



Carborundum Universal Limited
Regd. Off: 'Parry House', No. 43, Moore Street,
Chennai - 600 001, India.
Tel. : +91-44-3000 6199 Fax : +91-44-3000 6149
Email : cumigeneral@cumi.murugappa.com
Website : www.cumi.murugappa.com
CIN No : L29224TN1954PLC000318

26th March 2015

To,

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

Dear Sirs,

Ref: Clause 24(f) of the Listing Agreement

Sub: Scheme of amalgamation between Carborundum Universal Limited and Cellaris refractories India Limited and their respective shareholders and creditors.

We refer to our letter dated 20th January 2015 wherein we had submitted the application for approval under clause 24 (f) of the listing agreement and your reply mail 27th January 2015 requiring certain documents.

In this regard we submit the following documents as required by your good office.

- Statement of assets and liabilities of Cellaris Refractories India Limited.
- Valuation report issued by independent chartered accountant.
- Report from the Audit Committee recommending the Draft Scheme, taking into consideration, inter alia, the Valuation Report issued by Independent Chartered Accountant.
- Fairness opinion on the valuation report and scheme issued by M/s. Fortress Capital Management Services Private Ltd.
- Certificate from Anil Nair and Associates, Chartered Accountants, Chennai certifying Net worth of the Company pre and post Scheme under Sections 101, 391 and 394 of the Companies Act, 1956.
- Board resolution for non-applicability of clause 5.16 of the listing agreement

We enclose the complete set of the documents, required under Clause 24(f) of listing agreement, SEBI Circular No. CIR/CFD/DIL/5/2013 dated 04th February 2013 and CIR/CFD/DIL/8/2013 dated May 21, 2013, once again along with the above mentioned documents.



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We request you to take the above on record and provide us the necessary No objection at the earliest so as to enable us to file the scheme with the Hon'ble High Court of Judicature of Madras.

Trust we had submitted all the documents required by your good office.

Thanking you,

Yours faithfully

For **Carborundum Universal Limited**

Rekha Surendhiran
Company Secretary



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**List of details/ documents required for grant of approval under Clause 24(f)
of the Listing Agreement
(Amalgamation)**

Sr. No.	List of Documents/ details to be submitted	Yes/No/Not Applicable
1	Certified true copy of Scheme/ Petition proposed to be filed before any Court or Tribunal under sections 391, 394 and 101 of the Companies Act, 1956.	Yes-Annexure A
2	Valuation Report from Independent Chartered Accountant, if any (Certified true copy).	Yes-Annexure B
3	Report from the Audit Committee recommending the Draft Scheme, taking into consideration, inter alia, the Valuation Report issued by Independent Chartered Accountant.	Yes-Annexure C
4	Fairness opinion by merchant banker, if any.	Yes-Annexure D
5	Shareholding pattern in accordance with Clause 35 of the Listing agreement - for pre and post scheme of arrangement of the Companies.	Pre- Shareholding Pattern - YES - Annexure E (Post Scheme of Amalgamation of CRIL with CUMI, there would not be any issue of equity shares and hence shareholding pattern Post Scheme is Not Applicable
6	Audited financials of last 3 years	Yes- Annexure F
7	Certificate from Auditors to the effect that the accounting treatment contained in the scheme is in compliance with all the applicable Accounting Standards specified by the Central Government in Section 133 of the Companies Act, 2013*.	Yes- Annexure G
8	Certificate from Statutory Auditors / Practicing Chartered Accountants / Practicing Company Secretary for Networth (Networth = Equity Share Capital + Free Reserves** - Miscellaneous Expenditure written off, along with the detailed working) of the Company pre and post Scheme under Sections 101, 391 and 394 of the Companies Act, 1956.	Yes- Annexure H
9	Board resolution approving the scheme of arrangement.	Yes- Annexure I
10	Confirmation from the Company regarding the following:	



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a)	Undertaking in accordance with Clause 24(g) of Listing Agreement i.e. scheme of amalgamation / arrangement to be presented to any Court or Tribunal does not in any way violate, override or circumscribe the provisions of securities laws or the stock exchange requirements.	Yes- Annexure J
b)	Undertaking that the Company is in Compliance with Clause 49 of the Listing Agreement	Yes- Annexure K
c)	Rational behind the scheme of arrangement.	Yes- Annexure L
d)	Brief details about the business of the Companies.	Yes- Annexure L
11	Website link of the Company where the draft Scheme and other required documents shall be uploaded (Also submit soft copy of the documents)	http://www.cumi-murugappa.com/
12	Statement of assets and liabilities of transferor Company	Yes- Annexure M
13	Complaints Report as per Annexure I (To be submitted within 7 days of expiry of 21 days from the date of filing of Draft Scheme).	Will be submitted

Date 26.03.2014
Place Chennai

Authorised Signatory and Stamp of the company

Name Rekha Surendhiran
Designation Company Secretary



SCHEME OF AMALGAMATION
OF
M/S.CELLARIS REFRACTORIES INDIA LIMITED (TRANSFEROR COMPANY)
WITH
M/S. CARBORUNDUM UNIVERSAL LIMITED (TRANSFEE COMPANY)
AND
THEIR RESPECTIVE SHAREHOLDERS

Under Sections 391 to 394 of the Companies Act, 1956

I. PREAMBLE:

This Scheme of Amalgamation ("Scheme") is presented under Sections 391 to 394 and other applicable provisions of the Companies Act, 1956 for amalgamation of **Cellaris Refractories India Limited** (Transferor Company), with **Carborundum Universal Limited**, (Transferee Company). This Scheme also provides for various other matters consequential or otherwise integrally connected therewith.

II. DESCRIPTION OF COMPANIES:

Cellaris Refractories India Limited, a company incorporated under the provisions of the Companies Act, 1956, having its Registered Office at Parry House, 43, Moore Street, Chennai - 600 001, (herein after referred to as the "Transferor Company" or "Amalgamating Company"), engaged in the business of manufacturing and selling of high temperature insulation products of all kinds including ceramic foams

Carborundum Universal Limited, a Public Limited Company incorporated under the provisions of the Companies Act, 1956, having its Registered



Office at Parry House, 43, Moore Street, Chennai – 600 001(herein after referred to as the “Transferee Company” or “Amalgamated Company”) and engaged in the business of manufacturing and selling of Abrasives, Electrominerals, Industrial Ceramics, Refractories & Anticorrosives.

III. PURPOSE OF THE SCHEME OF AMALGAMATION:

This Scheme of Amalgamation is presented under Sections 391 to 394 of the Companies Act, 1956, rules made there under and the applicable provisions of the Companies Act, 2013, for the proposed amalgamation of the Transferor Company Viz., Cellaris Refractories India Limited with the Transferee Company , Carborundum Universal Limited.

IV. RATIONALE FOR SCHEME OF AMALGAMATION:

The Board of Directors of Transferor Company and Transferee Company believe that the proposed Scheme of Amalgamation would benefit the shareholders, employees and other stake holders of the Transferor company and Transferee Company on account of the following reasons:

- (i) The shareholding structure of the Transferor Company indicates that it is a wholly owned subsidiary of the Transferee Company. The present corporate restructuring exercise by way of a Scheme of Amalgamation would enable the promoter group to reduce multiple entities owned/controlled by them engaged in the similar line of business. The Scheme of Amalgamation would thus facilitate the continuance of the business of the Transferor and Transferee Company under one entity and management.
- (ii) The Scheme of Amalgamation would result in smoother implementation of business policies from a group management perspective. The Scheme



would ensure that the promoter group enjoy direct and efficient control over the business operation merged into the Transferee Company.

- (iii) By the amalgamation, the administrative and operational costs will be considerably reduced and Transferee Company will be able to operate and run the company more effectively and economically resulting in better turnover and profits, operational efficiencies, business synergies and more productive utilization of resources.
- (iv) There is no likelihood that interests of any shareholder or creditor of either the Transferor Company or the Transferee Company would be prejudiced as a result of the Scheme. The Scheme of Amalgamation will not impose any additional burden on the members of the Transferor Company or the Transferee Company.
- (v) It will make available to the Transferee Company, the benefit of financial resources, managerial, technical and marketing expertise of both the Companies.
- (vi) The Transferee Company will have the benefit of the combined assets, man-power and cash flows of both Companies. The combined resources of Transferee Company will enhance its capability to face competition in the market place more effectively.

V. PARTS OF THE SCHEME OF AMALGAMATION:

PART-A deals with the definitions of the terms used in this Scheme and sets out the share capital of the Transferor Company and the Transferee Company;

PART- B deals with the transfer and vesting of the undertaking of the Transferor Company to and in the Transferee Company;

PART-C deals with cancellation of shares and Accounting Treatment in the books of the Transferee Company.

PART-D deals with General Terms and Conditions.

PART – A



DEFINITIONS AND SHARE CAPITAL

1. DEFINITIONS

In this scheme unless inconsistent with the subject or context the following expression shall have the following meaning:

- 1.1. **“Act”** means the Companies Act, 1956, applicable provisions of the Companies Act, 2013, ordinances, rules and regulations made there under and shall include any statutory modifications, re-enactment or amendment thereof.
- 1.2. **“Amalgamation”** means transfer of business (assets and liabilities) by one company (Transferor Company) to another company (Transferee Company) pursuant to the Scheme approved by the shareholders of the Companies and Confirmed by the Board pursuant to the provisions of Section 2(1B) of the Income-tax Act, 1961.
- 1.3. **“Appointed Date”** means 01-04-2015 or such other date as the Board and/ or Shareholders of the transferor/ transferee company may approve or Hon'ble High Court(s) may direct/fix.
- 1.4. **“Court/High Court”** means the Hon'ble High Court of Judicature at Madras having jurisdiction in relation to the Transferor Company and the Transferee Company and as the context may require and shall include National Company Law Tribunal, if applicable.
- 1.5. **“Effective Date”** with respect to the Transferor company and the Transferee company shall mean dates on which the certified copies of the order(s) of the High Court of Judicature at Madras sanctioning the Scheme are filed with the Registrar of Companies, Tamil Nadu(Chennai), by the Transferor company and the Transferee Company.



1.6. **“Transferor Company”, “Transferee Company”** mean

“CRIL/ Transferor Company” means Cellaris Refractories India Limited, a company incorporated under the provisions of the Companies Act, 1956, having its Registered Office at Parry House, 43, Moore Street, Chennai – 600 001.

“CUMI/ Transferee Company” means Carborundum Universal Limited, a Public Limited Company incorporated under the provisions of the Companies Act, 1956, having its Registered Office at Parry House, 43, Moore Street, Chennai – 600 001.

1.7. **“Scheme”** or **“the Scheme”** or **“this Scheme”** means this Scheme of Amalgamation in its present form or with any modification made under Clause 16 of this scheme as approved or directed by the Hon’ble High Court of Judicature at Madras or any other appropriate authority.

1.8. **“Undertakings”** means the entire business of the Transferor Company and includes (without being limited to) the following:

- (i) All the undertakings, properties (both moveable and immovable) and liabilities of the Transferor Company including all properties and assets, movable and immovable, real and personal, corporeal and in-corporeal, in possession, or in reversion, present and contingent of whatsoever nature, wheresoever situated, rights, powers, interests, authorities, privileges (including benefits of all tax reliefs), liberties, contracts or deeds, as on the Appointed Date, including all lands & buildings, freehold and leasehold vehicles, furniture, equipments, sundry debtors, investments of all kinds (including shares, scrips, stocks, bonds, debentures, debenture stock, units) inventories, cash and bank balances, bills of exchange, deposits, loans and advances, leases, hire purchase contracts and assets, tenancy rights and agencies of the Transferor Company and all other interests or rights in or arising out of or relating to such properties, together with all rights, powers,



interests, charges, privileges, benefits, entitlements, industrial and other licenses, insurance policies, brands, registrations, trade marks, patents, copy rights, liberties, easements, industrial and advantages, sanctions, approvals, import entitlements and other quotas, if any, or to which the Transferor Company is entitled to, of whatsoever kind, nature or description held, applied for or as may be obtained thereafter or to which the Transferor Company is entitled to, together with the benefit of all contracts and engagements and all books, papers, documents and records.

- (ii) All debts, liabilities, duties and obligations of the Transferor Company as on the Appointed Date, as appearing in the books of account of the Transferor Company and including liabilities on account of secured loans, unsecured loans, sundry creditors, bonus, sales tax, excise, income tax, other taxation and any other liability (including contingent liability), whether or not provided for in the books of account of the Transferor Company.
- (iii) All employees of Transferor Company, if any

2. SHARE CAPITAL

The Share Capital of Cellaris Refractories India Limited, as on 31st March, 2014 is as under:

<u>AUTHORISED SHARE CAPITAL</u>	Amount in lakhs (Rs.)
13,725,000 Equity Shares of Rs.10/- each	1372.5
1372.5	



<u>ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL</u>	Amount in lakhs (Rs.)
13,725,000 Equity Shares of Rs.10/- each	1372.5

Subsequent to March 31, 2014, there is no change in the Authorized and Paid-up Share Capital of the Transferor Company.

The Share Capital of Carborundum Universal Limited, as on 31st March, 2014 is as under:

<u>AUTHORISED SHARE CAPITAL</u>	Amount in lakhs (Rs.)
250,000,000 Equity Shares of Re.1/- each 2500.0	2500.0
<u>ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL</u>	Amount in lakhs (Rs.)
187,756,218 Equity Shares of Rs.1/- each	1877.6

Subsequent to March 31, 2014, there is no change in the Authorized , the Company had allotted 193,030 shares pursuant to Employees Stock option Scheme 2007 and as on 01st November the paid up capital of the Company is 187,949,248 Equity Shares of Rs.1/- each 2.1. Upon the scheme becoming effective, the Transferee Company, if required, is expressly permitted to revise its return and filings under the Income-tax Act, 1961, Service Tax Laws, Sales Tax Laws, Value Added Tax Laws, and other Tax Laws and to claim



refund and/ or for tax paid etc and for matters incidental thereto to give effect to the provisions of the Scheme, pertaining to the Transferor Company

2.2 DATE OF TAKING EFFECT AND OPERATIVE DATE

The Scheme set out herein in its present form or with any modification(s) approved or imposed or directed by the High Court or any other appropriate authority, shall be effective from the Appointed Date but shall be operative from the effective Date.

PART B

3. TRANSFER AND VESTING OF UNDERTAKING OF TRANSFEROR COMPANY WITH TRANSFEREE COMPANY

- 3.1 With effect from the Appointed Date, subject to the provisions of this Scheme in relation to the mode of transfer and vesting, the Undertaking of the Transferor Company shall, without any further act, instrument or deed be and the same shall stand transferred to and vested in or deemed to have been transferred to and vested in the Transferee Company pursuant to the provisions of Sections 391 and 394 and other applicable provisions of the Act and the Scheme as a going concern so as to become as and from the Appointed Date, the estate, assets, rights, title, interest and authorities of the Transferee Company. The assets and liabilities of the undertaking of the Transferor Company will be transferred to the Transferee Company at book value.
- 3.2 Provided that for the purpose of giving effect to the vesting order passed under Sections 391 to 394 in respect of this Scheme, the Transferee Company shall at any time pursuant to the orders on this Scheme be entitled to get the recordal of the change in the title and the appurtenant legal right(s) upon the vesting of such assets of the Transferor Company in accordance with the provisions of Sections 391 to 394 of the Act, at the office of the respective Registrar of Assurances or any other concerned authority, where any such property is situated.
- 3.3 The transfer and vesting as aforesaid, shall be, subject to existing charges/hypothecation/mortgage (if any, as may be subsisting) over or



in respect of the said assets or any part thereof in favour of Banks and Financial Institutions. Provided however, that any reference in any security documents or arrangements to which the Transferor Company is a party, to such assets of the Transferor Company, offered or agreed to be offered as security for any financial assistance both availed and to be availed upto any limit for which sanctions have already been obtained by the Transferor Company shall be, construed as reference only to the assets pertaining to the Transferor Company as are vested in the Transferee Company by virtue of this Scheme, to the end and intent that such security, mortgage and/or charge shall not extend or be deemed to extend, to any of the assets or to any of the other units or divisions of the Transferee Company, unless specially agreed to by the Transferee Company with such secured creditors and subject to the consents and approvals of the existing Secured creditors of the Transferee Company.

- 3.4 In respect of the floating charges created by the Transferor Company in favour of their bankers for all the movable assets, documents of title to goods, receivables, claims and other current assets that are acquired by the Transferor Company from the "Appointed Date" till the "Effective Date", shall be deemed to be the security and the same shall be available as security for the loans, cash credit and other working capital facilities, both fund based and non-fund based, which were sanctioned by the bankers of the Transferor Company, either utilised fully or partly or unutilised by the Transferor Company, subject to the limits sanctioned by its bankers.
- 3.5 It is expressly provided that in respect of such of the said assets as are movable in nature or are otherwise capable of transfer by manual or constructive delivery and/or by endorsement and delivery, the same shall be so transferred by the Transferor Company and shall become the property of the Transferee Company in pursuance of the provisions of Sections 391 and 394 of the said Act, as an integral part of the undertaking, such transfer being deemed to have taken place at the location of the Registered Office of the Transferee Company, i.e., in the State of Tamil Nadu.
- 3.6 In respect of the said assets other than those referred to in Clauses and referred to above, the same shall, without any further act, instrument or



deed, be transferred to and vested in and/or deemed to be transferred and vested in the Transferee Company on the "Appointed Date", pursuant to the provisions of Sections 391 and 394 of the said Act.

