

#### **Carborundum Universal Limited**

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Chennai - 600 001. India.

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

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

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

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

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





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

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

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

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

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

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

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

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

In terms of the provisions of Regulation 44 of the Listing Regulations, the details of results of voting held through remote e-voting and e-voting at the AGM venue is enclosed as **Annexure 1**. The Scrutiniser's report dated 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:	
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 - Consi thereon for the ye	ORDINARY - Consider, approve and adopt th thereon for the year ended 31st March 2017	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	tandalone Financia	l Statements, Repo	irts of the Board of	Directors and Inde	pendent Auditors
Whether promoter/ promoter group are interested in the agenda/resolution?	ON.							
				% of Votes Polled			% of Votes in	% of Votes
				on outstanding			favour on votes	against on votes
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	shares No. of Vot (3)=[(2)/(1)]* 100 favour (4)	No. of Votes – in favour (4)	No. of Votes – against (5)	polled (6)=[(4)/(2)]*100	polled (7)=[(5)/(2)]*100
	E-Voting		79034962	95.7405	79034962		0 100.0000	
	Poll	000000	978504	1.1853	978504		100.0000	0.0000
	Postal Ballot (if	92331200						
Promoter and Promoter Group	applicable)		0	0.0000	00		0.0000	0.0000
	Total		80013466	96.9258	80013466	0	100	0
	E-Voting		42391081	86.2436	42391081		100,0000	0.0000
	Poll	40152210	0	0000'0	00	0	0.0000	0.0000
	Postal Ballot (if	49122/13						
Public- Institutions	applicable)		0	0.000	00	0	0.0000	0.0000
	Total		42391081	86.2436	42391081	0	100	0
	E-Voting		644574	1.1314	644569	ιΩ	99.9992	0.0007
	Poll	7021202	2586	0.0045	2566	20	99.2266	0.7733
	Postal Ballot (if	/6CT/60C						
Public- Non Institutions	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		647160	1.1359	647135	25	1966.66	0.0039
	Total	188675322	123051707	65.2188	123051682	25	100,0000	0,000



Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINAR4 - Cons	ider, approve and a March 2017	idopt the Audited C	onsolidated Financ	ial Statements and	the Report of the	ORDINARY - Consider, approve and adopt the Audited Consolidated Financial Statements and the Report of the Independent Auditors thereon for the year endec 31st March 2017	irs thereon for the
Whether promoter/ promoter group are interested in the agenda/resolution?	9 <u>0</u>							
				% of Votes Polled			% of Votes in	% of Votes
i i		No of charge	No of votes	on outstanding		10 A C V C A C	on votes	against on votes
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100   favour (4)	u – sə.	No. or votes – against (5)	poiled   poiled   poiled   (5)=[(4)/(2)]*100   (7)=[(5)/(2)]*100	polled (7)=[(5)/(2)]*100
	E-Votirg		79034962	95.7405	79034962		100.0000	0.0000
	Poll	90111100	978504	1.1853	978504		100.0000	0.0000
	Postal 3allot (if	97776679						
Promoter and Promoter Group	applicable)		0	0.0000	00		000000	0.0000
	Total		80013466	96.9258	80013466	STATE OF THE PARTY	0 100	0
	E-Votirg		42391081	86.2436	42391081		0 100.0000	0.0000
	Poli	40152710	0	0.0000	00		0.0000	0.0000
	Postal 3allot (if	61/20164		~				
Public- Institutions	applicable)		0	0.0000	8		0.0000	0.0000
	Total		42391081	86.2436	42391081	CHESTS SAFE	0 100	0
	E-Voting		644574	1.1314	644569	,	5 99.9992	0.0007
	Poll	70217033	2586	0.0045	2566	20	99.2266	0.7733
	Postal Bal ct (if	/CCT /COC						
Public- Non Institutions	applicable)		0	0.0000	00		0.0000	0.0000
	Total		647160	1.1359	647135	25	99.9961	0.0039
	Total	188675322	123051707	65.2188	123051682	25	100,000	0.0000



