

3rd August, 2015

Mr.BhushanMokashi DCS-CRD Bombay Stock Exchange Ltd. 1st floor, New Trading Ring Rotunda Building,PJ Towers Dalal Street,Fort Mumbai 400001

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 400051

Carborundum Universal Limited

Regd. Off: 'Parry House', 43, Moore Street,

Chennai - 600 001. India.

Tel.:+91-44-3000 6161 Fax:+91-44-3000 6149 Email:cumigeneral@cumi.murugappa.com

Website: www.cumi.murugappa.com CIN No.: L29224TN1954PLC000318.

Fax No.022 22723121 /22722037 22722039 /22722041 /2061/ 22723719 /2039 Tel 022-2272 1233 /342375/2066 Extn- 8247 /8010 /8014 Direct Tel:022-22721121/2375 By Speed Post Ack. Due

Fax No.022 26598237 /38 022 26598347 /48 Tel No.2659 8452 /26598235-36 26598100

Stock Code:CARBORUNIV-EQ By Speed Post Ack. Due

Dear Sir,

Sub: Disclosure of Voting Results of $61^{\rm st}$ Annual General Meeting of the Company held on $3^{\rm rd}$ August 2015 as per the requirement of clause 35A of the Equity Listing Agreement

Details of Voting Results

SLNO	DESCRIPTION									
Α	DATE OF AGM			03-08-2015						
В	BOOK CLOSURE DATE			27-07-2015 - Cut -off date for purpose of E-Voting 23-07-2015 to 03-08-2015 (Both days inclusive)						
С	TOTAL NUMBER OF SH RECORD DATE	HAREHOLDERS C	N	19878						
D	NO OF SHAREHOLDER MEETING EITHER IN P THROUGH PROXY		ΗE	2015						
	SHAREHOLDERS	PRESENT IN PERSON		SENT OUGH XY	TOTAL	SHARES	% TO CAPITAL			
	PROMOTER AND PROMOTER GROUP	4		0	4	1455040	0.77			
	PUBLIC	1995		16	2011	2559283	1.36			
	TOTAL	1999		16	2015	4014323	2.13			
E	No. of shareholders a conferencing facility w	No. of shareholders attended the meeting through Video conferencing -No video conferencing facility was made available.								







Resolution No	Items of the notice	Resolution (Ordinary/ Special)	Mode of voting	Remarks
1	Adoption of standalone and consolidated financial statements for the year ended 31st March 2015 together with the Reports of the Board of Directors and Auditors thereon.	Ordinary	E-Voting, Voting at the Venue	Passed with requisite majority.
2	Approval of the final dividend for the financial year ended 31 st March 2015 and to confirm the interim dividend paid for the financial year ended 31 st March 2015.	Ordinary	E-Voting, Voting at the Venue	Passed with requisite majority.
3	Re-appointment of Mr. M M Murugappan (DIN 00170478), Director retiring by rotation as a Director	Ordinary	E-Voting, Voting at the Venue	Passed with requisite majority.
4	Ratification of appointment of Statutory Auditors	Ordinary	E-Voting, Voting at the Venue	Passed with requisite majority.
5	Appointment of Mrs. Bharati Rao (DIN 01892516) as an Independent Director To consider	Ordinary	E-Voting, Voting at the Venue	Passed with requisite majority.
6	Re-appointment of Mr. K Srinivasan as Managing Director	Ordinary	E-Voting, Voting at the Venue	Passed with requisite majority.
7	Ratification of Cost Auditor's Remuneration	Ordinary	E-Voting, Voting at the Venue	Passed with requisite majority.
8	Approval of offer/invitation to subscribe to Non-convertible Debentures on Private Placement basis.	Special	E-Voting, Voting at the Venue	Passed with requisite majority.

The Voting details are enclosed herewith in the prescribed format. The Scrutiniser's report on the e-voting conducted during the period from $31^{\rm st}$ July 2015 to $2^{\rm nd}$ August 2015 on Share Transfer Registrar's (Karvy) platform and the voting conducted at the venue using Instapoll is also enclosed.

Thanking You, Yours faithfully,

For Carborundum Universal Limited

W UNIV

CHENNAL

Rekha Surendhiran Company Secretary

Encl:As above



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T.Nagar, Chennai - 600 017.

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sridharan.r@aryes.in

Consolidated Scrutinizer's Report

3rd August, 2015

The Chairman

Messrs. Carborundum Universal Limited,
'Parry House', 43, Moore Street,
Chennai - 600 001.