- 3.7 The Transferee Company, may at any time, after the coming into effect of this Scheme in accordance with the provisions hereof, if so required, under any law or otherwise, execute deeds of confirmation in favour of the secured creditors of the Transferor Company or in favour of any other party to any contract or arrangement to which the Transferor Company is a party or any writings, as may be necessary, to be executed in order to give formal effect to the above provisions. The Transferee Company shall, under provisions of the Scheme, be deemed to be authorised to execute any such writings on behalf of the Transferor Company, to implement or carry out all such formalities or compliance referred to above on the part of the Transferor Company to be carried out or performed.
- 3.8 In so far as the various incentives, subsidies, special status and other benefits or privileges enjoyed, granted by any Government body, local authority or by any other person and availed of by the Transferor Company are concerned, the same shall vest with, and be available to, the Transferee Company on the same terms and conditions.

4. TRANSFER OF DEBTS AND LIABILITIES

- 4.1 With effect from the said "Appointed Date", all debts, liabilities, duties and obligations of the Transferor Company, including contingent liabilities not provided in their books (hereinafter referred to as "the said liabilities") and any accretions and additions or reductions thereto after the "Appointed Date" shall also stand transferred or deemed to be transferred without any further act or instrument or deed to the Transferee Company so as to become as and from that date, the debts, liabilities, duties and obligations of the Transferee Company and further that it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, duties and obligations have arisen in order to give effect to the provisions of this clause. PROVIDED ALWAYS that nothing in this clause shall or is intended to enlarge the security for any



loan, deposit or other indebtedness created by the Transferor Company prior to the "Appointed Date" which shall be transferred to and vested in the Transferee Company by virtue of the amalgamation and the Transferee Company shall not be required or obliged in any manner to create any further or additional security therefor after the "Appointed Date" or otherwise.

- 4.2 All the loans, advances and other facilities sanctioned to the Transferor Company by their bankers prior to the "Appointed Date", which are partly drawn/utilised shall be deemed to be the loans and advances sanctioned to the Transferee Company and the said loans and advances shall be drawn/utilised either partly or fully by the Transferor Company from the "Appointed Date" till the "Effective Date" and all the advances/loans and or other facilities so drawn by the Transferor Company (within the overall limits sanctioned by their bankers) shall on the "Effective Date" be treated as advances and loans made available to the Transferee Company under any loan agreement shall be construed and shall become the obligation of the Transferee Company without any further act, or deed on the part of the Transferee Company.
- 4.3 Upon this Scheme coming into effect, any loan or other obligations due between the Transferor Company and the Transferee Company shall stand discharged and there shall be no liability in that behalf. In so far as any securities, debentures or notes issued by the Transferor Company and held by the Transferee Company, and vice versa, are concerned, the same shall, unless sold or transferred by the Transferor Company or the Transferee Company, as the case may be, at any time prior to the "Effective Date", stand cancelled as on the "Effective Date" and shall be of no effect and the Transferor Company or the Transferee Company, as the case may be, shall have no further obligation outstanding in that behalf.
- 4.4 There is no likelihood that any secured or unsecured creditor of Transferor Company and the Transferee Company would loose or be prejudiced as a result of the proposed Scheme being passed. The latest audited accounts for the year ended 31st March, 2014 of the Transferor Company and the Transferee Company indicate that the



companies are in a solvent position and would easily be able to meet liabilities as they arise in the course of the business. Hence, the amalgamation in no way will cast any additional burden on the shareholders of either company nor will it affect the interests of any of the shareholders or any classes of creditors.

- 4.5 Subject to the other provisions contained in the Scheme, all contracts, deeds, bonds, agreements and other instruments of whatsoever nature to which the Transferor Company is a party subsisting or having effect immediately before the amalgamation, shall be, in full force and effect, against or in favour of the Transferee Company as the case may be, and may be enforced as fully and as effectively as if instead of the Transferor Company, the Transferee Company had been a party thereto. The Transferee Company shall enter into and/or issue and/or execute deeds, writings or confirmations or enter into any tripartite arrangement, confirmations or novations to which the Transferor Company will, if necessary, also be party in order to give formal effect to the provisions of this clause, if so required or become necessary. The Transferee Company will also be entitled to secure approvals of such authorities as may be necessary whenever any approvals are necessary for transfer of property from the Transferor Company.
- 4.6 For the removal of doubts, it is expressly made clear that the dissolution of the Transferor Company without the process of winding up as contemplated hereinafter, shall not, except to the extent set out in the Scheme, affect the previous operation of any contract, agreement, deed or any instrument or beneficial interest to which the Transferor Company is a party thereto and shall not affect any right, privilege, obligations or liability acquired, deemed to have been acquired and all such reference in such agreements, contracts and instruments to the Transferor Company shall be construed as reference only to the Transferee Company with effect from the "Appointed Date".
- 4.7 All employees of the Transferor Company, if any, in service on the Effective Date, shall become the employees of the Transferee Company on such date without any break or interruption in service



and on terms and conditions as to remuneration not less favourable than those subsisting with reference to the Transferor Company as on the said date.

- 4.8. In so far as the Provident Fund, Gratuity Fund, Superannuation Fund or any other special scheme(s)/fund(s) created or existing for the benefit of the Employees of the Transferor Company is concerned, from the Effective Date, the Transferee Company shall stand substituted for the Transferor Company for all the purposes whatsoever related to the administration or operation of such schemes or funds or in relation to the obligation to make contributions to the said schemes/funds as per the terms provided in the respective Trust Deeds, to the end and intent that all the rights, duties, powers and obligations of the Transferor Company in relation to such schemes/funds shall become those of the Transferee Company. It is clarified that the service of the employees of the Transferor Company will be treated as having been continuous for the purposes of the aforesaid schemes/funds.
- 4.9 As on the Appointed Date, and subject to any corrections and adjustments as may, in the opinion of the Board of Directors of the Transferee Company be required, the reserves of the Transferor Company will be merged with those of the Transferee Company in the same form as they appear in the financial statements of the Transferor Company.
- 4.10 In case of any differences in accounting policy, if any, between the Transferor Company on amalgamation and the book values of the assets, liabilities and specific reserves vested with the Transferee Company on the Scheme becoming effective, will be reflected in the Revenue Reserve(s) of the Transferee Company.
- 4.11. Upon the coming into effect of this Scheme, all legal actions or other proceedings by or against the Transferor Company, pending on the "Effective Date" or which may be instituted in future (whether before or after the Effective Date) in respect of any matter arising before the Effective Date (including property rights, powers, liabilities, obligations and duties) shall be continued and be enforced by or against the Transferee Company in the same manner and to the



same extent as it would or might have been continued and enforced by or against the Transferor Company.

5. ALTERATIONS TO AUTHORISED SHARE CAPITAL

5.1 Upon the Scheme becoming fully effective, the authorised share capital of the Transferor Company shall stand combined with the authorised share capital of the Transferee Company. Filing fees and stamp duty, if any, paid by the Transferor Company on its authorised share capital, shall be deemed to have been so paid by the Transferee Company on the combined authorised share capital and accordingly, the Transferee Company shall not be required to pay any fee/ stamp duty for its increased authorised share capital.

5.2 Clause V of the Memorandum of Association of the Transferee Company shall, without any further act, instrument or deed, be and stand altered, modified and amended pursuant to Sections 13,61 and 232 and other applicable provisions of the Companies Act, 2013 (corresponding to Sections 16, 94 and 394 and other applicable provisions of the Act) by deleting the existing Clause and replacing it by the following:

“The Authorised Share Capital of the Company is Rs 38,72,50,000 (Rupees Thirty Eight Crores Seventy two Lakhs Fifty Thousand Only) divided into 38,72,50,000 (Twenty Thirty Eight Crores Seventy two Lakhs Fifty Thousand)) Equity Shares of Re.1/- (Rupee One only) each.”

5.3 The Company shall have power to increase or reduce the capital, to issue any shares with special rights or privileges as to voting, dividend, repayment of capital or otherwise, or to subject the shares to any restrictions, limitations and conditions and to vary, modify or abrogate any such rights, privileges, restrictions, or conditions. The rights of the holders of any class of shares for the time being forming part of the capital of the Company may be modified, affected, varied, extended or surrendered.”

5.4 Clause 3 of the Articles of Association of the Transferee Company shall, without any further act, instrument or deed, be and stand



altered, modified and amended by deleting the existing Article and replacing it by the following:

“The Authorised Share Capital of the Company is Rs 38,72,50,000 (Rupees Thirty Eight Crores Seventy two Lakhs Fifty Thousand Only) divided into 38,72,50,000 (Twenty Thirty Eight Crores Seventy two Lakhs Fifty Thousand) Equity Shares of Re.1/- (Rupee One only) each.”

The approval of this Scheme under Sections 391 and 394 of the Act shall be deemed to have the approval under sections 16, 31, 94, 97 and other applicable provisions of the Act and any other consents and approvals required in this regard.

PART-C

6. CANCELLATION OF SHARES

As the Transferor Company is a wholly owned subsidiary of the Transferee Company, the shares of the Transferor Company shall be treated as cancelled on the Appointed Date and hence allotment of shares of the Transferee Company to the holders of Transferor Company does not arise.

7. ACCOUNTING TREATMENT IN THE BOOKS OF THE TRANSFEEE COMPANY

7.1 Upon the Scheme becoming effective, the Transferee Company shall in respect of its accounts for the financial year commencing from the Appointed Date i.e.01-04-2015, account the transaction as per the Accounting Standard 14 notified by National Advisory Committee on Accounting Standards such that:

- a. Transferee Company shall record all the assets and liabilities of Transferor Company to and vested in Transferee Company including reserves and profit and loss of the Transferor Company vested in the Transferee Company pursuant to this Scheme at their respective book values.



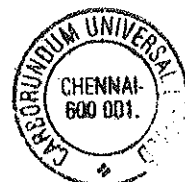
- b. All inter-company balances/ amounts between the Transferor Company and the Transferee Company, appearing in the books of account of the Transferee Company, shall stand cancelled.
- c. The excess of, or deficit in, the value of the assets over the value of the liabilities of the Transferor Company vested in the Transferee Company pursuant to this Scheme as recorded in the books of account of the Transferee Company shall be credited to/ adjusted in the Reserve in the books of the Transferee Company.

7.2 In case of any differences in accounting policies between the Transferee Company and the Transferor Company, the accounting policies followed by the Transferee Company shall prevail to ensure that the Financial Statements reflect the financial position on the basis of consistent accounting policies.

7.3 If considered appropriate for the purpose of application of uniform accounting methods and policies between the Transferor Company and the Transferee Company, the Transferee Company may make suitable adjustments and reflect the effect thereof in the reserve of the Transferee Company.

8 COMPLIANCE AND CONSEQUENTIAL MATTERS RELATING TO TAX:

8.1 This Scheme has been drawn up to comply with the conditions relating to "Amalgamation" as specified under Section 2(1B) of the Income-tax Act, 1961 and other relevant provisions of the Income tax Act, 1961. If any terms or provisions of the scheme are found or interpreted to be inconsistent with the provisions of the said section at a later date including resulting from an amendment of law with retrospective effect or for any other reason whatsoever, till the time the Scheme becomes effective, the



provisions of the said section of the Income Tax Act, 1961 shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with Section 2(1B) of the Income Tax Act, 1961 and other relevant provisions of the Income Tax Act, 1961. Such modification will however not affect the other parts of the Scheme.

8.2 Upon the Scheme coming into effect, all taxes/cess/duties, direct and/ or indirect, payable by or on behalf of the Transferor Company from the Appointed Date onwards including all or any refunds and claims including refunds or claims pending with the Revenue Authorities and including the right to claim credit for minimum alternate tax and carry forward of accumulated losses, shall, for all purposes, be treated as the tax/ cess/ duty, liabilities or refunds, claims, accumulated losses and credits pertaining to indirect taxes such as CENVAT credit VAT Credit etc. of the Transferee Company. Accordingly, upon the Scheme becoming effective, the Transferee Company is expressly permitted to revise, if it becomes necessary, its income tax returns, Sales tax returns, Excise & CENVAT returns, Service tax returns, other tax returns, and to claim refunds/ credits, pursuant to the provisions of this scheme. The Transferee Company is also expressly permitted to claim refunds/ credits in respect of any transaction between or amongst the Transferor Company and the Transferee Company.

8.3 Provided further that upon the Scheme becoming effective, the Transferee Company is also expressly permitted to revise, if it becomes necessary, its income tax returns and related TDS certificates, including TDS Certificate relating to transactions between or amongst the Transferor Company and the Transferee Company and to claim refunds, advance tax and withholding tax credits, benefit of credit for minimum alternate tax and



carry forward of accumulated losses etc., pursuant to the provisions of this Scheme.

8.4 Upon the Scheme coming into effect, the Transferor Company (if required) and the Transferee Company are expressly permitted to revise, its financial statements and returns along with the prescribed forms, filings and annexure under the Income Tax Act, 1961 (including for the purpose of re-computing tax on book profits), service tax law and other tax laws and to claim refunds and/ or credits for taxes paid (including tax on book profits), and for matters incidental thereto, if required to give effect to the provisions of the Scheme.

8.5 Any tax liabilities under the Income Tax Act, 1961, Service Tax Laws, applicable State Value Added tax laws or other applicable laws/ regulations dealing with taxes/ duties/ levies allocable or related to the business of the Transferor Company to the extent not provided for or covered by tax provision in the accounts made as on the date immediately preceding the Appointed Date shall be transferred to Transferee Company. Any Surplus in the provisions for taxation/ duties/ levies account including advance tax and tax deducted at source as on the date immediately preceding the Appointed Date will also be transferred to the account of the Transferee Company.

8.6 Any refund under the Income Tax Act, 1961, Service Tax laws, applicable State Value Added Tax laws or other applicable laws/ regulations dealing with taxes/ duties/ levies allocable or related to the business of the Transferor Company due to Transferor Company consequent to the assessment made on Transferor Company including for which no credit is



taken in the accounts as on the date immediately preceding the Appointed date shall also belong to and be received by the Transferee Company.

8.7 All taxes including income tax, tax on book profits, fringe benefit tax, service tax, value added tax, etc. paid or payable by the Transferor Company in respect of the operations and or the profits of the business before the Appointed Date, shall be on account of the Transferor Company and in so far as it relates to the tax payment (including, without limitation, income- tax, tax on book profits, fringe benefit tax, value added tax etc.) whether by way of deduction at source, advance tax or otherwise howsoever, by the Transferor Company in respect of the profits or activities or operation of the business after the appointed date , the same shall be deemed to be the corresponding item paid by the Transferee Company and shall by Transferor Company/ Transferee Company on payables to Transferee Company/ Transferor Company on account of Inter Corporate loans or balances between Transferor Company and Transferee Company which has been deemed not to be accrued, shall be deemed to be advance taxes paid by the Transferee Company and shall, in all proceedings, be dealt with accordingly.

8.8 Obligation for deduction of tax at source on any payment made by or to be made by the Transferor Company under the Income tax Act, 1961, service tax laws, state value added tax or other applicable laws/ regulation dealing with taxes/ duties/ levies/ shall be made or deemed to have been made and duly complied with by the Transferee Company.

8.9 Without prejudice to the generality of the above, all benefits, incentives, losses, credits (including, without limitation income tax, service tax, applicable state value added tax) etc., to which the Transferor Company



are entitled to in terms of applicable laws, shall be available to and vest in the Transferee Company.

9 TRANSACTIONS BETWEEN APPOINTED DATE AND EFFECTIVE DATE

With effect from the Appointed Date and up to the Effective Date the Transferor Company:

- 9.1 Shall be deemed to have been carrying on and shall carry on all business and activities relating to their respective businesses and stand possessed of the properties so to be transferred, for and on account of and in trust for the Transferee Company, including, but not limited to, operating and marketing activities, advance tax payments of income tax, sales tax, excise and other statutory payments, etc.
- 9.2 All profits or income accruing to the Transferor Company or losses or expenditure (including payment of penalty, damages or such litigations) arising or incurred by it relating to their businesses shall, for all purposes, be treated as the profits or income or losses or expenditure, as the case may be, of the Transferee Company.
- 9.3 Transferor Company hereby undertakes, from the Appointed Date up to and including the Effective Date:
 - (a) To carry on the business with reasonable diligence, proper prudence and not to alienate, charge, encumber or otherwise deal with or dispose of the business or any part thereof, nor conclude any settlement with union or employees nor to undertake any new business or a substantial expansion of its existing business other than the expansions which have already been commenced without the prior consent of Transferee Company except in the ordinary course of business or pursuant to any pre-existing obligation(s) undertaken by it prior to the Appointed Date. The Transferor Company shall not vary the terms and conditions of employment of its permanent employees except in the ordinary course of business.