Resolution No.	8							
Resolution required: (Ordinary/ Special)	ORDINARY - Declar	ration of dividend on equity shares.	on equity shares.					
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
				% of Votes Polled on outstanding			% of Votes in favour on votes	% of Votes against on votes
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	shares No. of Vot (3)=[(2)/(1)]* 100   favour (4)	No. of Votes – in favour (4)	No. of Votes – against (5)	polled (6)=[(4)/(2)]*100	polled (7)=[(5)/(2)]*100
	E-Voting		79034962	95.7405	79034962		100.0000	0.0000
	Poll	92551306	978504	1.1853	978504		100.0000	
Promoter and Promoter Group	Postal Ballot (if applicable)	00210020	0	0.0000	00		00000	
	Total		80013466	96.9258	80013466	7 × 14 × 6%		
	E-Voting		45375366	92.3151	45375366		100.0000	0.0000
	Poll	01463101	0	0.0000	00		000000	0.0000
Public- Institutions	Postal Ballot (if applicable)	49132129	0	0.0000	00		טטטט ט	0000
	Total		45375366	92.3151	45375366	0		0
	E-Voting		644574	1.1314	644574		100.0000	0.0000
	Poll	70012023	2586	0.0045	2566	20		0.7733
	Postal Ballot (if	/ACT / AOC						
Public- Non Institutions	applicable)		0	0.0000	00	0	00000	0.0000
	Total	We used light	647160	1.1359	647140	20	6966'66	0.0031
	Total	188675322	126035992	66.8005	126035972	20	100,0000	0.0000



Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Re-app	spointment of Mr. I	pointment of Mr. M Murugappan (DIN 00170478) who is retiring by rotation.	DIN 00170478) who	o is retiring by rotat	ion.		
Whether promoter/ promoter group are interested in the agenda/resolution?	No						, † , †	
				% of Votes Polled				% of Votes
		No. of shares	No. of votes	on outstanding shares	No. of Votes – in	No. of Votes ~	favour on votes polled	against on votes
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100   favour (4)	favour (4)	against (5)	/(2)]*100	(7)=[(5)/(5)]*100
	E-Voting		79034962	95.7405	79034962	0		0.0000
	Poll	82551206	978504	1.1853	978504	0	100.0000	0.0000
	Postal Ballot (if	0277770						
Promoter and Promoter Group	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		80013466	96.9258	80013466	0	100	0
	E-Voting		44526055	90.5872	44511289	14766	8996.66	0.0331
	Poli	49152719	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if	07/70701						
Public- Institutions	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		44526055	90.5872	44511289	14766	8996'66	0.0332
	E-Voting		642720	1.1281	642715	5	99.992	0.0007
	Poll	56071207	2586	0.0045	2566	20	99.2266	0.7733
	Postal Ballot (if	1000						
Public- Non Institutions	applicable)		0	0.0000	00	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
								ı



Resolution No.	S.							
Resolution required: (Ordinary/ Special)	ORDINARY - Appoi	ointment of M/s. Pr	ice Waterhouse, Ch	artered Accountar	ntment of M/s. Price Waterhouse, Chartered Accountants LIP (Firm Regn. No. 012754N/N500015) == Ctatutony Auditory	00 012754N/N500	A vectitation	c tic
Whether promoter/ promoter group are interested in the agenda/resolution?	No No				0		oro) as statutoly a	datois.
			×	% of Votes Polled on outstanding			% of Votes in	% of Votes
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	shares No. of Vot (3)=[(2)/(1)]* 100 favour (4)	No. of Votes – in favour (4)	No. of Votes – against (5)	polled (6)=[(4)/(2)]*100	polled (7)=[(5)/(2)]*100
	E-Voting		79034962	95.7405	79034962	0		0.0000
	Poll	000000	978504	1.1853	978504	0		0.000
Promoter and Dromoter Groun	Postal Ballot (if	00216620	C			50		
	(Supplied b)		5	0000		0	0.0000	0.0000
	lotal		80013466	96.9258	80013466		100	0
	E-Voting		45375366	92.3151	45372066	3300	99.9927	0.0072
	Poll	40152710	0	0.000	00	0	0.0000	0.0000
Public- Institutions	Postal Ballot (if applicable)	CT /7CTC+	0	0.0000	00	0		0000
	Total		45375366	92.3151	45372066	3300	5	0.0073
	E-Voting		644568	1.1314	644563	5		0.0007
	Poll	7021707	2586	0.0045	2566	20		0.7733
Dichic Most Landish at the	Postal Ballot (if	1607 1606						
Public- Non institutions	applicable)		0	00000	8	0	0.0000	0.0000
	Total		647154	1.1359	647129	25	99.9961	0.0039
	Total	188675322	126035986	66.8005	126032661	3325		0.0026



