

**Carborundum Universal Limited**

**Regd. Off :** 'Parry House', 43, Moore Street,  
Chennai - 600 001. India.  
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Email : cumigeneral@cumi.murugappa.com  
Website : www.cumi.murugappa.com  
CIN No. : L29224TN1954PLC000318.

31<sup>st</sup> July 2017

BSE Limited  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building, P J Towers,  
Dalal Street, Fort  
Mumbai 400 001

Stock Code: 513375  
*Through BSE Listing Centre*

The Manager  
Listing Department  
National Stock Exchange of India Ltd.  
Exchange Plaza, 5th Floor  
Plot No. C/1, G Block  
Bandra-Kurla Complex, Bandra (E)  
Mumbai 400 051

Stock Code: CARBORUNIV-EQ  
*Through NEAPS*

Dear Sirs,

**Sub: Intimation on the proceedings of the 63<sup>rd</sup> Annual General Meeting held on 31<sup>st</sup> July 2017 and Disclosures under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

The Company's sixty third Annual General Meeting (63<sup>rd</sup> AGM) was held today i.e. 31<sup>st</sup> July 2017 at 3:00 p.m. at The Music Academy, New No. 168, TTK Road, Royapettah, Chennai – 600 014. Mr. M M Murugappan, Chairman of the Company chaired the meeting.

The requisite quorum being present, the Chairman called the meeting to order. He introduced the other Directors, Company Secretary and the senior management who were seated on the dais. The Chairman introduced the representatives from the retiring Statutory Auditors M/s. Deloitte Haskins & Sells, Chartered Accountants, Chennai and also introduced the representatives from M/s. Price Waterhouse Chartered Accountants LLP, whose appointment as Statutory Auditors was considered at the meeting.

The Chairman informed that the copies of the AGM notice together with the Annual Report for the FY 2016-17 had been sent to all the shareholders. In terms of the provisions of the Companies Act, 2013 and the Rules made thereunder and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company had provided remote e-voting facility and for those members who had not exercised their vote through remote e-voting facility, facility to cast their vote electronically was provided at the venue of the AGM through Karvy's Instapoll.

The Chairman briefed the members on the e-voting process. He also informed the members on the schedule of the AGM proceedings. He then delivered his message.



**murugappa**

Mr. K Srinivasan, Managing Director made a brief presentation on the significant developments in the Company during the year 2016-17 and also presented the performance of the Company for the first quarter ended June 30, 2017 as approved by the Board at its meeting held on 31<sup>st</sup> July 2017.

The notice of the meeting was taken as read with the permission of members since it was already circulated to them. The Auditors' report on the financial statements of the Company for the year ended 31<sup>st</sup> March 2017 did not have any qualifications or observations and accordingly, the same was not required to be read out at the meeting, as per the provisions of the Companies Act, 2013.

The Chairman invited comments and questions from the members and provided necessary clarifications. After the discussions were complete, shareholders who had not earlier voted through remote e-voting were provided time to cast their votes on the resolutions through Instapoll.

The following resolutions were set out in the Notice of the AGM dated 9<sup>th</sup> May 2017:

1. Adoption of Audited Standalone Financial Statements of the Company for the year ended 31<sup>st</sup> March 2017, together with the Reports of the Board of Directors and the Auditors thereon;
2. Audited Consolidated Financial Statements of the Company for the year ended 31<sup>st</sup> March 2017 together with the Report of the Auditors thereon;
3. Declaration of final dividend of Re. 0.75/- per equity share of Re. 1/- each for the year 2016-17 and confirmation of interim dividend of Rs.1.50/- paid during the year ended 31<sup>st</sup> March 2017;
4. Re-appointment of Mr. M M Murugappan (DIN: 00170478), Director retiring by rotation.
5. Appointment of M/s. Price Waterhouse Chartered Accountants LLP as Statutory Auditors to hold office from the conclusion of the 63<sup>rd</sup> AGM till the conclusion of the 68<sup>th</sup> AGM at a remuneration of Rs. 38,66,000/- for the FY 2017-18 excluding out of pocket expenses incurred by them in connection with the audit and applicable taxes;
6. Appointment of Mr. M A M Arunachalam (DIN: 00202958) as a Director, liable to retire by rotation;
7. Appointment of Mr. P S Raghavan (DIN: 07812320) as an Independent Director for a term of five consecutive years from 9<sup>th</sup> May 2017;
8. Appointment of Mr. Sujjain S Talwar (DIN: 01756539) as an Independent Director for a term of five consecutive years from 9<sup>th</sup> May 2017;
9. Re-appointment of Mr. K Srinivasan (DIN: 0088424) as Managing Director;
10. Ratification of remuneration of Rs.4,00,000 p.a. payable to Cost Auditor - M/s. S Mahadevan & Co., Cost Accountants for the FY 2017-18;
11. Approval of offer/invitation to subscribe to Non-convertible Debentures of the Company up to an amount not exceeding Rs.2500 million on Private Placement basis.