- (b) Not to utilise the profits or income, if any, relating to its business for the purposes of declaring or paying any dividend or for any other purpose in respect of the period falling on and after the Appointed Date without the prior written consent of the Transferee Company.
- 9.4 The Transferee Company shall be entitled, pending the sanction of the Scheme, to apply to the Central Government and other related agencies, departments and other authorities concerned as are necessary under any law for such consents, approvals and sanctions which the Transferee Company may require to own and operate the businesses of the Transferor Company.
- 9.5 The amalgamation of Transferor Company will be accounted for in the books of Transferee Company by adoption of Pooling of Interest method of accounting in accordance with the Accounting Standard 14 (AS 14) issued by the Institute of Chartered Accountants of India (ICAI) and the balance amount representing the excess of the values of assets over the liabilities shall be reflected as General Reserve in the books of the Transferee Company.
- 9.6 The Transferor Company and the Transferee Company shall with all reasonable dispatch make applications/petitions under Sections 391 and 394 and other applicable provisions of the Act to the Honourable High Court of Judicature at Madras for sanctioning the Scheme and for dissolution of the Transferor Company without winding up under the provisions of law.
- 9.6(a) The Transferee Company holding 100% of the Shares of the Transferor Company and therefore being the 100% Holding Company, the Transferee Company do not file a separate application/ petition under Sections 391 and 394 of the Act before the Hon'ble High Court of Judicature at Madras seeking approval of the Scheme.

10. CONDUCT OF BUSINESS UNTIL THE EFFECTIVE DATE:

10.1 With effect from the Appointed Date and up to and including the Effective Date:



- a) The Transferor Company shall carry on and be deemed to have carried on all its business and activities and stand possessed of its properties and assets for and on account of and in trust for the Transferee Company and all the profits accruing to the Transferor Company or losses arising or incurred by it shall for all purposes be treated as the profits or losses of the Transferee Company, as the case may be;
- b) The Transferor Company shall carry on its business and activities with reasonable diligence;
- c) Neither the Transferor Company nor the Transferee Company shall alter its respective capital structure either by fresh issue of shares or convertible securities (on a rights basis or by way of bonus shares or otherwise) or by any decrease, reduction, reclassification, sub-division, consolidation, re-organization or in any other manner, except by and with the consent of the Board of Directors of the Transferor Company and the Transferee Company.
- d) The Transferor Company shall not vary the terms and conditions of service of their permanent employees except in the ordinary course of its business; and
- e) The Transferor Company shall not without the prior consent of the Transferee Company, undertake any new business or a substantial expansion of its existing business.

10.2 The Transferee Company shall be entitled, pending the sanction of the Scheme, to apply to the Central / State Government(s) and all other agencies, departments and authorities concerned as are necessary under any law for such consents, approvals, licenses and sanctions which the Transferee Company may require to carry on the business of the Transferor Company.



11 LEGAL PROCEEDINGS

11.1 Any suit, appeal or other proceedings of whatsoever nature by or against the Transferor Company pending and/or arising on the Appointed Date, as and from the Effective Date shall not abate or be discontinued or be in any way prejudicially affected by reason of the amalgamation or by anything contained in this Scheme but the said suit, appeal or other legal proceedings may be continued and enforced by or against the Transferee Company, as the case may be, in the manner and to the same extent as would or might have been continued and enforced by or against the Transferor Company as if this Scheme had not been made.

11.2 In case of any litigation, suits, recovery proceedings which are to be initiated or may be initiated against the Transferor Company after the Appointed Date, the Transferee Company shall be made party thereto and any payment and expenses made thereto shall be the liability of the Transferee Company.

11.3 The Transferee Company undertakes to have all legal or other proceedings initiated by or against the Transferor Company referred to in above clause transferred into its name and to have the same continued, prosecuted and enforced by or against the Transferee Company.

12 CONTRACTS, DEEDS, BONDS AND OTHER INSTRUMENTS

12.1 Subject to the other provisions of the Scheme, all contracts, deeds, bonds, insurance, Letters of Intent, undertakings, arrangements, policies, agreements including the contracts for tenancies and licenses, arrangements and other instruments of whatsoever nature to which the Transferor Company is a party and subsisting or having effect immediately before or after the Effective Date shall remain in full force and effect against or in favour of the Transferee Company and shall be binding on and be enforceable against the Transferee



Company as fully and effectually as if, the Transferee Company had been a party thereto.

12.2 As a consequence of the amalgamation of the Transferor Company with the Transferee Company in accordance with this Scheme, the recording of change in name from the Transferor Company to the Transferee Company, whether for the purposes of any licence, permit, approval or any other reason, or whether for the purposes of any transfer, registration, mutation or any other reason, shall be carried out by the concerned statutory or regulatory or any other authority without the requirement of payment of any transfer or registration fee or any other charge or imposition whatsoever.

12.3 For the removal of doubts, it is expressly made clear that the dissolution of the Transferor Company without the process of winding up as contemplated hereinafter, shall not, except to the extent set out in the Scheme, affect the previous operation of any contract, agreement, deed or any instrument or beneficial interest to which the Transferor company is a party thereto and shall not affect any right, privilege, obligations or liability, acquired, or deemed to be acquired prior to Appointed Date and all such references in such agreements, contracts and instruments to the Transferor company shall be construed as reference only to the Transferee Company with effect from the Appointed Date.

13 EMPLOYEES OF THE TRANSFEROR COMPANY

13.1 On the Scheme becoming effective, all staff and employees of the Transferor company who are in service on the date immediately preceding the Effective Date shall, unless otherwise desired by any of the employees, become the employees of the Transferee Company with effect from the Appointed Date or date of joining of respective workmen and employees, whichever is later, without any break or



interruption in their service and on the basis of continuity of service, and the terms and conditions of their employment with Transferee Company shall not be less favorable than those applicable to them with reference to their employment with the Transferor company on the Effective Date.

13.2 It is expressly provided that, on the Scheme becoming effective, the Provident Fund, Gratuity Fund, Pension Fund, Superannuation Fund or any other Special Fund or Trusts created or existing for the benefit of the staff, workmen and employees of Transferor company, if any shall become trusts/ funds of Transferee Company for all purposes whatsoever in relation to the administration or operation of such Fund or Funds or in relation to the obligation to make contributions to the said Fund or Funds in accordance with the provisions thereof as per the terms provided in the respective Trust Deeds, if any, to the end and intent that all rights, duties, powers and obligations of Transferor company in relation to such Fund or Funds shall become those of Transferee Company. It is clarified that the services of the staff and employees of Transferor company will be treated as having been continuous for the purpose of the said fund or funds.

14 SAVING OF CONCLUDED TRANSACTIONS

The transfer of undertaking under Clause 3 above and the continuance of proceedings by or against the Transferor company under Clause 9 above shall not affect any transaction or proceedings already concluded by the Transferor company on or after the Appointed Date till the Effective Date, to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things done and executed by the Transferor company in respect thereto as done and executed on behalf of itself.

15. DISSOLUTION OF TRANSFEROR COMPANY



On the Scheme becoming effective, the Transferor company shall stand dissolved without being wound-up.

PART- D

GENERAL TERMS & CONDITIONS

16. MODIFICATION OR AMENDMENTS TO THE SCHEME

The Transferor Company and the Transferee Company through their respective Boards of Directors in their full and absolute discretion, may assent to any modification or amendment to the Scheme which the High Court of Judicature at Madras, shareholders of the Transferor Company and / or the Transferee Company and / or any other competent authority may deem fit to approve / impose and effect any other modification or amendment which the Boards in the best interests of the Transferor Company or the Transferee Company may consider necessary or desirable and give such directions as they may consider necessary or desirable for settling any question, doubt or difficulty arising under the Scheme or in regard to its implementation or in any matter connected there with (including any question, doubt or difficulty arising in connection with any deceased or insolvent shareholder of the Transferor Company or the Transferee Company) and to do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect. In the event that any modification or amendment to the Scheme is unacceptable to the Transferor Company and / or the Transferee Company for any reason whatsoever, the Transferor Company and / or Transferee Company shall be at liberty to withdraw from the Scheme at any time.

For the purpose of giving effect to the Scheme or to carry out any modification or amendment thereto, the Board of Directors of the Transferor Company and the Transferee Company or any Committee thereof is authorized to give such directions and / or to take such steps as may be necessary or desirable including any directions for settling any question, doubt or difficulty whatsoever that may arise.

17. CONDITIONALITY OF THE SCHEME

This Scheme is and shall be conditional upon and subject to:



- a. The requisite, consent, approval or permission of statutory or regulatory authority, which by law may be necessary for the implementation of this Scheme.
- b. The Scheme being agreed to by the respective requisite majorities of the members of the Transferor and the Transferee Companies, if a meeting of Equity Shareholders of the said companies is convened by the Court, and the sanction of the Court being accorded to the Scheme.
- c. The sanction by the Court under Sections 391 and 394 and other applicable provisions of the Act being obtained by the Transferor company and also the Transferee Company.
- d. The Transferor & Transferee companies shall file certified copies of the order sanctioning the Scheme of Amalgamation by Hon'ble High Court with the Registrar of Companies.
- e. All the other sanctions and orders as are legally necessary or required in respect of the Scheme, being obtained.

18. BORROWING, INVESTMENT AND LOAN LIMITS

- a. Upon this scheme coming into effect the borrowing limits of the Transferee Company in terms of Section 179 of the Act shall be deemed without any further act or deed to have been enhanced by the aggregate liabilities/ authorized borrowing limits of the Transferor company which is being transferred to the Transferee Company pursuant to the scheme, such limits being incremental to the existing limits of the Transferee Company, with effect from the Appointed Date.



- b. Upon this scheme coming into effect, the limits of the Transferee Company to invest and grant loans, in terms of Section 179 & 186 of the Act shall be deemed without any further act or deed to have been enhanced by the aggregate limits of the Transferor company to invest or grant loans which are being transferred to the Transferee Company pursuant to the Scheme, such limits being incremental to the existing limits of the Transferee Company, with effect from the Appointed Date.

19. APPROVALS/SANCTIONS

The Scheme is conditional upon and subject to:

- 19.1 The Scheme being agreed to by the respective requisite majorities of the various classes of members of the Transferee Company and the Transferor Company as required under the Act and as may be directed by the Hon'ble High Court of Judicature at Madras.
- 19.2 The sanctions and orders under the provisions of Section 391 read with Section 394 of the Act being obtained by the Transferor Company and the Transferee Company from the Hon'ble High Court of Judicature at Madras.
- 19.3 The certified copy of the Court order referred to in this Scheme being filed with the Registrar of Companies, Tamil Nadu, Chennai.
- 19.4 In the event that any Part of this Scheme is found to be unworkable for any reason whatsoever, the same shall not affect the validity or implementation of the other Parts of the Scheme should the Transferee Company and the Transferor Company so deem fit.

20 EFFECT OF NON-RECEIPT OF APPROVALS

In the event of any of the said sanctions and approvals referred to in the preceding Clause not being obtained and/ or the Scheme not being sanctioned



by the High Court and/ or the Order or Orders not being passed within such further period or periods as may be agreed upon between the Transferor company and the Transferee Company by its Board of Directors (and which the Board of Directors of the Company are hereby empowered and authorized to agree to and extend the Scheme from time to time without any limitation) this Scheme shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and/ or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law. Each party shall bear and pay its respective costs, charges and expenses for and or in connection with the Scheme.

21 APPLICATION TO HIGH COURT

The Transferor Company and the Transferee Company shall with all reasonable dispatch make applications and petitions under Sections 391 to 394 of the Act and other applicable provisions of the Act to the High Court for sanctioning of the Scheme, and for dissolution of the Transferor Company without being wound up.

22 COSTS, CHARGES & EXPENSES

All cost's, charges, taxes including duties, levies and all other expenses, if any (save as expressly otherwise agreed) arising out of or incurred in carrying out and implementing this Scheme and matters incidental thereto shall be borne by the Transferee Company.



SSPA & CO.

Chartered Accountants

1st Floor, "Arjun", Plot No. 6 A.

V. P. Road, Andheri (W),

Mumbai - 400 058. INDIA.

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STRICTLY PRIVATE & CONFIDENTIAL

March 16, 2015

The Board of Directors
Carborundum Universal Limited
Parry House,
43, Moore Street,
Chennai - 600 001

The Board of Directors
Cellaris Refractories India Limited
Parry House,
43, Moore Street,
Chennai - 600 001

Re: Amalgamation of Cellaris Refractories India Limited with Carborundum Universal Limited

Dear Sirs,

We have been requested by the management of Carborundum Universal Limited and Cellaris Refractories India Limited (hereinafter collectively referred to as "Companies") to issue this report in connection with amalgamation of Cellaris Refractories India Limited with Carborundum Universal Limited.

1. BACKGROUND

- 1.1 Carborundum Universal Limited (hereinafter referred to as "CUMI") is part of the Tamil Nadu-based INR 243 billion Murugappa Group. CUMI was founded in 1954 as a tripartite collaboration between the Murugappa Group, Carborundum Inc, USA, and the Universal Grinding Wheel Co Ltd, UK.
- 1.2 CUMI pioneered the manufacture of coated and bonded abrasives in India, besides super refractories, electro minerals, industrial ceramics and ceramic fibres. In sync with the global vision, CUMI is expanding its product spread. CUMI makes over 20,000 varieties of products manufactured at 25 locations across India, Russia, South Africa, Australia, China, Thailand and Canada. CUMI exports its products to 43 countries spread across the globe. All the manufacturing facilities of CUMI are ISO 9001:2008 and ISO 14001: 2004 certified for quality



CERTIFIED TRUE COPY

For CARBORUNDUM UNIVERSAL LIMITED

Rekha

Rekha Surendhiran
Company Secretary



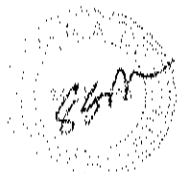
standards and environment-friendly manufacturing practices.

- 1.3 CUMI along with its subsidiaries is engaged in businesses which include the following:
- Abrasives;
 - Electro Minerals;
 - Industrial Ceramics; and
 - Super Refractories
- 1.4 The shares of CUMI are listed on BSE Limited and National Stock Exchange of India Limited.
- 1.5 Cellaris Refractories India Limited (hereinafter referred to as "CRIL" or the "Company") was a joint venture between CUMI and Cellaris Limited, Israel (hereinafter referred to as "Cellaris"). CRIL was set up for the production of light weight alumina cell for refractory and insulation application. In October 2014 CUMI acquired the entire equity stake held by Cellaris; thereby CRIL has become a 100% subsidiary.
- 1.6 The management of CUMI is considering amalgamation of CRIL with CUMI with effect from appointed date of April 1, 2015.
- 1.7 The managements of both CUMI and CRIL have proposed amalgamation of CRIL with CUMI with effect from appointed date of April 1, 2015 and the same has been approved in their respective board meetings held on November 1, 2014 and January 13, 2015. This report is being issued by SSPA for regulatory purposes.

2. SOURCES OF INFORMATION

For the purposes of this exercise, we have relied upon the following sources of information:

- (a) Draft Scheme of Amalgamation under section 391 to 394 of the Companies Act, 1956.
- (b) Audited Financial Statements for the financial year 2013-14.
- (c) Limited Review Report of CRIL for the 9 months period ended December 31, 2014.
- (d) Such other information and explanations as we required and which have been provided by the management of CUMI and CRIL.



3. LIMITATIONS & EXCLUSIONS

- 3.1 Our report is subject to the scope limitations detailed hereinafter. As such the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein.
- 3.2 Our recommendation is dependent upon the information furnished to us being complete in all material respects. Our work does not constitute certification of the historical financial statement of the company referred to in this report. Accordingly, we are unable to and do not express an opinion on the fairness or accuracy of any financial information referred to in this report.
- 3.3 Our report is not nor should it be construed as our opining or certifying the compliance of the proposed amalgamation with provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising from such proposed amalgamation.
- 3.4 No investigation on the Companies claims to title of assets has been made for the purpose of this report and their claim to such rights has been assumed to be valid. Therefore, no responsibility is assumed for matters of a legal nature.
- 3.5 The information contained herein and our report is intended only for the sole use and information of the Companies and only in connection with the proposed amalgamation as aforesaid. It is to be noted that any reproduction, copying or otherwise quoting of this report or any part thereof, other than in connection with the proposed amalgamation as aforesaid, can be done only with our prior permission in writing.
- 3.6 We assume no responsibility for any errors in the information furnished by the Companies and consequential impact on the present exercise.
- 3.7 SSPA, nor its partners, managers, employees or agents of any of them, makes any representation or warranty, express or implied, as to the accuracy, reasonableness or completeness of the information, based on which this report is being issued. All such parties expressly disclaim any and all liability for, or based on or relating to any such information contained in this report.