Resolution No.	9							
Resolution required: (Ordinary/Special)	ORDINARY - Appo	ORDINARY - Appointment of Mr. M A M Arunachalam (DIN 00202958) as a Director	M Arunachalam (E	NIN 00202958) as a	Director			
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
				6, 06 / 06 / 06 / 06 / 06 / 06 / 06 / 06				
		1		on outstanding			% of Votes in favour on votes	% of Votes against on votes
Category	Mode of Voting	No. of snares held (1)	No. of votes polled (2)	shares No. of Vot (3)=[(2)/(1)]* 100 favour (4)	es – in	No. of Votes – against (5)	polled   polled   (5)=[(4)/(2)1*100   (7)=[(5)/(2)1*100	polled (7)=[(5)/(2)]*100
	E-Voting		79034962	95.7405	79034962		100.0000	0.0000
	Poll	82551206	978504	1.1853	978504	0	100.0000	0.0000
Promoter and Promoter Group	Postal Ballot (if	00710750	c	00000	6			
of Hamiltonian	Total		80013466	96.975	33861009	0 0	0.0	0.0000
	E-Voting		AAESEOEE	002000	00401000	0		0
	9 2 2		44320033	30.3872	44576055	0	100,000	0.0000
	Poll	49152719	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	Postal Ballot (if applicable)		0	0.0000	00	C		0000
	Total	Water Printers	44526055	90.5872	44526055	0		0000
	E-Voting		642720	1.1281	642715	5	6.66	2000
	Poll	10011001	2586	0.0045	2566	20		0.7733
	Postal Ballot (if	/65T/60C						200
Public- Non Institutions	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	The second second	645306	1.1326	645281	25	3	0.0039
	Total	188675322	125184827	66,3493	125184802	25		0.0000
								W. C.



Resolution No.	7							
Resolution required: (Ordinary/ Special)	ORDINARY - Appo	ointment of Mr. P S	ORDINARY - Appointment of Mr. P S Raghavan (DIN 07812320) as an Independent Director.	12320) as an Indep	endent Director.			
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
				% of Votes Polled	,		% of Votes in	% of Votes
		No. of shares	No. of votes	on outstanding shares	No. of Votes – in	No. of Votes –	favour on votes	against on votes
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100   favour (4)	favour (4)	against (5)	(6)=[(4)/(2)]*100  (7)=[(5)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting		79034962	95.7405	79034962		100.0000	0.0000
	Poll	82551206	978504	1.1853	978504		100.0000	0.0000
Promoter and Promoter Groun	Postal Ballot (if	0021020		0000				
	Total	Service Control of the Control of th	80013466	00000	8		0.0	0.0000
	Loren	OHO THE STATE OF T	00407000	90.9290	200134pp	3	100	0
	E-Voting		44526055	90.5872	44526055	0	100.0000	0.0000
	Poll	49152719	0	0.0000	00	0	0.0000	0.0000
ē :	Postal Ballot (if							
Public- Institutions	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		44526055	90.5872	44526055	0		0
	E-Voting		642720	1.1281	642677	43	5.66	0.0066
	Poll	70017033	2586	0.0045	2566	20		0.7733
	Postal Ballot (if	/66T /60C						
Public- Non Institutions	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	6666'66	0.0001
								ı



Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are								
1000	ORDINARY - Appo	intment of Mr. Sujj	ORDINARY - Appointment of Mr. Sujjain S Talwar (DIN 01756539) as an Independent Director.	1756539) as an Inde	ependent Director.			
100	No							
				% of Votes Polled				% of Votes
Category	20140/190 OF ON	No. of shares	tes	shares	es – in	No. of Votes ~		against on votes
	F-Voting	וובוח (ד)	79034962	(5)=[(7)/(7)]. TOO Tavour (4)	030700	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	Doll		701010	1,101				0.000
	101	82551206	3/8204	T.1853	9/8504		100.0000	0.0000
Promoter and Promoter Group	Postal Ballot (if applicable)		0	0.0000	00		0.0000	0000
	Total	STATE OF THE STATE	80013466	96.9258	80013466		d 20 0	0
	E-Voting		44526055	90.5872	44526055		100.0000	0.0000
	Poll	10152710	0	0.0000	00		000000	0.0000
Dryblic, Incellutions	Postal Ballot (if	437777	C	000		i i	- 1	
	applicable)		D LIGOCUAN		-	0	0.0	0.0000
	rotal		44526055	90.5872	44526055		0 100	0
	E-Voting		642720	1.1281	642677	43	99.9933	0.0066
	Poll	70217033	2586	0.0045	2566	20	99.2266	0.7733
	Postal Ballot (if	1661 1600						
Public- Non Institutions	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		645306	1.1326	645243	63	99.9902	8600.0
	Total	188675322	125184827	66.3493	125184764	63	6666666	0.0001