The Board of Directors of the Company had appointed Mr. R Sridharan of M/s. R Sridharan & Associates, Practising Company Secretaries as the Scrutiniser to scrutinise the voting process. Mr. R Sridharan scrutinised the voting process (remote e-voting and the voting at the AGM venue) and reported the consolidated results.

The Chairman then declared the voting results (remote e-voting and e-voting at the venue of the AGM) and confirmed that all the resolutions were duly approved by the members with requisite majority. He also added that the results will be made available on the website of the Company and will also be sent to the stock exchanges for dissemination.

There being no other agenda, the Chairman thanked the members present and declared the meeting as closed. The meeting concluded at 5.45 p.m.

In terms of the provisions of Regulation 44 of the Listing Regulations, the details of results of voting held through remote e-voting and e-voting at the AGM venue is enclosed as **Annexure 1**. The Scrutiniser's report dated 31<sup>st</sup> July 2017 is enclosed as **Annexure 2**.

Also enclosed is a brief profile of M/s. Price Waterhouse Chartered Accountants LLP, who were appointed as the Statutory Auditors of the Company at the Annual General Meeting held today (**Annexure 3**)

Kindly take the information on record and acknowledge receipt of the same.

Thanking you

Yours faithfully

For Carborundum Universal Limited

  
Rekha Surendhiran  
Company Secretary



Encl.: a.a.

CARBORUNDUM UNIVERSAL LIMITED	
Date of the AGM/EGM	31-07-2017
Total number of shareholders on record date	25402
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public:	2412
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1												
Resolution required: (Ordinary/ Special)	ORDINARY - Consider, approve and adopt the Audited Standalone Financial Statements, Reports of the Board of Directors and Independent Auditors thereon for the year ended 31st March 2017												
Whether promoter/ promoter group are interested in the agenda/resolution?	No												
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes -- in favour (4)	No. of Votes -- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100					
Promoter and Promoter Group	E-Voting		79034962	95.7405	79034962	0	100.0000	0.0000					
	Poll	82551206	978504	1.1853	978504	0	100.0000	0.0000					
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000					
Public- Institutions	Total		80013466	96.9258	80013466	0	100.0000	0.0000					
	E-Voting		42391081	86.2436	42391081	0	100.0000	0.0000					
	Poll	49152719	0	0.0000	00	0	0.0000	0.0000					
Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000					
	Total		42391081	86.2436	42391081	0	100.0000	0.0000					
	E-Voting		644574	1.1314	644569	5	99.9992	0.0007					
Public- Non Institutions	Poll	56971397	2586	0.0045	2566	20	99.2266	0.7733					
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000					
	Total		647160	1.1359	647135	25	99.9961	0.0039					
	Total	188675322	123051707	65.2188	123051682	25	100.0000	0.0000					