Ref: 61st Annual General Meeting (AGM) of the members of the Company

Dear Sir,

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

The Board of Directors of **M/s. Carborundum Universal Limited** vide resolution dated 1st May, 2015, 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 Friday, July 31, 2015 (9.00 AM) (IST) to Sunday, August 2, 2015 (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 61st AGM of the members of the Company, held on Monday, 3rd August, 2015 at 3.00 p.m. (IST) at TTK Auditorium (Main Hall), The Music Academy, New No 168, TTK Road, Royapettah, Chennai – 600 014.

We now submit our consolidated Report as under:

- The Company has availed remote e-voting system and electronic voting system at the AGM Venue (Insta Poll) from M/s 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 members who had exercised the votes through remote e-voting after 5.00 P.M. on Sunday, August 2, 2015. 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 Ms A Deepika, 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 are based on the data downloaded from the official website of M/s Karvy Computershare Private Limited.
- 3. Based on the data downloaded from the Official website of M/s Karvy Computershare Private Limited for the remote E-Voting system and on the basis of the report furnished to us by them on the electronic voting system (Insta Poll) conducted at the AGM Venue, we now submit our consolidated report (Remote E-Voting, Electronic Voting System (Insta Poll)) as under:







Item No. 1 - Adoption of Standalone & Consolidated Financial Statements, Board's Report & Auditors Report (Ordinary Resolution)

(i) Votes in favour of the resolution:

(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 Ins	of Proxies sta Poll	Number votes (Shares) Insta Poll	of cast -	of votes cast	% of number valid cast	total of votes
1		2		1		722		724	0.00	06

(iii) Abstained Votes:

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

(iv) Invalid Votes:

members voted in Remote E- Voting	members/Proxies voted by Insta Poll		Total Number of votes cast through Remote E-Voting and Insta Poll		
	 _	•	1		

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 –Declaration of Final Dividend of Re. 0.50 per equity share of Re.1/- each and confirmation interim dividend of Re.0.75 per equity share of Re.1/- each to Equity Shareholders for the financial year ended 31st March, 2015. (Ordinary Resolution)

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

101 130410825		40		1182481		131593306	99.9995		
								Insta Poll	
E- Votina		E-Voting						E-Voting and	
Remote		Remote		Insta Poll		Insta Poll		Remote	cast
voted	in	(Shares)	=	Proxies voted	by	(Shares)	*	through	valid votes
members		votes	cast	members/		votes	cast	of votes cast	number of
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 members/ voted by Ir	of Proxies Ista Poll	Number votes (Shares) Insta Poll	of cast -	Total Number of votes cast through Remote E-Voting and Insta Poll	% of numbe valid cast	total r of votes
NIL		NIL	1	1		722	u.	722	0.00	005

(iii) Abstained Votes:

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

(iv) Invalid Votes:

members	Number of votes cast (Shares) – Remote E- Voting					
NIL NIL		1	1	1		

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 – Re-appointment of Mr. M M Murugappan (DIN: 00170478), Director retiring by Rotation (Ordinary Resolution)

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

89		127245	126	39		46020	3	127705329	97.3266
Remote E- Voting		Remote E-Voting		Insta Poll		Insta Poll		Remote E-Voting and Insta Poll	cast
members voted	in	votes (Shares)	cast	members/ Proxies voted		votes (Shares)	cast	of votes cast through	number o
Number	of	Number	of	Number	of	Number	of	Total Number	% of tota

(ii) Votes against the resolution:

Number members voted Remote E- Voting	of in	Number votes (Shares) Remote E-Voting	of cast =	Number of members/ Proxic voted by Insta Po	es	Number votes (Shares) Insta Poll	of cast	Total Number of votes cast through Remote E-Voting and Insta Poll	number	total of otes
10		28055	59	2	T	70230	0	3507859	2.673	34

(iii) Abstained Votes:

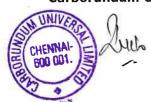
2		36014	10	NIL	NIL	360140
Remote voting	e-	Remote Voting	E-	La liberal		E-Voting and Poll
voted	in	(voted by Poll	Poll	through Remote
Number members	of	Number votes	of cast	Number of members/Proxies	Number of votes cast (Shares) -	

(iv) Invalid Votes:

members	f Number of votes cast (Shares) - Remote E- Voting	members/Proxies	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll
NIL NIL		2	20701	20701

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 - Ratification of the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, (Firm Registration No. 008072S) as the statutory auditors and fixing their remuneration. (Ordinary Resolution)

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

100	130410823	40		118248	31	131593304	99.9994
Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number members/ Proxies voted b Insta Poll	ру	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 members/ voted by In	of Proxies esta Poll		of cast		J	total of votes
1		2		1		722	1 4	724	0.00	06

(iii) Abstained Votes:

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

(iv) Invalid Votes:

members voted in Remote E- Voting cast (Shares) - members/Proxies cast (Shares) - votes cast voted by Insta Insta Poll voting and In	Ē-
Remote E- Voting Poll Voting and In	_