Resolution No.	6							
Resolution required: (Ordinary/ Special)	ORDINARY - Re-ap	opointment of Mr. I	ORDINARY - Re-appointment of Mr. K Srinivasan (DIN 00088424) as Managing Director.	088424) as Managi	ing Director.			
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
				% of Votes Polled			% of Votes in	% of Votes
II		No. of shares	No. of votes	on outstanding shares	No. of Votes – in	No. of Votes –	es	against on votes
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100 favour (4)		against (5)	)/(2)]*100	(7)=[(5)/(5)]*100
	E-Voting		79034962	95.7405	79034962		0 100.0000	0.0000
	Poll	82551206	978504	1.1853	978504	0	100.0000	0.0000
1 1 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2	Postal Ballot (if	0021200						
Promoter and Promoter Group	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	E IN THE	80013466	96.9258	80013466	0	N	0
	E-Voting		45375366	92.3151	45375366	0	100.0	0.0000
	Poll	49152719	0	0.0000	00	0	0.0000	0.0000
7:	Postal Ballot (if				70107			
ווארומוואוא	applicable)		0	0.000	00	0	0.0000	0.0000
	Total		45375366	92.3151	45375366	0	100	0
	E-Voting		642720	1.1281	642677	43	99.6	0.0066
	Poll	7021207	2586	0.0045	2566	20	99.2266	0.7733
	Postal Ballot (if	/6CT /606						
Public- Non Institutions	applicable)		0	0.0000	8	0	0.0000	0.0000
	Total		645306	1.1326	645243	63		0.0098
	Total	188675322	126034138	566.7995	126034075	63		000000



Resolution No.	10							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratifi	cation of the remur	ORDINARY - Ratification of the remuneration of Cost Auditor for the FY 2017-18.	litor for the FY 201	7-18.			
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
				10 10 10 10 10 10 10 10 10 10 10 10 10 1				
30				on outstanding			% or votes in favour on votes	% or Votes against on votes
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	shares No. of Voi (3)=[(2)/(1)]* 100   favour (4)	tes – in	No. of Votes – against (5)	polled   polled   polled   (6)=[(4)/(2)]*100   (7)=[(5)/(2)]*100	polled (7)=[(5)/(2)]*100
	E-Voting		79034962	95.7405	79034962	0	-	0.0000
	Poll	92551206	978504	1.1853	978504	0		0.0000
	Postal Ballot (if	0777770						
Promoter and Promoter Group	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	THE SOLD STATE	80013466	96.9258	80013466	0	100	0
	E-Voting		45375366	92.3151	45375366	0	100.0000	0.000
	Poll	49152719	0	0.0000	00	0	0.0000	0.0000
D. 1813.	Postal Ballot (if	7						
Public- Institutions	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		45375366	92.3151	45375366		100	0
	E-Voting		644568	1.1314	644563	5	99.992	0.0007
	Poil	56071207	2586	0.0045	2566	20	99.2266	0.7733
	Postal Ballot (if	1605						
Public- Non Institutions	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	2015年 2015年 (Store	647154	1.1359	647129	25	99.9961	0.0039
	Total	188675322	126035986	66.8005	126035961	25	100.0000	0.0000



Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?								
Whether promoter/ promoter group are interested in the agenda/resolution?	SPECIAL - Approva	SPECIAL - Approval of offer/invitation to subscribe to Non-Convertible Debentures of the Company on Private Placement hasis	1 to subscribe to No	n-Convertible Deb	entures of the Com	pany on Private PI	arement hasis	
	No							
				% of Votes Polled on outstanding			% of Votes in	% of Votes
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	shares No. of Vot (3)=[(2)/(1)]* 100 favour (4)	es – in	No. of Votes		polled
	E-Voting		79034962	95.7405	79034962		100.0000	0.0000
	Poll	200,11	978504	1.1853	978504			0.000
	Postal Ballot (if	9722770p						
Promoter and Promoter Group	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	Supply Asplication of	80013466	96,9258	80013466	0 1000	100	0
	E-Voting		45375366	92.3151	45375366	0	100.0000	0.0000
	Poil	49152719	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	Postal Ballot (if applicable)		0	0.0000	00	C	0000	00000
	Total	10 10 Marie 10	45375366	92.3151	453753			0
	E-Voting		644574	1.1314	644569	5	99.6	0.0007
	Poll	50515000	2586		2566	20		0.7733
	Postal Ballot (if	/60T /60C						
Public- Non Institutions	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	The section of the se	647160	1.1359	647135	25	99.9961	0.0039
	Total	188675322	126035992	66,8005	126035967	25	100.0000	00000





New No. 5, (Old No.12), Sivasailam Street

T.Nagar, Chennai - 600 017.

Phone: 42166988, 43502997, 42555587

email: sridharan.r@aryes.in

web : www.aryes.in

#### **Consolidated Scrutinizer's Report**

31st July, 2017

The Chairman

Carborundum Universal Limited,

'Parry House', 43, Moore Street,

Chennai - 600 001.

## Ref: 63rd Annual General Meeting (AGM) of the members of the Company

Dear Sir,

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

The Board of Directors of **Carborundum Universal Limited** vide resolution dated 9<sup>th</sup>May, 2017, pursuant to the provisions of Sections 108 and 109 of the Companies Act, 2013 read with Rule 20 (as amended) and Rule 21 of the Companies (Management and Administration) Rules, 2014 to conduct the remote e-voting process held between Thursday, July 27, 2017 (9.00 AM) (IST) to Sunday, July30, 2017 (5.00 PM) (IST) and to conduct the voting process through electronic voting system (Insta Poll) relating to the resolutions set out in the notice of the 63<sup>rd</sup> AGM of the members of the Company, held on Thursday, 31st July, 2017 at 3.00 p.m. (IST)at TTK Auditorium (Main Hall), The Music Academy, New No 168,TTKRoad, Royapettah, Chennai – 600 014.

We now submit our consolidated Report as under:

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

63<sup>RD</sup> AGM - CONSOLIDATED SCRUTINIZER'S REPORT

Carborundum Universal Limi



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

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

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

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

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

#### (iii) Invalid Votes:

NIL	NIL	NIL	NIL	NIL
Number of members voted in Remote E- Voting		members/Proxies	Number of votes cast (Shares) - Insta Poll	

#### **RESULT:**

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



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

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

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

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

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

#### (iii) Invalid Votes:

members voted Remote E- Voting	în	Number of votes cast (Shares) – Remote E- Voting	The state of the s		Total Number of votes cast through Remote E-Voting and Insta Poll	
NIL		NIL	NIL	NIL	NIL	

#### **RESULT:**

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



## Item No. 3 -Declaration of Dividend(Ordinary Resolution)

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

167	125054902	9		98107	0	126035972	99.99998
Number of members voted in Remote E- Voting	Number of votes cast (Shares) = Remote E-Voting	Number members/ Proxies voted Insta Poll	by	Number votes (Shares) Insta Poll	of cast	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast

## (ii) Votes against the resolution:

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

#### (iii) Invalid Votes:

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

#### **RESULT:**

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



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

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

163	124188966	9		98107	0	125170036	99.98818
Number o members voted ir Remote E- Voting	votes cas (Shares) Remote E-Voting	- Proxies voted Insta Poll	of by	Number votes (Shares) Insta Poll	of cast	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast

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

Number members voted Remote E- Voting	of	Number votes (Shares) Remote E-Voting	of cast	Number of members/ Proxies voted by Insta Poll	Number votes (Shares) Insta Poll	of cast	Total Number of votes cast through Remote E-Voting and Insta Poll	
2		1477	1	2	20		14791	0.01182

#### (iii) Invalid Votes:

NIL	NIL	NIL	NIL	NÍL
Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E- Voting		Number of votes cast (Shares) - Insta Poll	1101,700