Resolution No.	ORDINARY - Consider, approve and adopt the Audited Consolidated Financial Statements and the Report of the Independent Auditors thereon for the year ended 31st March 2017									
Resolution required: (Ordinary/ Special)	No									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting	79034962	95.7405	79034962	0	100.0000	0.0000			
	Poll	978504	1.1853	978504	0	100.0000	0.0000			
	Postal Ballot (if applicable)	82551206	0.0000	00	0	0.0000	0.0000			
	<b>Total</b>	<b>80013466</b>	<b>96.9258</b>	<b>80013466</b>	<b>0</b>	<b>100</b>	<b>0</b>			
Public- Institutions	E-Voting	42391081	86.2436	42391081	0	100.0000	0.0000			
	Poll	0	0.0000	00	0	0.0000	0.0000			
	Postal Ballot (if applicable)	49152719	0.0000	00	0	0.0000	0.0000			
	<b>Total</b>	<b>42391081</b>	<b>86.2436</b>	<b>42391081</b>	<b>0</b>	<b>100</b>	<b>0</b>			
Public- Non Institutions	E-Voting	644574	1.1314	644569	5	99.9992	0.0007			
	Poll	2586	0.0045	2566	20	99.2266	0.7733			
	Postal Ballot (if applicable)	56971397	0.0000	00	0	0.0000	0.0000			
	<b>Total</b>	<b>647160</b>	<b>1.1359</b>	<b>647135</b>	<b>25</b>	<b>99.9961</b>	<b>0.0039</b>			
	<b>Total</b>	<b>123051707</b>	<b>65.2188</b>	<b>123051682</b>	<b>25</b>	<b>100.0000</b>	<b>0.0000</b>			



Resolution No.	ORDINARY - Declaration of dividend on equity shares.									
Resolution required: (Ordinary/ Special)	ORDINARY - Declaration of dividend on equity shares.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100			
Promoter and Promoter Group	Mode of Voting									
	E-Voting	79034962	95.7405	79034962	0	100.0000	0.0000			
	Poll	978504	1.1853	978504	0	100.0000	0.0000			
	Postal Ballot (if applicable)	82551206	0	0	0	0.0000	0.0000			
	Total	80013466	96.9258	80013466	0	100	0			
Public- Institutions	Mode of Voting									
	E-Voting	45375366	92.3151	45375366	0	100.0000	0.0000			
	Poll	0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot (if applicable)	49152719	0	0	0	0.0000	0.0000			
	Total	45375366	92.3151	45375366	0	100	0			
Public- Non Institutions	Mode of Voting									
	E-Voting	644574	1.1314	644574	0	100.0000	0.0000			
	Poll	2586	0.0045	2566	20	99.2266	0.7733			
	Postal Ballot (if applicable)	56971397	0	0	0	0.0000	0.0000			
	Total	647160	1.1359	647140	20	99.9969	0.0031			
	Total	126035992	66.8005	126035972	20	100.0000	0.0000			
	Total	188675322								



Resolution No.	ORDINARY - Re-appointment of Mr. M M Murugappan (DIN 00170478) who is retiring by rotation.									
Resolution required: (Ordinary/ Special)	No									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting	79034962	95.7405	79034962	0	100.0000	0.0000			
	Poll	978504	1.1853	978504	0	100.0000	0.0000			
	Postal Ballot (if applicable)	82551206	0	0	0	0.0000	0.0000			
<b>Total</b>		<b>80013466</b>	<b>96.9258</b>	<b>80013466</b>	<b>0</b>	<b>100</b>	<b>0</b>			
Public- Institutions	E-Voting	44526055	90.5872	44511289	14766	99.9668	0.0331			
	Poll	0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot (if applicable)	49152719	0	0	0	0.0000	0.0000			
<b>Total</b>		<b>44526055</b>	<b>90.5872</b>	<b>44511289</b>	<b>14766</b>	<b>99.9668</b>	<b>0.0332</b>			
Public- Non Institutions	E-Voting	642720	1.1281	642715	5	99.9992	0.0007			
	Poll	2586	0.0045	2566	20	99.2266	0.7733			
	Postal Ballot (if applicable)	56971397	0	0	0	0.0000	0.0000			
<b>Total</b>		<b>645306</b>	<b>1.1326</b>	<b>645281</b>	<b>25</b>	<b>99.9961</b>	<b>0.0039</b>			
<b>Total</b>	<b>188675322</b>	<b>125184827</b>	<b>66.3493</b>	<b>125170036</b>	<b>14791</b>	<b>99.9882</b>	<b>0.0118</b>			