RESULT:

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





Item No. 5 - Appointment of Mrs. Bharati Rao (DIN: 01892516) as an Independent Director (Ordinary Resolution)

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

101		130410	825	40		11824	81	131593306	99.9995
_								Insta Poll	
E- Voting		E-Voting						E-Voting and	
Remote		Remote		Insta Poll		Insta Poll		Remote	cast
voted	in	(Shares)	*	Proxies voted	by	(Shares)	>=	through	valid votes
members		votes	cast	members/		votes	cast	of votes cast	number of
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 members/ voted by In	of Proxies sta Poll	Number votes (Shares) Insta Poll	of cast	Total Number of votes cast through Remote E-Voting and Insta Poll		total of votes
NIL		NIL	Ž.	1		722	E S	722	0.00	05

(iii) Abstained Votes:

Number members voted Remote voting	of in e-	Number votes (Shares) Remote Voting	cast	1	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll
NIL		NIL		NIL	NIL	NIL

(iv) Invalid Votes:

members voted	members voted cast (Shares) – in Remote Remote		Number of votes cast (Shares) - Insta Poll	
NIL	NIL	1	1	1

RESULT:

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







Item No. 6 - Re-appointment of Mr. K Srinivasan (DIN: 00088424) as Managing Director (Ordinary Resolution)

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

100		130410	823	40		11824	81	131593304	99.99	94
				_				Insta Poll		
E- Voting		E-Voting						E-Voting and		
Remote		Remote		Insta Poll		Insta Poll		Remote	cast	
voted	in	(Shares)	-	Proxies voted	by	(Shares)	-	through	valid	votes
members		votes	cast	members/		votes	cast	of votes cast	number	of
Number	of	Number	of	Number	of	Number	of	Total Number	% of	total

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

Number of members voted in Remote E- Voting	Number votes (Shares) Remote E-Voting	of cast -	Number members/ voted by In	of Proxies sta Poll	Number votes (Shares) Insta Poll	of cast	Total Number of votes cast through Remote E-Voting and Insta Poll		total of votes
1	2		1		722		724	0.00	06

(iii) Abstained Votes:

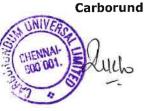
Number members voted Remote voting	Number votes (Shares) Remote Voting	cast	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll
NIL	NIL		NIL	NIL	NIL

(iv) Invalid Votes:

Number	of	Number of votes	Number of	Number of votes	Total Number of
members	in	` '	members/Proxies	cast (Shares) - Insta Poll	votes cast through Remote E-
voted Remote	in	Remote E- Votina	voted by Insta	Ilista Poli	Voting and Insta Poll
E- Voting		2 voting			vecing and inetal con
NIL		NIL	1	1	1

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 - Ratification of remuneration of M/s. S.Mahadevan & Co, Cost Accountants, Chennai for the cost audit for the financial years 2014-15 and 2015 -16. (Ordinary Resolution)

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

100	130410823	40	1182481	131593304	99.9994
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	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		of cast -	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
1		2	J	1 1 1	722		724	0.0006

(iii) Abstained Votes:

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

(iv) Invalid Votes:

E- Voting NIL	NIL	1	1	1
members voted in Remote	Number of votes cast (Shares) – 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. 7 as set out in the Notice of the AGM is passed with requisite majority.







Item No. 8 - Approval of offer/invitation to subscribe to Non-convertible Debentures on a private placement basis (Special Resolution)

(i) Votes in favour of the resolution:

101	130410825	40	118248	31	131593306	99.9995
Number of members voted in Remote E- Voting	votes cast (Shares) – Remote E-Voting	members/	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 members/ voted by Ins	of Proxies sta Poll	Number votes (Shares) Insta Poll	of cast -	Total Number of votes cast through Remote E-Voting and Insta Poll	% of to number valid vot cast	of
NIL		NIL		1		722		722	0.0005	

(iii) Abstained Votes:

NIL		NIL	-11"	NIL	NIL	NIL
voted Remote voting	in e-	(Shares) Remote Voting	E-	voted by Poll	Poll	through Remote E-Voting and Poll
Number members	of	Number votes		members/Proxies	Number of votes cast (Shares) -	Total Number of votes cast

(iv) Invalid Votes:

Remote E- Voting		E- Voting	Poll 1	1	Voting and Insta Poll
Number members voted	of In	Number of votes cast (Shares) – Remote	Number of members/Proxies voted by Insta		

RESULT:

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





R. Sridharan & Associates Company Secretaries

- 4. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- 5. The electronic data relating to remote e-voting and electronic voting system (Insta Poll), 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 For CARBORUNDUM UNIVERSAL LIMITED

Rekha Surendhiran Company Secretary