4. CONCLUSION

4.1 As per Management Certified Financials of CRIL, its Net Asset Value as on December 31, 2014 is **INR 11.23 crores**. The working for the same is given below:

NET ASSET VALUE AS ON DECEMBER 31, 2014

Particulars	(INR crores)	
	Amount	Amount
Current Liabilities		
Short Term Borrowings	(3.57)	
Trade Payables	(0.06)	
Other Current Liabilities	(2.02)	
Total Current Liabilities		(5.65)
Non Current Assets		
Fixed Assets	16.73	
Other Non Current Assets	0.01	
Total Non Current Assets		16.74
Current assets		
Inventories	0.07	
Cash & Cash equivalents	0.01	
Short Term Loans & Advances	0.05	
Other Current Assets	0.01	
Total Current Assets		0.14
Book Value of CRIL		11.23

4.2 As per the draft scheme of amalgamation no shares are proposed to be issued by CUMI in consideration of amalgamation of CRIL with itself as CRIL is wholly owned subsidiary of CUMI as on date.

4.3 In our opinion, the above is fair since shareholders of CUMI will continue to remain beneficial owners of CUMI and CRIL in the same proportion as they held it prior to the merger.

Thanking you,
Yours faithfully,



SSPA & Co.
Chartered Accountants
Firm registration number: 128851W

Place: Mumbai





Carborundum Universal Limited
 Regd. Off : 'Parry House', No. 43, Moore Street,
 Chennai - 600 001, India.
 Tel. : +91-44-3000 6199 Fax : +91-44-3000 6149
 Email : cumigeneral@cumi.murugappa.com
 Website : www.cumi.murugappa.com
 CIN No : L29224TN1954PLC000318

Report of the Audit Committee of Carborundum Universal Limited on the draft scheme of merger of M/s Cellaris Refractories India Limited with the Company considered at its meeting held on 21st March 2015

Background:

The Board at its meeting held on 1st November 2014 had considered and approved the enclosed Scheme of merger of M/s Cellaris Refractories India Limited with effect from 1st April 2015 subject to various statutory and regulatory approvals.

The Committee noted that as per SEBI circular dated February 3, 2013 it is mandatory for Audit Committee of all listed companies to recommend to the Board of Directors the draft scheme of merger taking into account a valuation report from an Independent chartered Accountant. Though SEBI vide a subsequent circular dated May 21, 2013 exempted the requirement of obtaining valuation report in merger schemes where there is no change in the shareholding pattern of the listed company/ resultant company, we have been advised by the stock exchanges to submit the same including the Audit Committee's Report recommending the scheme post considering the valuation report.

This report of the Audit Committee is therefore made in order to comply with the requirements of the stock exchanges.

The Committee noted the draft scheme and the following:

a) Valuation Report dated 16th March 2015 from Messrs.SSPA & Co., Chartered Accountants, Mumbai

b) Fairness opinion dated 16th March 2015 from Messrs. Fortress Capital Management Services Private Limited, Category I Merchant Banker were tabled before the Committee.

c) Rationale for the proposed scheme of amalgamation are as follows:-

- Cellaris Refractories India Limited which was erstwhile a JV company has become the Company's Wholly owned subsidiary on 16th October 2014. Hence, the proposed merger would provide integration of the Light Weight Alumina cell operations from manufacturing to marketing.
- offer flexibility in moving the operation to one place.
- provide Administrative convenience and savings on administrative cost.

d) The Committee noted that in view of the entire share capital of CRIL being held by CUMI, on amalgamation, the investment in CRIL would get cancelled and no further shares of CUMI would be issued. There will be no change in the shareholding pattern of CUMI.





Carborundum Universal Limited

Regd. Off: 'Parry House', No. 43, Moore Street,
Chennai - 600 001, India.

Tel.: +91-44-3000 6199 Fax: +91-44-3000 6149

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Website: www.cumi.murugappa.com

CIN No: L29224TN1954PLC000318

e) The assets and liabilities would be transferred at book value to CUMI on amalgamation and the impact of amalgamation would be reduction in the reserves of CUMI to the extent of Rs.2.3 Crores

f) The Committee noted that valuation had been based on the Net Asset Value as per the Unaudited Financials of Cellaris Refractories India Limited for the period as at 31st December 2014. The Total Assets of CRIL was 16.88 and after netting off the liabilities, the Net Asset Value was 11.23 as on 31st December, 2014

Recommendation of the Audit Committee:-

The Audit Committee recommends the Draft Scheme of amalgamation of Cellaris Refractories India Limited with Carborundum Universal Limited for favourable consideration by the Stock Exchanges and the Securities Exchange Board of India

For CARBORUNDUM UNIVERSAL LIMITED

Rekha Surendhiran
Company Secretary



murugappa

FORTRESS**STRICTLY PRIVATE & CONFIDENTIAL**

March 16, 2015

To,
The Board of Directors
 M/s Carborundum Universal Ltd
 Parry House, 43,
 Moore Street,
 Chennai – 600 001

The Board of Directors
 M/s Cellaris Refractories India Ltd
 Parry House, 43,
 Moore Street,
 Chennai – 600 001

Sub: Fairness Opinion in connection with the proposed amalgamation of M/s Cellaris Refractories India Ltd with M/s Carborundum Universal Ltd under a Scheme of Amalgamation.

Dear Sir(s),

We refer to our discussion wherein the management of M/s Carborundum Universal (hereinafter referred to as "CUMI" or 'Company') has requested Fortress Capital Management Services Private Limited ('us') to give a fairness opinion in connection with the amalgamation of M/s Cellaris Refractories India Ltd with M/s Carborundum Universal Ltd under a Scheme of Amalgamation.

1. BACKGROUND, SCOPE AND PURPOSE OF THIS REPORT

1.1 **M/s Carborundum Universal Ltd** (hereinafter referred to as "CUMI"), a Public Limited Company incorporated under the provisions of the Companies Act, 1913 is and engaged in the business of manufacturing and selling of Abrasives, Electrominerals, Industrial Ceramics, Refractories & Anticorrosives. CUMI was founded in 1954 as a tripartite collaboration between the Murugappa Group, Carborundum Inc, USA, and the Universal Grinding Wheel Co Ltd, UK.

CUMI is expanding its product spread. CUMI makes over 20,000 varieties of products manufactured at 25 locations across India, Russia, South Africa, Australia, China, Thailand and Canada. CUMI exports its products to 43 countries spread across the globe. All the manufacturing facilities of CUMI are ISO 9001:2008 and ISO 14001: 2004 certified for quality standards and environment-friendly manufacturing practices.



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 FORTRESS CAPITAL MANAGEMENT SERVICES PVT. LTD.

For CARBORUNDUM UNIVERSAL LIMITED

Rekha
 Rekha Surendhiran
 Company Secretary



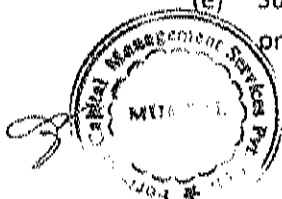
The shares of CUMI are listed on BSE Limited and National Stock Exchange of India Limited.

- 1.2 **M/s Cellaris Refractories India Ltd** (hereinafter referred to as "CRIL" or 'Company'), a company incorporated under the provisions of the Companies Act, 1956, is engaged in the business of manufacturing and selling of high temperature insulation products of all kinds including ceramic foams. It was formed as a joint venture between CUMI and Cellaris Limited, Israel. In October 2014 CUMI acquired the entire equity stake held by Cellaris Limited; thereby CRIL has become a 100% subsidiary of CUMI.
- 1.3 We have been informed that the Board of Directors of the Company is considering a proposal for amalgamation of CRIL with CUMI with effect from appointed date of April 1, 2015.
- 1.4 As per the Scheme of Amalgamation we understand that no shares are proposed to be issued to the shareholders of CRIL in consideration of amalgamation of CRIL with CUMI as CRIL is wholly owned subsidiary of CUMI as on date.
- 1.5 The Shareholders of CUMI are ultimate owners of CUMI as well as CRIL as CRIL is wholly owned subsidiary of CUMI.
- 1.6 In this regard, SSPA & Co. Chartered Accountants, was appointed by CUMI to issue a report in connection with the proposed amalgamation of CRIL with CUMI.
- 1.7 Accordingly, CUMI has appointed us to give a fairness opinion in connection with the proposed amalgamation of CRIL with CUMI under the Scheme of Amalgamation.
- 1.8 The information contained in our report herein is confidential. It is intended only for the sole use of captioned purpose including for obtaining the requisite statutory approvals.

2. SOURCES OF INFORMATION

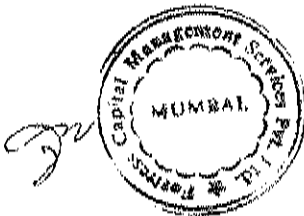
For the purposes of this exercise, we have relied upon the following sources of information:

- (a) Draft Scheme of Amalgamation under section 391 to 394 of the Companies Act, 1956.
- (b) Audited Financial Statements of CUMI for FY 2013-14.
- (c) Report dated March 16, 2015 issued by SSPA & Co. Chartered Accountants.
- (d) Limited Review Report of CRIL for the 9 months period ended December 31, 2014.
- (e) Such other information and explanations as we required and which have been provided by the management of CRIL, CUMI and SSPA & Co.



3. EXCLUSIONS AND LIMITATIONS

- 3.1 Our conclusion is based on the information furnished to us being complete and accurate in all material respects. We have relied upon the historical financials and the information and representations furnished to us without carrying out any audit or other tests to verify its accuracy with limited independent appraisal.
- 3.2 We have not conducted any independent valuation or appraisal of any of the assets or liabilities of the companies.
- 3.3 Our work does not constitute verification of historical financials or including the working results of the Companies referred to in this report. Accordingly, we are unable to and do not express an opinion on the fairness or accuracy of any financial information referred to in this report.
- 3.4 Our opinion is not intended to and does not constitute a recommendation to any shareholders as to how such shareholder should vote or act in connection with the Scheme or any matter related therein.
- 3.5 Our liability (statutory or otherwise) for any economic loss or damage arising out of the rendering this Opinion shall be limited to amount of fees received for rendering this Opinion as per out engagement with CUMI.
- 3.6 Our opinion is not, nor should it be construed as our opining or certifying the compliance of the proposed amalgamation with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising thereon.
- 3.7 We assume no responsibility for updating or revising our opinion based on circumstances or events occurring after the date hereof.
- 3.8 We do not express any opinion as to the price at which shares of the Transferee Company may trade at any time, including subsequent to the date of this opinion.
- 3.9 This certificate has been issued for the sole purpose to facilitate the Companies to comply with clause 24(f) and 24(h) of the Listing Agreement and SEBI Circular No CIR/CFD/DIL/5/2013 dated 4 February 2013 and CIR/CFD/DIL/8/2013 dated 21 May 2013 and it shall not be valid for any other purpose.



(1)(b) STATEMENT SHOWING SHAREHOLDING OF SECURITIES (INCLUDING SHARES, WARRANTS, CONVERTIBLE SECURITIES) OF PERSONS BELONGING TO THE CATEGORY "PROMOTER GROUP"

Sl No	Name of the Shareholder	DP ID	CLIENT ID	DETAILS OF SHARES HELD		SHARES PLEDGED OR OTHERWISE ENCUMBERED		AS a PERCENT AGE	AS a % OF GRAND TOTAL (A)+(B)+(C) of sub-clause (1)(a)	Details of Warrants		Details of convertible securities		Total Shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				NO OF SHARES HELD	GRAND TOTAL (A)+(B)+(C)	PLEDGE SHARES	AS a % OF GRAND TOTAL (A)+(B)+(C)			Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	As a % total number of convertible securities of the same class	
				(iii)	(iv)	(v)	(vi)=(v)/(iii)*100	(vii)	(viii)	(ix)	(x)	(xi)	(xii)	
(1)														
	t SABERO ORGANICS AMERICA SA			-	0.00	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	u SABERO ARGENTINA SA			-	0.00	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	v SABERO ORGANICS PHILIPPINES ASIA INC.			-	0.00	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	w SABERO ORGANICS MEXICO S.A. de C.V.			-	0.00	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	x Alimtec S.A.			-	0.00	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2	SILKROAD SUGAR PRIVATE LTD			-	0.00	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
3	NEW AMBADI ESTATES PRIVATE LIMITED & ITS SUBSIDIARIES													
	a NEW AMBADI ESTATES PVT. LTD.				0.00	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	b AMBADI INVESTMENTS PRIVATE LIMITED	IN300572	10002681	3,121,960	1.66	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	c MURUGAPPA HOLDINGS LIMITED	IN300572	10002665	55,432,284	29.48	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	d PARRY ENTERPRISES INDIA LTD.			-	0.00	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
4	AMBADI ENTERPRISES LTD & ITS SUBSIDIARIES													
	a AMBADI ENTERPRISES LTD.	IN300572	10005563	384,700	0.20	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	b PARRY MURRAY LTD. UK			-	0.00	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
5	TUBE INVESTMENTS OF INDIA LTD & ITS SUBSIDIARIES													
	a TUBE INVESTMENTS OF INDIA LTD	IN300572	10001736	6,000	0.00	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	b CHOLAMANDALAM INVESTMENT AND FINANCE COMPANY LTD.			-	0.00	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	c CHOLAMANDALAM SECURITIES LTD.			-	0.00	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	d CHOLAMANDALAM DISTRIBUTION SERVICES LTD.			-	0.00	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	e CHOLAMANDALAM MS GENERAL INSURANCE COMPANY LTD.			-	0.00	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	f TICI MOTORS (WUXI) COMPANY LTD			-	0.00	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00



(1)(D) STATEMENT SHOWING SHAREHOLDING OF SECURITIES (INCLUDING SHARES, WARRANTS, CONVERTIBLE SECURITIES) OF PERSONS BELONGING TO THE CATEGORY "PROMOTER GROUP"

SINO	Name of the Shareholder	DP ID	CLIENT ID	DETAILS OF SHARES HELD		SHARES PLEDGED OR OTHERWISE ENCLUMBERED		DETAILS OF WARRANTS		DETAILS OF CONVERTIBLE SECURITIES		Total Shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				NO OF SHARES HELD	AS a % OF GRAND TOTAL (A)+(B)+(C)	PLEDGE SHARES	AS a PERCENT AGE	AS a % OF GRAND TOTAL (A)+(B)+(C) of sub-clause (f)(a)	Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)	(viii)	(ix)	(x)	(xi)	(xii)	
1. E.I.D.PARRY (INDIA) LTD & SUBSIDIARIES												
a	EID PARRY (INDIA) LTD.	IN300572	10001576	2,000	0.00	-	0.00	0.00	0.00	0.00	0.00	0.00
b	PARRY CHEMICALS LIMITED			-	0.00	-	0.00	0.00	0.00	0.00	0.00	0.00
c	PARRY AMERICA INC			-	0.00	-	0.00	0.00	0.00	0.00	0.00	0.00
d	PARRYS INVESTMENTS LIMITED			-	0.00	-	0.00	0.00	0.00	0.00	0.00	0.00
e	PARRY INFRASTRUCTURE CO PVT LTD			-	0.00	-	0.00	0.00	0.00	0.00	0.00	0.00
f	PARRY SUGAR LIMITED			-	0.00	-	0.00	0.00	0.00	0.00	0.00	0.00
g	PARRY PHYTOREMEDIES PRIVATE LTD.			-	0.00	-	0.00	0.00	0.00	0.00	0.00	0.00
h	COROMANDEL INTERNATIONAL LTD.			-	0.00	-	0.00	0.00	0.00	0.00	0.00	0.00
i	LIBERTY PESTICIDES & FERTILIZERS LTD.			-	0.00	-	0.00	0.00	0.00	0.00	0.00	0.00
j	COROMANDEL BRASIL LIMITADA (LIMITED LIABILITY COMPANY)			-	0.00	-	0.00	0.00	0.00	0.00	0.00	0.00
k	DARE INVESTMENTS LIMITED			-	0.00	-	0.00	0.00	0.00	0.00	0.00	0.00
l	CFL MAURITIUS LIMITED			-	0.00	-	0.00	0.00	0.00	0.00	0.00	0.00
m	PARRY AGROCHEM EXPORTS LIMITED			-	0.00	-	0.00	0.00	0.00	0.00	0.00	0.00
n	PARRYS SUGAR INDUSTRIES LIMITED			-	0.00	-	0.00	0.00	0.00	0.00	0.00	0.00
o	ALAGAWADI BIRESHWAR SUGARS PRIVATE LIMITED			-	0.00	-	0.00	0.00	0.00	0.00	0.00	0.00
p	US NUTRACEUTICALS LLC			-	0.00	-	0.00	0.00	0.00	0.00	0.00	0.00
q	SABERO ORGANICS GUJARATH LIMITED			-	0.00	-	0.00	0.00	0.00	0.00	0.00	0.00
r	SABERO EUROPE BV			-	0.00	-	0.00	0.00	0.00	0.00	0.00	0.00
s	SABERO AUSTRALIA PTY LTD			-	0.00	-	0.00	0.00	0.00	0.00	0.00	0.00