Resolution No.		ORDINARY - Appointment of M/s. Price Waterhouse, Chartered Accountants LLP (Firm Regn. No. 012754N/N500016) as Statutory Auditors.									
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?		No	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Category	Mode of Voting										
Promoter and Promoter Group	E-Voting			79034962	95.7405	79034962	0	100.0000	0.0000		
	Poll		82551206	978504	1.1853	978504	0	100.0000	0.0000		
	Postal Ballot (if applicable)			0	0.0000	00	0	0.0000	0.0000		
	Total			80013466	96.9258	80013466	0	100	0		
Public- Institutions	E-Voting			45375366	92.3151	45372066	3300	99.9927	0.0072		
	Poll		49152719	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)			0	0.0000	00	0	0.0000	0.0000		
	Total			45375366	92.3151	45372066	3300	99.9927	0.0073		
Public- Non Institutions	E-Voting			644568	1.1314	644563	5	99.9992	0.0007		
	Poll		56971397	2586	0.0045	2566	20	99.2266	0.7733		
	Postal Ballot (if applicable)			0	0.0000	00	0	0.0000	0.0000		
	Total			647154	1.1359	647129	25	99.9961	0.0039		
	Total		188675322	126035986	66.8005	126032661	3325	99.9974	0.0026		





Resolution No.	6	ORDINARY - Appointment of Mr. M A M Arunachalam (DIN 00202958) as a Director.									
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. M A M Arunachalam (DIN 00202958) as a Director.	No	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Category	
Promoter and Promoter Group	E-Voting			79034962	95.7405	79034962	0	100.0000	0.0000		
	Poll		82551206	978504	1.1853	978504	0	100.0000	0.0000		
	Postal Ballot (if applicable)			0	0.0000	00	0	0.0000	0.0000		
Public- Institutions	Total			80013466	96.9258	80013466	0	100.0000	0.0000		
	E-Voting			44526055	90.5872	44526055	0	100.0000	0.0000		
	Poll		49152719	0	0.0000	00	0	0.0000	0.0000		
Public- Non Institutions	Postal Ballot (if applicable)			0	0.0000	00	0	0.0000	0.0000		
	Total			44526055	90.5872	44526055	0	100.0000	0.0000		
	E-Voting			642720	1.1281	642715	5	99.9992	0.0007		
Public- Non Institutions	Poll		56971397	2586	0.0045	2566	20	99.2266	0.7733		
	Postal Ballot (if applicable)			0	0.0000	00	0	0.0000	0.0000		
	Total			645306	1.1326	645281	25	99.9961	0.0039		
				125184827	66.3493	125184802	25	100.0000	0.0000		
			188675322								



Resolution No.	ORDINARY - Appointment of Mr. P S Raghavan (DIN 07812320) as an Independent Director.									
Resolution required: (Ordinary/ Special)	No									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting	79034962	95.7405	79034962	0	100.0000	0.0000			
	Poll	978504	1.1853	978504	0	100.0000	0.0000			
	Postal Ballot (if applicable)	82551206	0.0000	00	0	0.0000	0.0000			
Public- Institutions	Total	80013466	96.9258	80013466	0	100.0000	0.0000			
	E-Voting	44526055	90.5872	44526055	0	100.0000	0.0000			
	Poll	0	0.0000	00	0	0.0000	0.0000			
Public- Non Institutions	Postal Ballot (if applicable)	49152719	0.0000	00	0	0.0000	0.0000			
	Total	44526055	90.5872	44526055	0	100.0000	0.0000			
	E-Voting	642720	1.1281	642677	43	99.9933	0.0066			
Public- Non Institutions	Poll	2586	0.0045	2566	20	99.2266	0.7733			
	Postal Ballot (if applicable)	56971397	0.0000	00	0	0.0000	0.0000			
	Total	645306	1.1326	645243	63	99.9902	0.0098			
Total	188675322	125184827	66.3493	125184764	63	99.9999	0.0001			



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Resolution No.	ORDINARY - Appointment of Mr. Sujjain S Talwar (DIN 01756539) as an Independent Director.										
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Sujjain S Talwar (DIN 01756539) as an Independent Director.										
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100				
Promoter and Promoter Group	E-Voting	79034962	95.7405	79034962	0	100.0000	0.0000				
	Poll	978504	1.1853	978504	0	100.0000	0.0000				
	Postal Ballot (if applicable)	82551206									
	<b>Total</b>										
Public- Institutions	E-Voting	80013466	96.9258	80013466	0	100	0				
	Poll	44526055	90.5872	44526055	0	100.0000	0.0000				
	Postal Ballot (if applicable)	49152719	0	0	0	0.0000	0.0000				
	<b>Total</b>										
Public- Non Institutions	E-Voting	44526055	90.5872	44526055	0	100	0				
	Poll	642720	1.1281	642677	43	99.9933	0.0066				
	Postal Ballot (if applicable)	56971397	0.0045	2566	20	99.2266	0.7733				
	<b>Total</b>										
	<b>Total</b>	188675322	66.3493	125184827	63	99.9902	0.0098	125184764	63	99.9999	0.0001



