

**Carborundum Universal Limited**

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CIN No. : L29224TN1954PLC000318.

31st July 2017

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

Stock Code: 513375
Through BSE Listing Centre

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

Stock Code: CARBORUNIV-EQ
Through NEAPS

Dear Sirs,

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

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

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

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

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



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

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

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

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

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



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

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

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

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

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

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

Thanking you

Yours faithfully

For Carborundum Universal Limited


Rekha Surendhiran
Company Secretary



Encl.: a.a.

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

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



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



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



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



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



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



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



Resolution No.	ORDINARY - Appointment of Mr. Sujjain S Talwar (DIN 01756539) as an Independent Director.									
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Sujjain S Talwar (DIN 01756539) as an Independent Director.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting	79034962	95.7405	79034962	0	100.0000	0.0000			
	Poll	978504	1.1853	978504	0	100.0000	0.0000			
	Postal Ballot (if applicable)	82551206								
	Total									
Public- Institutions	E-Voting	80013466	96.9258	80013466	0	100	0			
	Poll	44526055	90.5872	44526055	0	100.0000	0.0000			
	Postal Ballot (if applicable)	49152719	0	0	0	0.0000	0.0000			
	Total									
Public- Non Institutions	E-Voting	44526055	90.5872	44526055	0	100	0			
	Poll	642720	1.1281	642677	43	99.9933	0.0066			
	Postal Ballot (if applicable)	56971397	2586	2566	20	99.2266	0.7733			
	Total									
	Total									
	Total									
	Total									



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



Resolution No.	ORDINARY - Ratification of the remuneration of Cost Auditor for the FY 2017-18.									
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	No	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Category	E-Voting		79034962	95.7405	79034962	0	100.0000	0.0000		
	Poll		978504	1.1853	978504	0	100.0000	0.0000		
	Postal Ballot (if applicable)	82551206	0	0.0000	00	0	0.0000	0.0000		
Promoter and Promoter Group	Total		80013466	96.9258	80013466	0	100	0		
	E-Voting		45375366	92.3151	45375366	0	100.0000	0.0000		
	Poll	49152719	0	0.0000	00	0	0.0000	0.0000		
Public- Institutions	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
	Total		45375366	92.3151	45375366	0	100	0		
	E-Voting		644568	1.1314	644563	5	99.9992	0.0007		
Public- Non Institutions	Poll	56971397	2586	0.0045	2566	20	99.2266	0.7733		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
	Total		647154	1.1359	647129	25	99.9961	0.0039		
Total		188675322	126035986	66.8005	126035961	25	100.0000	0.0000		



Resolution No.	SPECIAL - Approval of offer/invitation to subscribe to Non-Convertible Debentures of the Company on Private Placement basis.									
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100		
Promoter and Promoter Group	E-Voting		79034962	95.7405	79034962	0	100.0000	0.0000		
	Poll	82551206	978504	1.1853	978504	0	100.0000	0.0000		
	Postal Ballot (if applicable)									
	Total		80013466	96.9258	80013466	0	100	0		
Public- Institutions	E-Voting		45375366	92.3151	45375366	0	100.0000	0.0000		
	Poll	49152719	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)									
	Total		45375366	92.3151	45375366	0	100	0		
Public- Non Institutions	E-Voting		644574	1.1314	644569	5	99.9992	0.0007		
	Poll	56971397	2586	0.0045	2566	20	99.2266	0.7733		
	Postal Ballot (if applicable)									
	Total		647160	1.1359	647135	25	99.9961	0.0039		
	Total	188675322	126035992	66.8005	126035967	25	100.0000	0.0000		