CATEGORY CODE	CATEGORY OF SHAREHOLDER	NO OF SHAREHOLDERS (III)	TOTAL NUMBER OF SHARES (IV)	NO OF SHARES HELD IN DEMATERIALIZED FORM (V)	TOTAL SHAREHOLDING AS A % OF TOTAL NO OF SHARES		SHARES PLEDGE OR OTHERWISE ENCUMBERED	
					As a PERCENTAGE of (A+B) (VI)	As a PERCENTAGE of (A+B+C) (VII)	NUMBER OF SHARES (VIII)	AS a PERCENTAGE (IX)=(VIII)/(IV)*100
(2)	NON-INSTITUTIONS							
(a)	Bodies Corporate	478	5428730	5287600	2.89	2.89		
(b)	Individuals							
	(i) Individuals holding nominal share capital upto Rs.1 lakh	19509	25500230	21625861	13.56	13.56		
	(ii) Individuals holding nominal share capital in excess of Rs.1 lakh	26	9561024	9420564	5.08	5.08		
(c)	Others							
	NON RESIDENT INDIANS	323	2013436	1971776	1.07	1.07		
	CLEARING MEMBERS	99	138532	138532	0.07	0.07		
	TRUSTS	5	9910	9910	0.01	0.01		
(d)	Qualified Foreign Investor	0	0	0	0.00	0.00		
	Sub-Total B(2) :	20440	42651962	38454243	22.68	22.68		
	Total B=B(1)+B(2) :	20500	108876176	104675457	57.90	57.90		
	Total (A+B) :	20556	188053896	183853177	100.00	100.00		
(C)	Shares held by custodians, against which Depository Receipts have been issued							
(1)	Promoter and Promoter Group	0	0	0	0.00	0.00		
(2)	Public							
	GRAND TOTAL (A+B+C) :	20556	188053896	183853177	100.00	100.00	1382800	0.74



CATEGORY CODE	CATEGORY OF SHAREHOLDER (I)	NO OF SHAREHOLDERS (II)	TOTAL NUMBER OF SHARES (IV)	NO OF SHARES HELD IN DEMATERIALIZED FORM (V)	TOTAL SHAREHOLDING AS A % OF TOTAL NO OF SHARES			SHARES PLEDGE OR OTHERWISE ENCUMBERED	AS a PERCENTAGE AS a PERCENTAGE (IX)=(VIII)/(IV)*100
					AS a PERCENTAGE of (A+B) (VI)	As a PERCENTAGE of (A+B+C) (VII)	NUMBER OF SHARES (VIII)		
(A)	PROMOTER AND PROMOTER GROUP								
(1)	INDIAN								
(a)	Individual /HUF	43	11934656	11934656	6.35	6.35	1382800	11.59	0.00
(b)	Central Government/State Government(s)	0	0	0	0.00	0.00	0	0.00	0.00
(c)	Bodies Corporate	13	67243064	67243064	35.76	35.76	0	0.00	0.00
(d)	Financial Institutions / Banks	0	0	0	0.00	0.00	0	0.00	0.00
(e)	Others	0	0	0	0.00	0.00	0	0.00	0.00
	Sub-Total A(1) :	56	79177720	79177720	42.10	42.10	1382800	1.75	
(2)	FOREIGN								
(a)	Individuals (NRIs/Foreign Individuals)	0	0	0	0.00	0.00	0	0.00	0.00
(b)	Bodies Corporate	0	0	0	0.00	0.00	0	0.00	0.00
(c)	Institutions	0	0	0	0.00	0.00	0	0.00	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0.00	0	0.00	0.00
(e)	Others	0	0	0	0.00	0.00	0	0.00	0.00
	Sub-Total A(2) :	0	0	0	0.00	0.00	0	0.00	0.00
	Total A=A(1)+A(2)	56	79177720	79177720	42.10	42.10	1382800	1.75	
(B)	PUBLIC SHAREHOLDING								
(1)	INSTITUTIONS								
(a)	Mutual Funds /UTI	26	20907997	20907997	11.12	11.12			
(b)	Financial Institutions /Banks	5	41926	41926	0.02	0.02			
(c)	Central Government / State Government(s)	0	0	0	0.00	0.00			
(d)	Venture Capital Funds	0	0	0	0.00	0.00			
(e)	Insurance Companies	4	6840152	6840152	3.54	3.54			
(f)	Foreign Institutional Investors	25	38434139	38434139	20.44	20.44			
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00			
(h)	Qualified Foreign Investor	0	0	0	0.00	0.00			
(i)	Others	0	0	0	0.00	0.00			
	Sub-Total B(1) :	60	66224214	66224214	35.22	35.22			



(1)(a) STATEMENT SHOWING SHAREHOLDING PATTERN IN CLAUSE-35

NAME OF THE COMPANY: CARBORUNDUM UNIVERSAL LIMITED		Name of the Scrip: CARBORUNDUM UNIVERSAL LIMITED	
SCRIP CODE:	513375		
Class of Security:			
QUARTER ENDED:	31/12/2014		
Partly paid-up shares		As a % of total no. of partly paid-up shares	As a % of total no. of shares of the Company.
Held by promoter/promoter group	0	0	0
Held by Public	0	0	0
Total:	0	0	0
Outstanding convertible securities:		As a % of total no. of outstanding convertible securities.	As a % of total no. of shares of the Company assuming full conversion of the convertible securities
Held by promoter/promoter group	0	0	0
Held by Public	0	0	0
Total:	0	0	0
Warrants:		As a % of total no. of warrants	As a % of total no. of shares of the Company, assuming full conversion of warrants
Held by promoter/promoter group	0	0	0
Held by Public	0	0	0
Total:	0	0	0
Total paid-up capital of the Company, assuming full conversion of warrants and convertible securities	188053896	0	100.00



(b) STATEMENT SHOWING SHAREHOLDING OF SECURITIES (INCLUDING SHARES, WARRANTS, CONVERTIBLE SECURITIES) OF PERSONS BELONGING TO THE CATEGORY "PROMOTER GROUP"												
SIN	Name of the Shareholder	DP ID	CLIENT ID	DETAILS OF SHARES HELD		ENCUMBERED SHARES	SHARES PLEDGED OR OTHERWISE AS A PERCENTAGE		Details of Warrants	Details of convertible securities	Total Shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital	
				NO OF SHARES HELD	AS A % OF GRAND TOTAL (A)+(B)+(C)		AS A % OF GRAND TOTAL (A)+(B)+(C) of sub-clause (a)	Number of warrants held				As a % of total number of warrants of the same class
(f)	(g)	(iii)	(iv)	(v)	(vi)=(v)/(iii)*100	(vii)	(viii)	(ix)	(x)	(xi)	(xii)	
7	PARRY AGRO INDUSTRIES LIMITED			0.00	0.00	-	0.00	0.00	0.00	0.00	0.00	
8	PRESMET PRIVATE LTD.			0.00	0.00	-	0.00	0.00	0.00	0.00	0.00	
9	COROMANDEL ENGINEERING COMPANY LIMITED			0.00	0.00	-	0.00	0.00	0.00	0.00	0.00	
10	CHERRYTIN ONLINE PRIVATE LIMITED			0.00	0.00	-	0.00	0.00	0.00	0.00	0.00	
11	AMM VELLAYAN SONS P LTD.	IN300572	10002464	1,700	0.00	-	0.00	0.00	0.00	0.00	0.00	
12	AMM FOUNDATION			0.00	0.00	-	0.00	0.00	0.00	0.00	0.00	
13	MA ALAGAPPAN GRAND CHILDREN'S TRUST (ARUN ALAGAPPAN holds shares on behalf of the Trustees)	IN300572	10073855	345,600	0.18	-	0.00	0.00	0.00	0.00	0.00	
14	ARUN MURUGAPPAN CHILDREN'S TRUST (M A M ARUNACHALAM holds shares on behalf of the Trustees)	IN300572	10073863	345,600	0.18	-	0.00	0.00	0.00	0.00	0.00	
15	Murugappan Arunachalam Children Trust (M.A.ALAGAPPAN holds shares on behalf of the Trustees)	IN300572	10009767	300,000	0.16	-	0.00	0.00	0.00	0.00	0.00	
16	MA. Murugappan & MA. Alagappan Grand Children Trust			0.00	0.00	-	0.00	0.00	0.00	0.00	0.00	
17	M V SEETHA SUBBIAH BENEFIT TRUST			0.00	0.00	-	0.00	0.00	0.00	0.00	0.00	
18	VALU SUBBIAH BENEFIT TRUST			0.00	0.00	-	0.00	0.00	0.00	0.00	0.00	
19	MURUGAPPA EDUCATIONAL AND MEDICAL FOUNDATION	48800	1204880000077964	3,811,920	2.03	-	0.00	0.00	0.00	0.00	0.00	
20	UDEVAR PROPERTY DEVELOPMENT COMPANY PRIVATE LIMITED	48800	1204880000183369	236,020	0.13	-	0.00	0.00	0.00	0.00	0.00	
21	M.M.MUTHIAH SONS PRIVATE LTD	IN300572	10005678	304,000	0.16	-	0.00	0.00	0.00	0.00	0.00	
22	KADAMANE ESTATES COMPANY			0.00	0.00	-	0.00	0.00	0.00	0.00	0.00	
23	VELINOORKHAN GROUP ESTATES			0.00	0.00	-	0.00	0.00	0.00	0.00	0.00	



(f)(d) STATEMENT SHOWING SHAREHOLDING OF SECURITIES (INCLUDING SHARES, WARRANTS, CONVERTIBLE SECURITIES) OF PERSONS BELONGING TO THE CATEGORY "PROMOTER GROUP"

Sl. No	Name of the Shareholder	DP ID	CLIENT ID	DETAILS OF SHARES HELD		SHARES PLEDGED OR OTHERWISE ENCLUMBERED		AS a PERCENT AGE (V)=IV/(III)*100 (vii)	AS a % OF GRAND TOTAL (A)+(B)+(C) of sub-clause (ii)(a)	Details of Warrants		Details of convertible securities		Total Shares (including underlying Shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				NO OF SHARES HELD (iii)	AS a % OF GRAND TOTAL (A)+(B)+(C)	PLEDGE SHARES (iv)	AS a % OF GRAND TOTAL (A)+(B)+(C) of sub-clause (ii)(a)			Number of warrants held (viii)	As a % of total number of warrants of the same class (ix)	Number of convertible securities held (x)	As a % of total number of convertible securities of the same class (xi)	
24	MURUGAPPA & SONS													
25	M.M.MUTHIAH RESEARCH FOUNDATION	IN300572	10005885	1,104,160	0.59	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
26	AR LAKSHMI ACHI TRUST	IN300572	10002376	153,140	0.08	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
27	M A MURUGAPPAN HOLDINGS PRIVATE LTD	IN300572	10072284	235,940	0.13	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
28	V S Bhairavi Trust	48800	1204880000162800	-	0.00	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
29	K S Shambhavi Trust	48800	1204880000164570	-	0.00	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
30	M V MURUGAPPAN & FAMILY													
a	M V MURUGAPPAN	IN300572	10002413	204,200	0.11	200,000	97.94	0.11	0.00	0.00	0.00	0.00	0.00	0.00
b	M V MURUGAPPAN (HUF)	IN300572	10002472	215,600	0.11	-	0	0.00	0.00	0.00	0.00	0.00	0.00	0.00
c	M V MURUGAPPAN, M A ALAGAPPAN & M M MURUGAPPAN	IN300572	10022690	480	0.00	-	0	0.00	0.00	0.00	0.00	0.00	0.00	0.00
d	M V VALLI MURUGAPPAN	IN300572	10002421	797,400	0.42	80,000	10.03	0.04	0.00	0.00	0.00	0.00	0.00	0.00
31	M V SUBBIAH & FAMILY													
a	M V SUBBIAH	48800	1204880000156267	278,884	0.15	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
b	M V SUBBIAH	IN300572	10001816	153,810	0.08	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
c	M V SUBBIAH (HUF)	IN300572	10002405	81,600	0.04	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
d	M V SEETHA SUBBIAH	IN300572	10001824	377,050	0.20	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
32	S VELLAYAN & FAMILY													
a	S VELLAYAN	IN300572	10001857	694,544	0.37	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
b	KANIKA SUBBIAH			-	0.00	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
c	KABIR SUBBIAH			-	0.00	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
d	KARTHIK SUBBIAH			-	0.00	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00

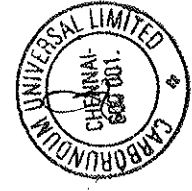


10(B) STATEMENT SHOWING SHAREHOLDING OF SECURITIES (INCLUDING SHARES, WARRANTS, CONVERTIBLE SECURITIES) OF PERSONS BELONGING TO THE CATEGORY "PROMOTER GROUP"																
Sl. No.	Name of the Shareholder	DP ID	CLIENT ID	DETAILS OF SHARES HELD		SHARES PLEDGED OR OTHERWISE ENCUMBERED		SHARES HELD		DETAILS OF SHARES HELD AS A % OF GRAND TOTAL (A)+(B)+(C)		DETAILS OF WARRANTS		Details of convertible securities		Total Shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				NO OF SHARES HELD	AS A % OF GRAND TOTAL (A)+(B)+(C)	PLEDGE SHARES	AS A PERCENTAGE (V)=(VI)/(III)*100	AS A % OF GRAND TOTAL (A)+(B)+(C) of sub-clause (i)(a)	AS A % OF TOTAL WARRANTS HELD	Number of convertible securities held	As a % total number of convertible securities of the same class	Number of convertible securities held	As a % total number of convertible securities of the same class			
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)	(viii)	(ix)	(x)	(xi)	(xii)					
33 A VELLAYAN & FAMILY																
a	A VELLAYAN	IN300572	10002227	297,260	0.15	50,000	16.82	0.03	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
b	LALITHA VELLAYAN	IN300572	10002235	116,500	0.06	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
c	M V AR MEENAKSHI	IN300572	10001380	367,898	0.20	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
34 V ARUNACHALAM & FAMILY																
a	V ARUNACHALAM	IN300572	10001584	183,740	0.10	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
b	MAGALAKSHMI ARUNACHALAM			-	0.00	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
35 V NARAYANAN & FAMILY																
a	V NARAYANAN	IN300572	10002392	205,900	0.11	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
b	VASANTHA VELLAYAN			-	0.00	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
36 A VENKATACHALAM & FAMILY																
a	A VENKATACHALAM	IN300572	10001855	592,900	0.32	50,000	8.43	0.03	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
b	MEYYAMMAL VENKATACHALAM	IN300572	10001873	99,160	0.05	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
c	ARUN VENKATACHALAM	IN300572	10062908	186,840	0.10	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
37 M M MURUGAPPAN & FAMILY																
a	M M MURUGAPPAN	IN300572	10001904	344,140	0.18	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
b	M M MURUGAPPAN (HUF)	IN300572	10002042	335,200	0.18	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
c	M M MURUGAPPAN (HUF)	IN300572	10002026	16,000	0.01	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
d	M M MURUGAPPAN	IN300572	10002034	1,000	0.00	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00



(f)(b) STATEMENT SHOWING SHAREHOLDING OF SECURITIES (INCLUDING SHARES, WARRANTS, CONVERTIBLE SECURITIES) OF PERSONS BELONGING TO THE CATEGORY "PROMOTER GROUP"

SUNO	Name of the Shareholder	DP ID	CLIENT ID	DETAILS OF SHARES HELD		SHARES PLEDGED OR OTHERWISE ENCLUMBERED		DETAILS OF WARRANTS		DETAILS OF CONVERTIBLE SECURITIES		Total Shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				NO. OF SHARES HELD	AS a % OF GRAND TOTAL (A)+(B)+(C)	PLEDGE SHARES	AS a PERCENTAGE (V)/(III)*100	Number of warrants held of the same class	As a % of total number of convertible securities held of the same class	Number of convertible securities held of the same class	As a % of total number of convertible securities held of the same class	
(i)				(iii)	(iv)	(v)	(vi)=(v)/(iii)*100	(viii)	(ix)	(x)	(xi)	(xii)
e	MENAKSHI MURUGAPPAN	IN300572	10001912	479,200	0.25	-	0.00	0.00	0.00	0.00	0.00	0.00
f	M SEETHALAKSHMI	IN300572	10001890	205,620	0.11	-	0.00	0.00	0.00	0.00	0.00	0.00
g	M SEETHALAKSHMI	IN300572	10003963	265,380	0.14	-	0.00	0.00	0.00	0.00	0.00	0.00
h	M.M.VEERAPPAN	IN300572	10043178	234,000	0.12	-	0.00	0.00	0.00	0.00	0.00	0.00
38	M M MUTHIAH & FAMILY											
a	M M MUTHIAH	IN300572	10002000	234,000	0.12	-	0.00	0.00	0.00	0.00	0.00	0.00
b	SOLACHI MUTHIAH											
39	M V VENKATACHALAM & FAMILY											
a	M V VENKATACHALAM	IN300572	10002067	449,400	0.24	449,400	100.00	0.24	0.00	0.00	0.00	0.00
b	LAKSHMI VENKATACHALAM	IN300572	10002075	188,400	0.10	78,400	95.90	0.04	0.00	0.00	0.00	0.00
c	LAKSHMI VENKATACHALAM	IN302638	10039039	30,000	0.02	-	0.00	0.00	0.00	0.00	0.00	0.00
d	M V SUBRAMANIAN	IN300572	10002091	24,320	0.01	-	0.00	0.00	0.00	0.00	0.00	0.00
e	M V MUTHIAH	IN300572	10002083	19,420	0.01	-	0.00	0.00	0.00	0.00	0.00	0.00
40	M A ALAGAPPAN & FAMILY											
a	M.A.ALAGAPPAN	IN300572	10000801	786,000	0.42	420,000	53.44	0.22	0.00	0.00	0.00	0.00
b	M.A.ALAGAPPAN (HUF)	IN300572	10001451	188,000	0.10	-	0.00	0.00	0.00	0.00	0.00	0.00
c	M.A.ALAGAPPAN (HUF)	IN300572	10073871	300,400	0.16	-	0.00	0.00	0.00	0.00	0.00	0.00
e	A A ALAGAMMAI	48800	1204880000157028	200,000	0.11	-	0.00	0.00	0.00	0.00	0.00	0.00