Resolution No.	9	ORDINARY - Re-appointment of Mr. K Srinivasan (DIN 00088424) as Managing Director.									
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr. K Srinivasan (DIN 00088424) as Managing Director.										
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (5)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting		79034962	95.7405	79034962	0	100.0000	0.0000			
	Poll	82551206	978504	1.1853	978504	0	100.0000	0.0000			
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000			
Public- Institutions	Total		80013466	96.9258	80013466	0	100	0			
	E-Voting		45375366	92.3151	45375366	0	100.0000	0.0000			
	Poll	49152719	0	0.0000	00	0	0.0000	0.0000			
Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000			
	Total		45375366	92.3151	45375366	0	100	0			
	E-Voting		642720	1.1281	642677	43	99.9933	0.0066			
Public- Non Institutions	Poll	56971397	2586	0.0045	2566	20	99.2266	0.7733			
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000			
	Total		645306	1.1326	645243	63	99.9902	0.0098			
	Total	188675322	126034138	66.7995	126034075	63	100.0000	0.0000			



Resolution No.	ORDINARY - Ratification of the remuneration of Cost Auditor for the FY 2017-18.									
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	No	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Category	E-Voting		79034962	95.7405	79034962	0	100.0000	0.0000		
	Poll		978504	1.1853	978504	0	100.0000	0.0000		
	Postal Ballot (if applicable)	82551206								
Promoter and Promoter Group	Total		80013466	96.9258	80013466	0	100.0000	0.0000		
Public- Institutions	E-Voting		45375366	92.3151	45375366	0	100.0000	0.0000		
	Poll	49152719								
	Postal Ballot (if applicable)									
Public- Non Institutions	Total		45375366	92.3151	45375366	0	100	0.0000		
	E-Voting		644568	1.1314	644563	5	99.9992	0.0007		
	Poll	56971397			2566	20	99.2266	0.7733		
Category	Postal Ballot (if applicable)									
	Total		647154	1.1359	647129	25	99.9961	0.0039		
	Total	188675322	126035986	66.8005	126035961	25	100.0000	0.0000		



Resolution No.		SPECIAL - Approval of offer/invitation to subscribe to Non-Convertible Debentures of the Company on Private Placement basis.									
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting		79034962	95.7405	79034962	0	100.0000	0.0000			
	Poll		978504	1.1853	978504		100.0000	0.0000			
	Postal Ballot (if applicable)	82551206									
	Total				80013466	0	100.0000	0.0000			
Public- Institutions	E-Voting		45375366	92.3151	45375366	0	100.0000	0.0000			
	Poll		0	0.0000	00	0	0.0000	0.0000			
	Postal Ballot (if applicable)	49152719									
	Total				45375366	0	100.0000	0.0000			
Public- Non Institutions	E-Voting		644574	1.1314	644569	5	99.9992	0.0007			
	Poll		2586	0.0045	2566	20	99.2266	0.7733			
	Postal Ballot (if applicable)	56971397									
	Total				647160	0	0.0000	0.0000			
	Total	188675322	126035992	66.8005	126035967	25	99.9961	0.0039			
	Total					25	100.0000	0.0000			



**Consolidated Scrutinizer's Report**

31<sup>st</sup> July, 2017

The Chairman

**Carborundum Universal Limited,**

'Parry House', 43, Moore Street,

Chennai - 600 001.