#### RESULT:

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

63<sup>RD</sup> AGM – CONSOLIDATED SCRUTINIZER'S REPORT

Carborundum Universal Limited

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

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

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

### (ii) Votes against the resolution:

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

#### (iii) Invalid Votes:

NIL	NIL	NIL	NIL	NIL
Number of members voted in Remote E- Voting		Number of members/Proxies voted by Insta Poll		Total Number of votes cast through Remote E-Voting and Insta Poll

#### **RESULT:**

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

63<sup>RD</sup> AGM – CONSOLIDATED SCRUTINIZER'S REPORT

Carborundum Universal Limite

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

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

164	124203732	9		98107	0	125184802	99.99998
Number of members voted in Remote E- Voting	votes ca	of Number st members/ - Proxies voted Insta Poll	of by	Number votes (Shares) Insta Poll	of cast	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast

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

Number members voted Remote E- Voting	of in	Number votes (Shares) Remote E-Voting	of cast -	Number of members/ Proxies voted by Insta Poll	Number votes car (Shares) Insta Poll	of Total Number of votes cast through Remote E-Voting and Insta Poll	
1		5		2	20	25	0.00002

#### (iii) Invalid Votes:

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

#### **RESULT:**

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



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

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

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

## (ii) Votes against the resolution:

Number members voted Remote E- Voting	of in	Number votes (Shares) Remote E-Voting	of cast	Number of members/ Proxies voted by Insta Poll	Number votes (Shares) Insta Poll	of cast -	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
2		43	2.1	2	20	N.	63	0.00005

#### (iii) Invalid Votes:

NIL	NIL	NIL	NIL	NIL
members voted	Number of votes cast (Shares) – Remote E- Voting	Number of members/Proxies voted by Insta Poll	cast (Shares) -	

#### **RESULT**:

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



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

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

163	124203694	9		98107	0	125184764	99.99995
Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number members/ Proxies voted Insta Poll	of by	Number votes (Shares) Insta Poll	of cast	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast

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

Number members voted Remote E- Voting	of in	Number votes (Shares) Remote E-Voting	of cast -	Number of members/ Proxies voted by Insta Poll	Number votes (Shares) Insta Poll	of cast	Albertalists (Section Albertalis)	valid votes cast
2		43		2	20		63	0.00005

#### (iii) Invalid Votes:

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

#### **RESULT:**

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

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

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

164	125053005	9		98107	0	126034075	99.99995
Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number members/ Proxies voted b Insta Poll	of by	Number votes (Shares) Insta Poll	of cast	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast

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

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

### (iii) Invalid Votes:

NIL	NIL	NIL	NIL	NIL
members voted	Number of votes cast (Shares) – Remote E- Voting		Number of votes cast (Shares) - Insta Poll	

#### RESULT:

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



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

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

165	125054891	9		98107	0	126035961	99.999	98
Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number members/ Proxies voted Insta Poll	of by	Number votes (Shares) Insta Poll	of cast -	Total Number of votes cast through Remote E-Voting and Insta Poll	number	total of otes

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

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

#### (iii) Invalid Votes:

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

#### **RESULT:**

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

63<sup>RD</sup> AGM – CONSOLIDATED SCRUTINIZER'S REPORT

**Carborundum Universal Limited** 



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

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

166		125054	897	9		98107	0	126035967	99.99998
members voted Remote E- Voting	in	votes (Shares) Remote E-Voting	cast -	members/ Proxies voted Insta Poll	by	votes (Shares) Insta Poll	cast	of votes cast through Remote E-Voting and Insta Poll	number of valid votes cast
Number	of	Number	of	Number	of	Number	of	Total Number	% of total

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

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

#### (iii) Invalid Votes:

NIL	NIL	NIL	NIL	NIL
Number of members voted in Remote E- Voting	cast (Shares) -			Total Number of votes cast through Remote E- Voting and Insta Poll

#### **RESULT**:

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



- 4. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" for each resolution is enclosed.
- 5. The electronic data relating to remote e-voting and electronic voting system (Insta Poll) and all other relevant records is under our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the Annual General Meeting.

Thanking you, Yours faithfully,

For R. Sridharan & Associates Company Secretaries

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



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

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

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

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