(I)(B) STATEMENT SHOWING SHAREHOLDING OF SECURITIES (INCLUDING SHARES, WARRANTS, CONVERTIBLE SECURITIES) OF PERSONS BELONGING TO THE CATEGORY "PROMOTER GROUP"														
Sl No	Name of the Shareholder	DP ID	CLIENT ID	DETAILS OF SHARES HELD		SHARES PLEDGED OR OTHERWISE ENCUMBERED		AS a PERCENTAGE (VI)=(V)/I	AS a % OF GRAND TOTAL (A)+(B)+(C) of sub-clause (VIa)	Details of Warrants		Details of convertible securities		Total Shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				NO OF SHARES HELD	AS a % OF GRAND TOTAL (A)+(B)+(C)	PLEDGE SHARES	AS a % OF GRAND TOTAL (A)+(B)+(C) of sub-clause (VIa)			Number of warrants held of the same class	As a % total number of convertible securities of the same class	Number of convertible securities held of the same class	As a % total number of convertible securities of the same class	
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)	(viii)	(ix)	(x)	(xi)	(xii)	(xiii)	(xiv)	(xv)
41	ARUN ALAGAPPAN & FAMILY													
a	ARUN ALAGAPPAN	IN300572	10008597	471,400	0.25	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
b	PRANAV ALAGAPPAN	IN300572	10052177	2,000	0.00	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
c	A. KEERTIKA UNNAMALAI			-	0.00	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
42	M A M ARUNACHALAM & FAMILY													
a	M A M ARUNACHALAM	IN300572	10002286	1,008,600	0.54	55,000	5.45	0.03	0.00	0.00	0.00	0.00	0.00	0.00
b	M A M ARUNACHALAM (HUF)	IN300572	10002309	92,000	0.05	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
c	A M MEYAMMAL	IN300572	10002278	213,000	0.11	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
d	DHRUV M ARUNACHALAM	IN300572	10064973	1,200	0.00	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
e	SIGAPPI ARUNACHALAM			-	0.00	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
f	VEDHIKA MEYAMMAL			-	0.00	-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
				79,177,720	42.10	1,382,800	1.75	0.74	0.00	0.00	0.00	0.00	0.00	0.00



(f)(i)(f) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares									
Sr.No.	Name of the shareholder	Number of shares held	Shares as a percentage of total number of shares (i.e., Grant total (A)+(B)+(C) indicated in Statement at para (f)(a) above)	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital)	
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class		
1	NALANDA INDIA FUND LIMITED	16793362	8.93	0	0.00	0	0.00	8.93	
2	HDFC TRUSTEE COMPANY LTD - A/C HDFC MID - CAP OPPORTUNITIES FUND	9068000	4.82	0	0.00	0	0.00	4.82	
3	SMALLCAP WORLD FUND, INC	7985000	4.25	0	0.00	0	0.00	4.25	
4	AMERICAN FUNDS INSURANCE SERIES GLOBAL SMALL CAPITALIZATION FUN	5090000	2.71	0	0.00	0	0.00	2.71	
5	NALANDA INDIA EQUITY FUND LIMITED	4478619	2.38	0	0.00	0	0.00	2.38	
6	HDFC TRUSTEE COMPANY LIMITED - HDFC TAX SAVER FUND	3188632	1.70	0	0.00	0	0.00	1.70	
7	GENERAL INSURANCE CORPORATION OF INDIA	3000000	1.60	0	0.00	0	0.00	1.60	
8	THE NEW INDIA ASSURANCE COMPANY LIMITED	2290316	1.22	0	0.00	0	0.00	1.22	
9	KOTAK MAHINDRA (INTERNATIONAL) LIMITED	2005766	1.07	0	0.00	0	0.00	1.07	
10	SUDARSHAN SECURITIES PRIVATE LIMITED	2000000	1.06	0	0.00	0	0.00	1.06	
TOTAL :		55899695	29.73	0	0.00	0	0.00	29.73	



STATEMENT SHOWING DETAILS OF LOCKED-IN SHARES"			
(i)(d)			
Sr.No.	Name of the shareholder	Number of locked-in shares	Locked-in shares as a (%) percentage of total number of shares (i.e, Grand Total (A)+(B)+(C) Indicated in Statement at para (i)(a) above)
	TOTAL :	0	0



(1)(c)(iii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the company

Sr. No.	Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with shares held	Number of shares held	Shares as a percentage of total number of shares (i.e., Grant total (A)+(B)+(C) indicated in Statement at para (1)(a) above)	Details of warrants			Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital)
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class		
1	INALANDA INDIA FUND LIMITED	15793362	8.93	0	0.00	0	0.00	8.93	
TOTAL :		15793362	8.93	0	0.00	0	0.00	8.93	

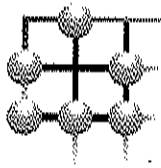


STATEMENT SHOWING DETAILS OF DEPOSITORY RECEIPTS (DRS)				
(II)(a)				
Sr.No.	Type of outstanding DR (ADRs,GDRs,SDRs,etc.)	Number of outstanding DRS	Number of shares underlying outstanding DRS	Shares underlying outstanding DRS as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at Para(I)(a) above}
		0		
TOTAL :				0



(ii)(b)	Statement showing Holding of Depository Receipts (DRs), where underlying shares held by "Promoter/Promoter group" are in excess of 1% of the total number shares.			
Sr.No.	Name of the DR Holder	Type of outstanding DR (ADRs,GDRs,SDRs, etc.)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para(i)(a) above)
			0	0
	TOTAL :			





CRIL
Ultralight Ceramics

Cellaris Refractories India Limited

A joint venture between CUMI and CELLARIS
Plot No. 8, CUMI SEZ, K.D. Plov P.O., Kochi - 683 109, Kerala, India.
Tel: +91-484-3023611 Fax: +91-8590 8590 01
E-mail: VishnuPrasadK@cumi.murugappa.com
CIN : U26990TN2008PLC069898

Cellaris Refractories India Limited
List of shareholders as on 26.03.2015

Shares of Rs.10/- each

Sl.No	Name of Shareholder	No of shares held	% of Holding
1	Carborundum Universal Ltd (CUMI)	13724994	100.00%
2	Mr. K Srinivasan (Beneficial Holder is CUMI)	1	0.00%
3	Mr. R Rajagoplan (Beneficial Holder is CUMI)	1	0.00%
4	Mr. Sridharan Rangarajan (Beneficial Holder is CUMI)	1	0.00%
5	Mr. A Narayanan (Beneficial Holder is CUMI)	1	0.00%
6	Mr. P Padmanabhan (Beneficial Holder is CUMI)	1	0.00%
7	Mr. N Ananthasheshan (Beneficial Holder is CUMI)	1	0.00%
	Total	13725000	100.00%

For CELLARIS REFRACTORIES INDIA LIMITED


Director.



**Carborundum Universal Limited**Regd. Off: 'Parry House', No. 43, Moore Street,
Chennai - 600 001, India.

Tel. : +91-44-3000 6199 Fax : +91-44-3000 6149

Email : cumigeneral@cumi.murugappa.com

Website : www.cumi.murugappa.com

CIN No : L29224TN1954PLC000318

The financial details and capital evolution of the transferee/resulting and transferor/demerged companies for the previous 3 years as per the audited statement of Accounts:

Name of the Company: Carborundum Universal Limited (transferee Company)
(Rs. in Crores)

Particulars	Unaudited	Audited	Audited	Audited
	30.09.2014	31.03.2014	31.03.2013	31.03.2012
	H1 1415	FY 1314	FY 1213	FY 1112
Equity Paid up Capital	18.79	18.78	18.75	18.74
Reserves and surplus	753.26	714.79	665.79	617.85
Carry forward losses	-	-	-	-
Net Worth (Equity paid up capital + Reserves & surplus)	772.05	733.57	684.54	636.59
Miscellaneous Expenditure				
Secured Loans (Long term + Short term + current maturities of long term)	26.968	62.933	114.765	87.66
Unsecured Loans (Long term + Short term + current maturities of long term)	57.674	55.844	17.437	9.75
Fixed Assets (incl CWIP)	416.31	428.31	428.56	412.58
Income from Operations	580.26	1148.60	1100.89	1125.37
Total Income (revenue from operations (net) + Other Income)	588.8	1168.05	1119.21	1155.85
Total Expenditure	536.59	1065.64	1011.17	966.46
Profit before Tax	52.21	102.41	108.04	189.39
Profit after Tax	37.35	72.78	74.53	146.67
Cash profit (PAT + Deprn)	66.12	121.92	121.27	190.22
EPS (basic)	1.99	3.88	3.98	7.83
Book value (Networth/no of shares)	41.08	39.07	36.51	33.97

For CARBORUNDUM UNIVERSAL LIMITED

[Signature]
Rokha Surendhiran
Company Secretary



murugappa




Carborundum Universal Limited
Regd. Off: 'Parry House', No. 43, Moore Street,
Chennai - 600 001, India.
Tel.: +91-44-3000 6199 Fax: +91-44-3000 6149
Email: cumigeneral@cumi.murugappa.com
Website: www.cumi.murugappa.com
CIN No: L29224TN1954PLC000318

Name of the Company: Cellaris refractories India Limited (transferor Company)

(Rs. in Crores)

	30.09.2014	31.03.2014	31.03.2013	31.03.2012
Equity Paid up Capital	13.72	13.72	13.72	11.04
Reserves and surplus	-1.8	-0.53	-0.13	-0.11
Carry forward losses	-1.8	-0.53	-0.13	-0.11
Net Worth	11.86	13.18	13.59	10.93
Miscellaneous Expenditure	0	0	0	0
Secured Loans	0	0	0	0
Unsecured Loans	3.57	3.57	1.62	0.17
Fixed Assets	17.13	17.84	15.75	6.857 (includes capital advances)
Income from Operations	0.0000	0.020	0.000	0.000
Total Income	0.0003	0.021	0.0007	0.0002
Total Expenditure	1.31	0.42	0.0157	0.05
Profit(Loss) before Tax	-1.31	-0.4	-0.01	-0.05
Profit after Tax	-1.31	-0.4	-0.01	-0.05
Cash profit	-0.56	-0.19	-0.01	-0.05
EPS	- 0 .96	-0.29	-0.01	-0.24
Book value (per share)	8.65	9.61	9.90	9.89

For CARBORUNDUM UNIVERSAL LIMITED


Rekha Surendhiran
Company Secretary



murugappa

Carborundum Universal Limited
Parry house,
43, Moore Street,
Chennai - 600 001

AUDITORS' CERTIFICATE

1. We, Deloitte Haskins & Sells, Chartered Accountants (Firm's Registration No: 008072S), the statutory auditors of Carborundum Universal Limited ("CUMI", "the Company", "the Transferee company") having its Registered Office at "Parry house", 43, Moore Street, Chennai - 600 001, Tamilnadu, have examined the proposed "Scheme of Amalgamation and Arrangement of Cellaris Refractories India Limited with Carborundum Universal Limited and their Shareholders and Creditors under section 391 to 394 of the Companies Act, 1956," ("the Proposed Scheme") duly signed by the Company Secretary of the Company, for amalgamation of Cellaris Refractories India Limited, (a wholly owned subsidiary of the Company) on a going concern basis with the Company. The Proposed Scheme has been approved by its Board of Directors at their meeting held on 1st November 2014 and is subject to the approval of shareholders, creditors etc. and sanction by Honorable High Court of judicature at Madras. The Proposed Scheme has been duly stamped and initialed by us for identification and annexed to this certificate.
2. We have been requested by the Management of the Company to issue a certificate in accordance with paragraph 24 (i) of the Listing Agreement for submission to the Bombay Stock Exchange ("BSE") and the National Stock Exchange of India Limited ("NSEIL") along with the Proposed Scheme.
3. The Management of the Company is responsible for the maintenance of proper books of account and such other relevant records as prescribed by applicable laws, which includes collecting, collating and validating data and designing, implementing and monitoring of internal controls relevant for the preparation of Proposed Scheme and ensuring compliance with the applicable regulations. The Management is also responsible for compliance with Accounting Standards specified by Central Government.
4. Our responsibility, for the purpose of this certificate, is limited to certify whether the accounting treatment in the books of the Transferee company as contained in the Proposed Scheme is in compliance with all the Accounting Standards specified by the Central Government in section 211 (3C) ("Accounting Standards") of the Companies Act, 1956 (which are deemed to be applicable as per Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014) and did not include the evaluation of the adherence by the Company with all the applicable guidelines. We conducted our verification in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes and Standards on Auditing issued by the Institute of Chartered Accountants of India.

CERTIFIED TRUE COPY

For CARBORUNDUM UNIVERSAL LIMITED

Page 1 of 2

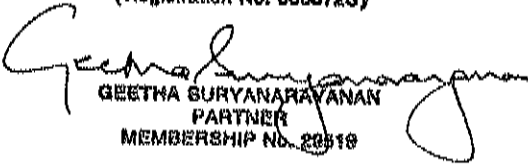
Rekha
Rekha Surendhiran
Company Secretary



**Deloitte
Haskins & Sells**

5. On the basis of our verification and examination of the Proposed Scheme, we certify that in our opinion and to the best of our knowledge and belief and on the basis of the information and explanations given to us by the Management of the Company, having regard to the substance of the Scheme of amalgamation and arrangement, the accounting treatment specified in clause 6 of the Proposed Scheme dealing with accounting treatment in the books of Transferee company, are consistent with the Accounting Standards specified by the Central Government in section 211(3C) of the Companies Act 1956 (which are deemed to be applicable as per Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014) to the extent applicable.
6. This Certificate is issued at the request of the Management of the Company for submission to the BSE and the NSEIL in accordance with paragraph 24 (i) of the Listing Agreement and should not be used for any other purpose without our prior written consent.

For DELOITTE HASKINS & SELLS
CHARTERED ACCOUNTANTS
(Registration No. 0080728)


GEETHA SURYANARAYANAN
PARTNER
MEMBERSHIP NO. 20519

Chennai, January 13, 2015

REF: GS / CUMI / 002 / 2014-15



AUDITORS' CERTIFICATE

1. We, Anil Nair and Associates, Chartered Accountants (Firm's Registration No: 000175S), on request of **CARBORUNDUM UNIVERSAL LIMITED** ("CUMI", "the Company") having its Registered Office at Parry House, 43, Moore Street, Chennai-600001 have examined the proposed "Scheme of Amalgamation of Cellaris Refractories India Limited with CUMI and their Shareholders and Creditors under section 391 to 394 of the Companies Act, 1956" ("the Proposed Scheme") for amalgamation of Cellaris Refractories India Limited, (a wholly owned subsidiary of the Company) on a going concern basis with the Company.. The Proposed Scheme has been approved by its Board of Directors at their meeting held on 1st November 2014 and is subject to the approval of the Honorable High Court of Judicature of Madras.
2. We have been requested by the Management of the Company to issue a certificate on the computation of net worth of the Company as at 31st December 2014 as stipulated by Stock Exchanges prior to and after giving effect to the Proposed Scheme.
3. On the basis of our verification and examination of the Proposed Scheme and according to the information and explanations provided to us by the Management of the Company, we state that we have examined the annexed statement of "Notional Computation of Net worth of CUMI as at 31st December 2014" as prepared by the Company with;
 - the unaudited financial statements of CUMI for the period ended 31st December, 2014;
 - the unaudited financial statements of CRIL for the period ended 31st December, 2014;
 - a copy of the Proposed Scheme as approved by the Board of directors of the Company at its meeting held on 1st November 2014 and found the same to be in accordance therewith.
4. This certificate is issued solely as per the requirements of the stock exchanges for filing along with the Proposed Scheme effective from 01st April 2015 which had been approved by the Board of Directors of CUMI on 01st November 2014 and should not to be considered for any other purpose without our prior written consent.