**Ref:63<sup>rd</sup> Annual General Meeting (AGM) of the members of the Company**

Dear Sir,

We, R.Sridharan & Associates, Company Secretaries, have been appointed as the Scrutinizer by:

The Board of Directors of **Carborundum Universal Limited** vide resolution dated 9<sup>th</sup> May, 2017, pursuant to the provisions of Sections 108 and 109 of the Companies Act, 2013 read with Rule 20 (as amended) and Rule 21 of the Companies (Management and Administration) Rules, 2014 to conduct the remote e-voting process held between Thursday, July 27, 2017 (9.00 AM) (IST) to Sunday, July 30, 2017 (5.00 PM) (IST) and to conduct the voting process through electronic voting system (Insta Poll) relating to the resolutions set out in the notice of the 63<sup>rd</sup> AGM of the members of the Company, held on ~~Thursday~~ <sup>Monday</sup>, 31<sup>st</sup> July, 2017 at 3.00 p.m. (IST) at T T K Auditorium (Main Hall), The Music Academy, New No 168, TTK Road, Royapettah, Chennai - 600 014.

We now submit our consolidated Report as under:

1. The Company has availed remote e-voting system and electronic voting system at the AGM Venue (Insta Poll) from Karvy Computershare Private Limited for enabling the members to cast their vote under the provisions of the said sections and the Rules made there under.
2. We have scrutinized and reviewed the remote e-voting system, electronic voting system at the AGM Venue (Insta Poll) at the conclusion of AGM. We had unblocked the list of members who had exercised the votes through remote e-voting after 5.00 P.M. on July, 30, 2017. Further, we have unblocked the votes cast by the members at the AGM venue through electronic voting system (Insta Poll) in the presence of Mr K Satheesh and Mr R Alagarsamy, who are the witnesses and not in the employment of the Company. The votes tendered therein in respect of the remote e-voting system and voting at the AGM venue (Insta Poll) are based on the data downloaded from the official website of Karvy Computershare Private Limited.
3. Based on the data downloaded from the Official website of Karvy Computershare Private Limited for the remote E-Voting system and on the basis of the report furnished to us by them on the electronic voting system (Insta Poll) conducted at the AGM Venue, we now submit our consolidated report (Remote E-Voting, Electronic Voting System (Insta Poll)) as under:



**Item No. 1 - Adoption of Standalone Financial Statements, Board's Report & Auditors Report for the year ended 31<sup>st</sup> March, 2017(Ordinary Resolution)**

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>157</b>	<b>122070612</b>	<b>9</b>	<b>981070</b>	<b>123051682</b>	<b>99.99998</b>

(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>1</b>	<b>5</b>	<b>2</b>	<b>20</b>	<b>25</b>	<b>0.00002</b>

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**RESULT:**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed with requisite majority.







**Item No. 2 - Adoption of Consolidated Financial Statements & Auditors Report for the year ended 31<sup>st</sup> March, 2017 (Ordinary Resolution)**

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>157</b>	<b>122070612</b>	<b>9</b>	<b>981070</b>	<b>123051682</b>	<b>99.99998</b>

(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>1</b>	<b>5</b>	<b>2</b>	<b>20</b>	<b>25</b>	<b>0.00002</b>

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**RESULT:**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed with requisite majority.



**Item No. 3 – Declaration of Dividend (Ordinary Resolution)**

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>167</b>	<b>125054902</b>	<b>9</b>	<b>981070</b>	<b>126035972</b>	<b>99.99998</b>

(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>0</b>	<b>0</b>	<b>2</b>	<b>20</b>	<b>20</b>	<b>0.00002</b>

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**RESULT:**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed with requisite majority.



**Item No. 4 – Re-appointment of Mr. M M Murugappan (DIN: 00170478), Director retiring by Rotation (Ordinary Resolution)**

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>163</b>	<b>124188966</b>	<b>9</b>	<b>981070</b>	<b>125170036</b>	<b>99.98818</b>

(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>2</b>	<b>14771</b>	<b>2</b>	<b>20</b>	<b>14791</b>	<b>0.01182</b>

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**RESULT:**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed with requisite majority.



**Item No. 5 –Appointment of Price Waterhouse Chartered Accountants LLP, (Firm Registration No. 012754N/N500016) as the statutory auditors and fixing their remuneration. (Ordinary Resolution)**

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>164</b>	<b>125051591</b>	<b>9</b>	<b>981070</b>	<b>126032661</b>	<b>99.99736</b>

(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>2</b>	<b>3305</b>	<b>2</b>	<b>20</b>	<b>3325</b>	<b>0.00264</b>

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**RESULT:**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed with requisite majority.



