Thakore does not hold any shares or stock options in the Company.

Mr. Shobhan M Thakore retires by rotation at the ensuing Annual General Meeting and is eligible for reappointment.

By Order of the Board

Chennai
30th April 2011

S Dhanvanth Kumar
Company Secretary