**For Anil Nair and Associates,
Chartered Accountants
ICAI Firm registration No:000175S**

**Place: Chennai
Date: 26.03.2015**



CERTIFIED TRUE COPY

For CARBORUNDUM UNIVERSAL LIMITED

Rekha

**Rekha Surendhiran
Company Secretary**

P. Narayanan

**P. Narayanan
partner
ICAI Membership No.201758**

ANNEXURE

STATEMENT OF "NOTIONAL COMPUTATION OF NETWORTH OF CUMI

Particulars	Rs. In crores	
	Pre-amalgamation 31 st December 2014	Post amalgamation 31 st December 2014
Paid up Equity Share Capital (A)	18.81	18.81
Free reserves (as per 2(43) of the Companies Act 2013) (B)	751.25	749.02
Miscellaneous Expenditure (C)	Nil	Nil
Securities premium (D)	12.65	12.65
Networth (as per 2(57) of the Companies Act 2013) E = (A)+(B)-(C)+(D)	782.71	780.48
Networth Less Securities premium F = (E) - (D)	770.06	767.83

The Networth as per Companies act 2013, less Securities premium of the Company as on 31st December 2014, before the scheme of amalgamation aggregate to **Rs.770.06crores** .

The Networth as per Companies act 2013, less Securities premium of the Company as at 31st December 2014, after the scheme of amalgamation aggregate to **Rs. 767.83crores**.

For Anil Nair and Associates,
Chartered Accountants
ICAI Firm registration No:000175S

Place: Chennai
Date: 26.03.2015



P. Narayanan
P. Narayanan
partner
ICAI Membership No.201758



Carborundum Universal Limited

Regd. Off: 'Parry House', No. 43, Moore Street,
Chennai - 600 001, India.

Tel.: +91-44-3000 6199 Fax: +91-44-3000 6149

Email: cumigeneral@cumi.murugappa.com

Website: www.cumi.murugappa.com

CIN No: L29224TN1954PLC000318

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING
OF THE BOARD OF DIRECTORS OF CARBORUNDUM UNIVERSAL LIMITED
HELD ON SATURDAY, THE 1ST NOVEMBER 2014**

**Approval of scheme of merger of CRIL with the Company and
authorizations therefor**

RESOLVED THAT pursuant to the provisions of Sections 391 to 395 and other applicable provisions, amendments if any, of the Companies Act, 1956 and any other statutory modifications or re-enactment thereof, Income Tax Act, 1961(including any statutory modification(s) or re-enactment thereof for the time being in force)and subject to the approval of the Hon'ble High Court of Judicature at Madras, Stock Exchanges where the Company's equity shares are listed and traded and any other necessary approvals, Cellaris Refractories India Limited (CRIL) a wholly owned Subsidiary of the Company, be merged with Carborundum Universal Limited (CUMI) with effect from 1st April 2015.

RESOLVED FURTHER THAT the Draft Scheme of Amalgamation of CRIL with CUMI submitted to this meeting and initialed by the Chairman for the purposes of identification, be and is hereby approved.

RESOLVED FURTHER THAT Mr. M M Murugappan, Chairman and Mr. K Srinivasan, Managing Director of the Company be and are hereby authorised severally to make such alterations and changes to the draft scheme, as may be expedient or necessary for satisfying the requirements or conditions imposed by the Court or any other governmental or judicial authority, or stock exchanges provided that prior approval of the Board shall be obtained for making any material changes in the said draft Scheme of Amalgamation.

RESOLVED FURTHER THAT Mr. M M Murugappan, Chairman, Mr. K Srinivasan, Managing Director, Mr. Sridharan Rangarajan, Chief Financial Officer and Mrs. Rekha Surendhiran, Company Secretary be and are hereby severally authorised to take all steps necessary, in connection with:-

- to file necessary applications to the Hon'ble High Court of Madras for dispensing with the requirement of holding meetings of the shareholders / creditors;
- to file petitions for confirmation of the Scheme of Amalgamation by the Hon'ble High Court of Judicature at Madras.
- obtaining necessary approvals as may be required for the Scheme of Amalgamation and for implementing the same
- to take all steps necessary for dissolution of CRIL
- to appoint Advocates, Consultants, Chartered Accountants, Merchant Bankers, for handling the legal matters including issue of valuation report and the fairness certificate on the valuation report etc., and all other matters relating to the Amalgamation and determine their remuneration;





Carborundum Universal Limited

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Chennai - 600 001, India.
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Website: www.cumi.murugappa.com
CIN No: L29224TN1954PLC000318

- to take all steps necessary for getting necessary approvals for implementing the Scheme of Amalgamation, and to deal with any matter connected therewith and in this connection sign necessary applications, undertakings, confirmations, affidavits and any other documents or papers

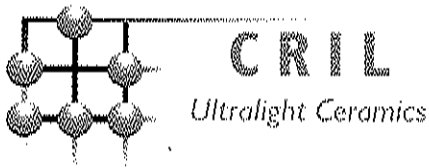
RESOLVED FURTHER THAT Mr. M M Murugappan, Chairman, Mr. K Srinivasan, Managing Director, Mr. Sridharan Rangarajan, Chief Financial Officer and Mrs. Rekha Surendhiran, Company Secretary, be and they are hereby severally authorized, in the event of the meeting of creditors / shareholders not being dispensed with by the Court, to assist the Chairman of the Court convened Meeting to be appointed by the Hon'ble High Court of Madras on the Company's application under Sections 391 and 394 of the Companies Act, 1956 or any other applicable provisions of the Companies Act, 1956, for the issue of the Notice of the Meeting(s), recording of the proceedings etc., filing of the reports to the Court, to represent the Company before the Court(s), the Registrar of Companies, Company Law Board and any other Government or quasi Government or any other authority as may be necessary or required for the purpose of giving effect to the Scheme of Amalgamation.

RESOLVED FURTHER THAT Mr. M M Murugappan, Chairman, Mr. K Srinivasan, Managing Director, Mr. Sridharan Rangarajan, Chief Financial Officer, Mrs. Rekha Surendhiran, Company Secretary, be and they are hereby authorised severally to take such steps as may be necessary under the Listing Agreement(s) and to do and perform all such acts, deeds, matters and things and to take all such steps as are necessary, expedient or desirable to give effect to the Scheme of Amalgamation.

**Certified True Copy
For Carborundum Universal Limited**

**Rekha Surendhiran
Company Secretary**





Cellaris Refractories India Limited

A joint venture between CUMI and CELLARIS

Plot No. 8, CUMI SEZ, K.D. Plot P.O., Kochi - 683 109, Kerala, India.

Tel: +91-484-3023611 Fax: +91-8590 8590 01

E-mail: VishnuPrasadK@cumi.murugappa.com

CIN : U26990TN2008PLC069898

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF CELLARIS REFRACTORIES INDIA LIMITED HELD ON TUESDAY, THE 13TH OF JANUARY 2015

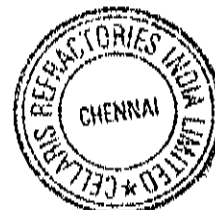
RESOLVED THAT pursuant to the provisions of Sections 391 to 395 and other applicable provisions, amendments if any, of the Companies Act, 1956 and any other statutory modifications or re-enactment thereof, Income Tax Act, 1961 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of the Hon'ble High Court of Judicature at Madras, approval of the Board of Carborundum Universal Limited (CUMI) and any other necessary approvals, the Company a wholly owned Subsidiary of CUMI, be merged with CUMI with effect from 1st April 2015.

RESOLVED FURTHER THAT the Draft Scheme of Amalgamation of the Company with CUMI submitted to this meeting and initialed by the Chairman for the purposes of identification, be and is hereby approved.

RESOLVED FURTHER THAT Mr. K Srinivasan, Mr. Sridharan Rangarajan and Mrs. Rekha Surendhiran be and are hereby authorised severally to make such alterations and changes to the draft scheme, as may be expedient or necessary for satisfying the requirements or conditions imposed by the Court or any other governmental or judicial authority, or stock exchanges provided that prior approval of the Board shall be obtained for making any material changes in the said draft Scheme of Amalgamation.

RESOLVED FURTHER THAT any one of the Directors and Rekha Surendhiran be and are hereby severally authorised to take all steps necessary, in connection with:-

- to file necessary applications to the Hon'ble High Court of Madras for dispensing with the requirement of holding meetings of the shareholders / creditors;
- to file petitions for confirmation of the Scheme of Amalgamation by the Hon'ble High Court of Judicature at Madras.
- obtaining necessary approvals as may be required for the Scheme of Amalgamation and for implementing the same
- to take all steps necessary for dissolution of the Company
- to appoint Advocates, Consultants, Chartered Accountants, Merchant Bankers, for handling the legal matters including issue of valuation report and the fairness certificate on the valuation report etc. wherever required and all other matters relating to the Amalgamation and determine their remuneration;



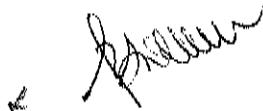
- to take all steps necessary for getting necessary approvals for implementing the Scheme of Amalgamation, and to deal with any matter connected therewith and in this connection sign necessary applications, undertakings, confirmations, affidavits and any other documents or papers

RESOLVED FURTHER THAT any one of the Directors and Mrs. Rekha Surendhiran be and they are hereby severally authorized, in the event of the meeting of creditors / shareholders not being dispensed with by the Court, to assist the Chairman of the Court convened Meeting to be appointed by the Hon'ble High Court of Madras on the Company's application under Sections 391 and 394 of the Companies Act, 1956 or any other applicable provisions of the Companies Act, 1956, for the issue of the Notice of the Meeting(s), recording of the proceedings etc., filing of the reports to the Court, to represent the Company before the Court(s), the Registrar of Companies, Company Law Board and any other Government or quasi Government or any other authority as may be necessary or required for the purpose of giving effect to the Scheme of Amalgamation.

RESOLVED FURTHER THAT any one of the Directors and Mrs. Rekha Surendhiran be and they are hereby authorised severally to take such steps as may be necessary to do and perform all such acts, deeds, matters and things and to take all such steps as are necessary, expedient or desirable to give effect to the Scheme of Amalgamation.

CERTIFIED TRUE COPY

For Cellaris Refractories India Limited



Sridharan Rangarajan
Director



Carborundum Universal Limited
Regd. Off : 'Parry House', No. 43, Moore Street,
Chennai - 600 001, India.
Tel. : +91-44-3000 6199 Fax : +91-44-3000 6149
Email : cumigeneral@cumi.murugappa.com
Website : www.cuml.murugappa.com
CIN No : L29224TN1954PLC000318

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF CARBORUNDUM UNIVERSAL LIMITED HELD ON THURSDAY, THE 29th JANUARY 2015

RESOLVED THAT consent by the Hon'ble High court of Madras be obtained for dispensing with a separate application by the Company for merger with Cellaris Refractories India Limited, a wholly owned subsidiary.

RESOLVED FURTHER THAT in view of no application being made by the Company with the Hon'ble High Court of Madras for sanction of the scheme of amalgamation of Cellaris Refractories India Limited with Carborundum Universal Limited, the paragraph 5.16 (a) of SEBI circular with respect to facility of postal ballot, e- voting to the shareholders at the general meeting, disclosure of all material facts in the explanatory statement sent to shareholders in relation to such resolution in the following cases does not arise as :-

- i. There are no additional shares being allotted to Promoter/Promoter Group, Related Parties of Promoter I Promoter Group, Associates of Promoter I Promoter Group, Subsidiary/(s) of Promoter/ Promoter Group of the listed company, or
- ii. This is not a Scheme of Arrangement which involves the listed company and any other entity involving Promoter I Promoter Group, Related Parties of Promoter/Promoter Group, Associates of Promoter/Promoter Group, Subsidiary/(s) of Promoter/Promoter Group.
- iii. This is not a merger where the parent listed company, has acquired the equity shares of the subsidiary, by paying consideration in cash or in kind in the past to any of the shareholders of the subsidiary who may be Promoter/Promoter Group, Related Parties of Promoter/Promoter Group, Associates of Promoter/Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the parent listed company, and if that subsidiary is being merged with the parent listed company under the Scheme.

RESOLVED FURTHER THAT the Auditors Certificate dated 12th January 2015 obtained from M/s. Anil Nair & Associates, chartered Accountants, Chennai, for non-applicability of Para 5.16(a) of Clause 7 of SEBI Circular dated 21st May 2013 be and hereby noted and taken on record.

RESOLVED FURTHER THAT Mr. K Srinivasan, Managing Director, Mr. Sridharan Rangarajan Chief Financial Officer, and Mrs. Rekha Surendhiran, Company Secretary be and are hereby severally authorised to execute any document, application, undertaking etc., in connection with the above resolution and to do all acts, things and deeds as may be required to give effect to this resolution.

**Certified True Copy
For Carborundum Universal Limited**

**Rekha Surendhiran
Company Secretary**





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CIN No: L29224TN1954PLC000318

Letter of undertaking

We hereby inform you that the Board of Directors of Carborundum Universal Limited at its meeting held on 01st November 2014 had approved the scheme of amalgamation of Cellaris Refractories India Limited, a wholly owned subsidiary company of Carborundum Universal Limited with Carborundum Universal Limited, the holding Company with effect from 1st April, 2015.

Application for sanction of scheme of amalgamation will be made by Cellaris Refractories India Limited, the transferor company with High Court of Madras and Carborundum Universal Limited, the transferee company does not propose to make any application before High Court of Madras for sanction of the scheme of amalgamation.

In view of no application being made by the transferee company with High Court for sanction of the scheme of amalgamation of Cellaris Refractories India Limited with Carborundum Universal Limited, the paragraph 5.16 (a) of SEBI circular with respect to facility of postal ballot, e- voting to the shareholders at the general meeting, disclosure of all material facts in the explanatory statement sent to shareholders in relation to such resolution in the following cases does not arise:-

- i. Where additional shares have been allotted to Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter/ Promoter Group of the listed company, or
- ii. Where the Scheme of Arrangement involves the listed company and any other entity involving Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group.
- iii. Where the parent listed company, has acquired the equity shares of the subsidiary, by paying consideration in cash or in kind in the past to any of the shareholders of the subsidiary who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter I Promoter Group of the parent listed company, and if that subsidiary is being merged with the parent listed company under the Scheme is not applicable to the transferee company.

We further inform you that the entire equity shares of Cellaris Refractories India Limited (Transferor Company) is held by Carborundum Universal Limited, the holding Company (Transferee Company).



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Carborundum Universal Limited

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CIN No : L29224TN1954PLC000318

In view of the entire equity share capital of the transferor company being held by the transferee company, there will not be any issue of equity shares to the shareholders of transferor company pursuant to the scheme of amalgamation and further that the equity shares held by Carborundum Universal Limited in Cellaris Refractories India Limited will stand cancelled and extinguished pursuant to the scheme of amalgamation.

The proposed scheme of amalgamation/ arrangement does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956, the rules, regulations and guidelines made under these Acts, and the provisions as explained in clause 24(g) of the Listing agreement.

For Carborundum Universal Limited

Rekha Surendhiran
Company Secretary



CERTIFICATE

(Pursuant to Paragraph 5.16 (b) of SEBI Circular Dated May 21, 2013)

Cellaris Refractories India Limited (CRIL) (transferor company) is a wholly owned subsidiary of Carborundum Universal Limited (transferee company). The Board of Directors of the transferee Company had approved the scheme of amalgamation (merger) of Cellaris Refractories India Limited (CRIL) with Carborundum Universal Limited at its meeting held on 01st November 2014.

As per the terms of the scheme, Carborundum Universal Limited would not be issuing any further equity shares as the Company holds 100% Equity Share Capital of Cellaris Refractories India Limited.

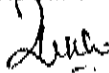
Clause 5.16(a) of SEBI Circular dated May 21, 2013 states as follows:-

5.16 (a) Listed companies shall ensure that the Scheme submitted with the Hon'ble High Court for sanction provides for voting by public shareholders through postal ballot and e-voting, after disclosure of all material facts in the explanatory statement sent to the shareholders in relation to such resolution, in the following cases:

- i. Where additional shares have been allotted to Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter/ Promoter Group of the listed company, or
- ii. Where the Scheme of Arrangement involves the listed company and any other entity involving Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group.
- iii. Where the parent listed company, has acquired the equity shares of the subsidiary, by paying consideration in cash or in kind in the past to any of the shareholders of the subsidiary who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the parent listed company, and if that subsidiary is being merged with the parent listed company under the Scheme is not applicable to the transferee company.

Such Schemes shall also provide that the Scheme shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it. The term 'public' shall carry the same meaning as defined under Rule 2 of Securities Contracts (Regulation) Rules, 1957.

CERTIFIED TRUE COPY
For CARBORUNDUM UNIVERSAL LIMITED


Rekha Surendhiran
Company Secretary



Anil Nair & Associates
CHARTERED ACCOUNTANTS

Non Applicability of Paragraph 5.16(a) of Clause 7 of SEBI Circular dated May 21, 2013.