**Item No. 6 – Appointment of Mr. M A M Arunachalam (DIN:00202958) as a Director (Ordinary Resolution)**

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>164</b>	<b>124203732</b>	<b>9</b>	<b>981070</b>	<b>125184802</b>	<b>99.99998</b>

(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>1</b>	<b>5</b>	<b>2</b>	<b>20</b>	<b>25</b>	<b>0.00002</b>

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**RESULT:**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 6 as set out in the Notice of the AGM is passed with requisite majority.





**Item No. 7 – Appointment of Mr. P S Raghavan (DIN:07812320) as an Independent Director(Ordinary Resolution)**

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>163</b>	<b>124203694</b>	<b>9</b>	<b>981070</b>	<b>125184764</b>	<b>99.99995</b>

(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>2</b>	<b>43</b>	<b>2</b>	<b>20</b>	<b>63</b>	<b>0.00005</b>

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**RESULT:**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 7 as set out in the Notice of the AGM is passed with requisite majority.





**Item No. 8 – Appointment of Mr. Sujjain S Talwar (DIN:01756539) as an Independent Director(Ordinary Resolution)**

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>163</b>	<b>124203694</b>	<b>9</b>	<b>981070</b>	<b>125184764</b>	<b>99.99995</b>

(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>2</b>	<b>43</b>	<b>2</b>	<b>20</b>	<b>63</b>	<b>0.00005</b>

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**RESULT:**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 8 as set out in the Notice of the AGM is passed with requisite majority.





**Item No. 9 – Re-appointment of Mr. K. Srinivasan (DIN: 00088424) as Managing Director (Ordinary Resolution)**

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>164</b>	<b>125053005</b>	<b>9</b>	<b>981070</b>	<b>126034075</b>	<b>99.99995</b>

(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>2</b>	<b>43</b>	<b>2</b>	<b>20</b>	<b>63</b>	<b>0.00005</b>

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**RESULT:**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 9 as set out in the Notice of the AGM is passed with requisite majority.





**Item No. 10 – Ratification of remuneration of S.Mahadevan & Co, Cost Accountants, Chennai for the costaudit for the financial year 2017 -18. (Ordinary Resolution)**

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>165</b>	<b>125054891</b>	<b>9</b>	<b>981070</b>	<b>126035961</b>	<b>99.99998</b>

(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>1</b>	<b>5</b>	<b>2</b>	<b>20</b>	<b>25</b>	<b>0.00002</b>

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**RESULT:**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 10 as set out in the Notice of the AGM is passed with requisite majority.





**Item No. 11 – Approval for offer/issue and allot secured/ unsecured Redeemable Non-convertible Debentures on private placement basis (Special Resolution)**

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>166</b>	<b>125054897</b>	<b>9</b>	<b>981070</b>	<b>126035967</b>	<b>99.99998</b>

(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>1</b>	<b>5</b>	<b>2</b>	<b>20</b>	<b>25</b>	<b>0.00002</b>

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**RESULT:**

As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, we report that the Special Resolution with regard to Item No.11 as set out in the Notice of the AGM is passed with requisite majority.






4. A Compact Disc (CD) containing a list of equity shareholders who voted "**FOR**", "**AGAINST**" for each resolution is enclosed.

5. The electronic data relating to remote e-voting and electronic voting system (Insta Poll) and all other relevant records is under our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the Annual General Meeting.

Thanking you,  
Yours faithfully,

For R. Sridharan & Associates  
Company Secretaries

  
CS R. Sridharan  
CP No. 3239  
FCS No. 4775



## **Profile of Price Waterhouse Chartered Accountants LLP**

Price Waterhouse Chartered Accountants LLP ('the Firm') is a firm registered with Institute of Chartered Accountants of India and also registered with Ministry of Corporate Affairs under Limited Liability Partnership Act 2008. The firm registration number is FRN 012754 N/ N 500016.

The firm provides statutory and tax audit services to various listed and unlisted companies across different sectors including Manufacturing, Technology, Telecoms, Banking, and Insurance etc.

The Firm has more than 60 partners and more than 200 qualified professionals having years of experience in auditing."