We have verified the books of accounts and records of Carborundum Universal Limited and the scheme of amalgamation (merger). According to the information, undertaking and explanations given to us, we are of the opinion that-

there is no requirement of making a petition by the transferee company for sanction of the scheme of amalgamation by the High Court. Hence, convening of equity shareholders and secured creditors meeting under High Court directions would not be necessary for the transferee Company.

Consequently, the paragraph 5.16 (a) of SEBI circular with respect to facility of postal ballot, e-voting to the shareholders at the general meeting, disclosure of all material facts in the explanatory statement sent to shareholders in relation to such resolution would not be applicable to the transferee company.

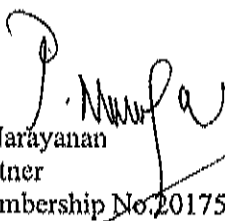
This Certificate is being issued for the purpose of submission of documents with Stock Exchanges under Clause 24(f) of the listing agreement in connection with scheme of amalgamation of Cellaris Refractories India Limited (CRIL) with Carborundum Universal Limited effective 01st April 2015.

Place: Chennai

Date: 12th January 2015



For Anil Nair & Associates
Chartered Accountants
Firm Regn No.: 000175S


P. Narayanan
Partner
Membership No. 201758





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CIN No: L29224TN1954PLC000318

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**Name of the Company: Carborundum Universal Limited****Quarter ended on : 31.12.2014**

Particulars		Clause of Listing Agreement	Compliance Status Yes / No	Remarks
II	Board of Directors	49 (II)		
A	Composition of Board	49 (IIA)	Yes	-
B	Independent Director	49 (IIB)	Yes	With respect to the provisions of Cl. 49 (IIB)(5)(6)(7) Performance evaluation of Independent Directors, Review by Independent Directors at a separate meeting & familiarisation programme for Independent Directors, the Company is in the process of establishing the mechanism for the same in Q4 of FY 2014-15. - Suitable disclosures in this regard will be made in the Annual Report for FY 2014-15. -The Company has complied with the other provisions of Independent Directors with regard to qualification/limits/tenor and issue of letter of appointment, facilitating of separate meeting of Independent Directors, etc.
C	Non executive Directors' compensation & disclosures	49 (IIC)	Yes	-
D	Other provisions as to Board and Committees	49 (IID)	Yes	-





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E	Code of Conduct	49 (IIE)	Yes	-
F	Whistle Blower Policy	49 (IIF)	Yes	-
III Audit Committee				
A	Qualified & Independent Audit Committee	49 (IIIA)	Yes	-
B	Meeting of Audit Committee	49 (IIIB)	Yes	-
C	Powers of Audit Committee	49 (IIIC)	Yes	-
D	Role of Audit Committee	49 (IIID)	Yes	-
E	Review of Information by Audit Committee	49 (IIIE)	Yes	-
IV Nomination And Remuneration Committee				
		49(IV)	Yes	The terms of reference of Nomination and Remuneration Committee has been amended in line with the requirements of Cl.49 II (B) IV(B). The formulation of criteria for determining qualifications, the positive attributes/ independence of directors, remuneration policy, Board diversity policy, evaluation criteria for Independent Directors & Board criteria for senior management is in progress. Suitable disclosures will be made in annual report 2014-15.
V	Subsidiary Companies	49 (V)	NA	The Company does not have any "material non-listed Indian subsidiary".
VI Risk Management				
		49 (VI)	Yes	-



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VII	Related Party Transactions	49 (VII)	Yes	-
VIII	Disclosures	49 (VIII)		
A	Related party transactions	49 (VIII A)	Yes	-
B	Disclosure of Accounting Treatment	49 (VIII B)	Yes	-
C	Remuneration of Directors	49 (VIII C)	Yes	-
D	Management	49 (VIII D)	Yes	-
E	Shareholders	49 (VIII E)	Yes	-
F	Proceeds from public issues, rights issues, preferential issues etc.	49 (VIII F)	NA	No public, rights or preferential issue has been made by the Company in this quarter and recently.
IX	CEO/CFO Certification	49 (IX)	Yes	-
X	Report on Corporate Governance	49 (X)	Yes	-
XI	Compliance	49 (XI)	Yes	-

NOTE:

1	The details under each head shall be provided to incorporate all the information required as per the provisions of the Clause 49 of the Listing Agreement.
2	In the column No. 3, compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the Clause 49 II of the Listing Agreement, "Yes" may be indicated. Similarly, in case the company has no related party transactions, the words "N.A." may be indicated against 49(VII).
3	In the remarks column, reasons for non-compliance may be indicated, for example, in case of requirement related to circulation of information to the shareholders, which would be done only in the AGM/EGM, it might be indicated in the "Remarks" column as - "will be complied with at the AGM". Similarly, in respect of matters which can be complied with only where the situation arises, for example, "Report on Corporate Governance" is to be a part of Annual Report only, the words "will be complied in the next Annual Report" may be indicated.



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Brief particulars of the transferee/resulting and transferor/demerged companies

Particulars	Transferee/-Resulting Company	Transferor /-Demerged Company
Name of the company	Carborundum Universal Limited	Cellaris Refractories India Limited
Date of Incorporation & details of name changes, if any	21/04/1954	19/11/2008. The Company had changed its name from CUMI Fine Materials Limited to Cellaris Refractories India Limited on 20 th August 2011
Registered Office	Parry House, 43, Moore Street, Chennai-600001	Parry House, 43, Moore Street, Chennai-600001
Brief particulars of the scheme	<p>Transferor Company – Cellaris Refractories India Limited (CRIL) (unlisted Company)</p> <p>Transferee Company – Carborundum Universal Limited(CUMI)(Listed on BSE and NSE)</p> <p>Appointed Date means the 1st April 2015 or such other date as may be approved by the High Court of Judicature at Madras.</p> <p>Effective Date means the last of the dates on which (a) certified copies of the Order of the Honorable High Court of Judicature at Madras under Sections 391 and 394 of the Companies Act, 1956 sanctioning the Scheme are filed with the Registrar of Companies, Chennai, Tamil Nadu and (b) the consents, approvals, permissions, resolutions, agreements, sanctions and orders necessary therefor being obtained.</p> <ul style="list-style-type: none"> • With effect from the Appointed Date, and subject to the provisions of this Scheme in relation to the mode of transfer and vesting, the Undertaking of Transferor Company shall, 	





Carborundum Universal Limited
Regd. Off: 'Parry House', No. 43, Moore Street,
Chennai - 600 001, India.
Tel.: +91-44-3000 6199 Fax : +91-44-3000 6149
Email : cumigeneral@cumi.murugappa.com
Website : www.cumi.murugappa.com
CIN No : L29224TN1954PLC000318

	<p>without any further act, instrument or deed be and the same shall stand transferred to and vested in or deemed to have been transferred to and vested in the Transferee Company pursuant to the provisions of Sections 391 and 394 and other applicable provisions of the Act and the Scheme. The assets and liabilities of the undertaking of the Transferor Company will be transferred to the Transferee Company at book value.</p> <ul style="list-style-type: none">• Allotment of shares to the holders of Transferor Company does not arise, as the entire equity share capital of the Transferor Company is held by the Transferee Company.• Conduct of Business by Transferor Company till the "Effective Date"• On the Scheme becoming effective, the Transferee Company shall account for the merger in its books as per the "Pooling of Interest Method" of Accounting prescribed under the Accounting Standard 14 issued by the Institute of Chartered Accountants of India.• On the Scheme becoming effective, the Transferor Company shall be dissolved without being wound-up.
Rationale for the scheme	<p>Carborundum Universal Limited's (CUMI) Refractories division addresses heat resistant requirements for customers. The industries addressed by the Refractories division of CUMI are identical to that of the Cellaris Refractories India Limited's (CRIL) product. With combining of two businesses, the CUMI would be able to offer heat resistant products to customers for niche markets. The marketing organization would be combined and there will be only one customer facing person for the products.</p> <p>CRIL product will get the benefits of CUMI's wider market coverage, dealer network, application knowledge, CUMI brand and also benefit from the</p>



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	forecasting and planning systems of CUMI.	
Date of resolution passed by the Board of Director of the company approving the scheme	01.11.2014	13.01.2015
Date of meeting of the Audit Committee in which the draft scheme has been approved	NA	NA
Appointed Date	01.04.2015	01.04.2015
Name of Exchanges where securities of the company are listed	Bombay Stock Exchange National Stock Exchange	NA
Nature of Business	Manufacturing	Manufacturing
Capital before the scheme	187,949,248	137,250,000
No. of shares to be issued	Since the merger is between the holding Company and the wholly owned subsidiary no shares will be issued to the transferee Company	
Cancellation of shares on account of cross holding, if any	NA	Since it is a Wholly owned subsidiary of the transferee company, the shares held by the transferee company in the transferor Company will be cancelled.
Capital after the scheme	There will be no change in the capital of the transferee company post-merger since the merger is between the wholly owned subsidiary with his Holding Company	On the Scheme becoming effective, the Transferor Company shall be dissolved without being wound-up and hence there will be no share capital after the scheme.
Net Worth	(Rs. in crores) Pre 770.06 Post 767.83	Not applicable
Valuation by independent Chartered Accountant - Name of the valuer/valuer firm and Regn no.	Not applicable since the merger is between the wholly owned subsidiary with his Holding Company	



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Methods of valuation and value per share arrived under each method with weight given to each method, if any.	Not applicable		Not applicable	
Fair value per shares	Not applicable		Not applicable	
Exchange ratio	Not applicable			
Name of Merchant Banker giving fairness opinion	M/s. Fortress Capital Management Services Pvt. Ltd			
Shareholding pattern of Carborundum Universal Limited as on 31 st December 2014	Pre		Post-Not applicable There will be no change in the Shareholding pattern of the transferee company post-merger since the merger is between the wholly owned subsidiary with his Holding Company	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	79,177,720	42.10	Not applicable	
Public	108,876,176	57.90		
Custodian				
TOTAL	188,053,896	100		
No of shareholders	20556		Seven	
Names of the Promoters	List attached		Carborundum Universal Limited	
Names of the Board of Directors	Mr. M.M.Murugappan Mr. T.L.Palani Kumar Mr. Sanjay Jayavarthanavelu Mr. Shobhan M. Thakore		Mr. K Srinivasan Mr. Sridharan Rangarajan Mr. R Rajagopalan Mr. P S Jayan	



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	Mr. M. Lakshminarayan Mr. Aroon Raman Ms. Bharati Rao Mr. K Srinivasan	
Details regarding change in management control if any	Not applicable	

For Carborundum Universal Limited



Rekha Surendhiran
Company Secretary

Date: 26.03.2015



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Details of the Promoters and their shareholding

S.no	Name of the Promoter	No. of Shares held	As a % of the holding to the paid up captial
1	MURUGAPPA HOLDINGS LIMITED	55432284	29.48
2	MURUGAPPA EDUCATIONAL AND MEDICAL FOUNDATION	3811920	2.03
3	AMBADI INVESTMENTS PRIVATE LIMITED	3121960	1.66
4	SOUTHERN ENERGY DEVELOPMENT CORPORATION LTD	2449240	1.30
5	M.M.MUTHIAH RESEARCH FOUNDATION	1104160	0.59
6	M A M ARUNACHALAM	1008600	0.54
7	M V VALLI MURUGAPPAN	797400	0.42
8	M.A.ALAGAPPAN	786000	0.42
9	S VELLAYAN	694544	0.37
10	A VENKATACHALAM	592900	0.32
11	MEENAKSHI MURUGAPPAN	479200	0.25
12	ARUN ALAGAPPAN	471400	0.25
13	M M VENKATACHALAM	449400	0.24
14	AMBADI ENTERPRISES LTD	384700	0.20
15	M V SEETHA SUBBIAH	377060	0.20
16	M V AR MEENAKSHI	367898	0.20
17	M A M ARUNACHALAM	345600	0.18
18	ARUN ALAGAPPAN	345600	0.18
19	M M MURUGAPPAN	344140	0.18
20	M M MURUGAPPAN	335200	0.18
21	M.M.MUTHIAH SONS PRIVATE LTD	304000	0.16
22	MA. ALAGAPPAN	300400	0.16
23	M.A.ALAGAPPAN	300000	0.16
24	A VELLAYAN	297260	0.16
25	M V SUBBIAH	278884	0.15
26	M SEETHALAKSHMI	265380	0.14
27	UDEVAR PROPERTY DEVELOPMENT COMPANY PRIVATE LIMITED	236020	0.13
28	M A MURUGAPPAN HOLDINGS PRIVATE LIMITED	235940	0.13
29	M.M.Veerappan	234000	0.12
30	M M MUTHIAH	234000	0.12
31	LAKSHMI VENKATACHALAM	218400	0.12
32	M V MURUGAPPAN	215600	0.11
33	A M MEYAMMAI	213000	0.11
34	M M SEETHALAKSHMI	206620	0.11



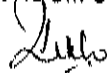
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35	V NARAYANAN	205900	0.11
36	M V MURUGAPPAN	204200	0.11
37	A A ALAGAMMAI	200000	0.11
38	M A ALAGAPPAN	188000	0.10
39	ARUN VENKATACHALAM	186840	0.10
40	V ARUNACHALAM	183740	0.10
41	M V SUBBIAH	153810	0.08
42	AR LAKSHMI ACHI TRUST	153140	0.08
43	LALITHA VELLAYAN	116500	0.06
44	MEYYAMMAI VENKATACHALAM	99160	0.05
45	M A M ARUNACHALAM	92000	0.05
46	M V SUBBIAH	81600	0.04
47	M V SUBRAMANIAN	24320	0.01
48	M V MUTHIAH	19420	0.01
49	M M MURUGAPPAN	16000	0.01
50	TUBE INVESTMENTS OF INDIA LTD	6000	0.00
51	PRANAV ALAGAPPAN	2000	0.00
52	E.I.D.PARRY (INDIA) LTD.	2000	0.00
53	A M M VELLAYAN SONS P LTD	1700	0.00
54	DHRUV M ARUNACHALAM	1200	0.00
55	M M MURUGAPPAN	1000	0.00
56	M.V.MURUGAPPAN	480	0.00
	TOTAL :	79177720	42.10

For CARBORUNDUM UNIVERSAL LIMITED

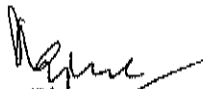

Rekha Surendhiran
Company Secretary




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CELLARIS REFRACTORIES INDIA LIMITED
PARRY HOUSE NO 43, MOORE STREET, CHENNAI - 600001
BALANCE SHEET AS AT 31.12.2014

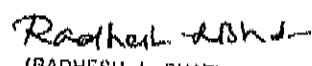
					(In Rs.)
PARTICULARS	Note No.	As at 31.12.2014	As at 31.12.2013	As at 31.03.2014	
I. EQUITY AND LIABILITIES					
1 Shareholders' funds					
(a) Share Capital	1	13,72,50,000	13,72,50,000	13,72,50,000	
(b) Reserves and Surplus	2	(2,49,21,744)	(14,21,604)	(53,89,931)	
		11,23,28,256	13,58,28,396	13,18,60,069	
2 Current Liabilities					
(a) Short Term Borrowings	3	3,57,00,000	3,55,00,000	3,57,00,000	
(b) Trade Payables	4	5,57,330	1,62,319	2,96,808	
(c) Other Current Liabilities	5	2,02,01,944	1,05,58,624	1,30,21,460	
		5,64,59,274	4,62,20,943	4,90,18,268	
TOTAL		<u>16,87,87,530</u>	<u>18,20,49,339</u>	<u>18,08,78,337</u>	
II ASSETS					
1 Non-Current Assets					
(a) Fixed Assets	6				
(i) Tangible Assets		14,22,04,785		14,86,82,186	
(ii) Intangible Assets		2,51,37,460		2,97,73,812	
(iii) Capital Work-In-Progress			17,93,82,054	-	
(b) Long-Term Loans and Advan	7	-	-	3,39,150	
(c) Other Non-Current Assets	8	75,000	75,000	75,000	
		16,74,17,245	17,94,57,054	17,88,70,148	
2 Current assets					
a) Inventories	9	7,11,057	3,45,270	7,53,034	
b) Trade Receivables	10	-	-	86,285	
c) Cash and Cash Equivalents	11	1,20,941	17,64,253	4,54,027	
d) Short Term Loans and Advanc	12	4,80,106	4,82,587	7,13,096	
e) Other Current Assets	13	58,181	175	1,747	
TOTAL		<u>16,87,87,530</u>	<u>18,20,49,339</u>	<u>18,08,78,337</u>	


Director


Director


K. Vishnu Prasad
Company Secretary

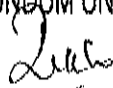
For VARMA & VARMA
(FRN:0045329)


(RADHESH. L. BHAT)
Partner
CHARTERED ACCOUNTANTS
Membership No. 214220

Place :
Date :

CERTIFIED TRUE COPY

For CARBORUNDUM UNIVERSAL LIMITED


Rekha Surendhiran
Company Secretary

