



3<sup>rd</sup> August, 2015

**Carborundum Universal Limited**

**Regd. Off :** 'Parry House', 43, Moore Street,  
Chennai - 600 001. India.  
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CIN No. : L29224TN1954PLC000318.

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

Dear Sir,

**Sub: Disclosure of Voting Results of 61<sup>st</sup> Annual General Meeting of the Company held on 3<sup>rd</sup> August 2015 as per the requirement of clause 35A of the Equity Listing Agreement**

Details of Voting Results

SLNO	DESCRIPTION					
A	DATE OF AGM		<b>03-08-2015</b>			
B	BOOK CLOSURE DATE		<b>27-07-2015</b> - Cut -off date for purpose of E-Voting <b>23-07-2015 to 03-08-2015</b> ( Both days inclusive)			
C	TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE		<b>19878</b>			
D	NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY		<b>2015</b>			
	SHAREHOLDERS	PRESENT IN PERSON	PRESENT THROUGH PROXY	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 attended the meeting through Video conferencing -No video conferencing facility was made available.					



*Sub*




**murugappa**

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 31 <sup>st</sup> 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 <sup>st</sup> March 2015 and to confirm the interim dividend paid for the financial year ended 31 <sup>st</sup> 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<sup>st</sup> July 2015 to 2<sup>nd</sup> 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

  
Rekha Surendhiran  
Company Secretary



Encl:As above

**Consolidated Scrutinizer's Report**

3<sup>rd</sup> August, 2015

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

**Ref: 61<sup>st</sup> 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 1<sup>st</sup> 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 61<sup>st</sup> AGM of the members of the Company, held on Monday, 3<sup>rd</sup> August, 2015 at 3.00 p.m. (IST) at T T K Auditorium (Main Hall), The Music Academy, New No 168, T T K Road, Royapettah, Chennai - 600 014.

We now submit our consolidated Report as under:

1. The Company has availed remote e-voting system and electronic voting system at the AGM Venue (Insta Poll) from 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:

**61<sup>st</sup> AGM – CONSOLIDATED SCRUTINIZER'S REPORT**  
**Carborundum Universal Limited**







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

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>100</b>	<b>130410823</b>	<b>40</b>	<b>1182481</b>	<b>131593304</b>	<b>99.9994</b>

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>1</b>	<b>2</b>	<b>1</b>	<b>722</b>	<b>724</b>	<b>0.0006</b>

(iii) **Abstained** Votes:

Number of members voted in Remote e- voting	Number of votes cast (Shares) - Remote E-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
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iv) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
<b>NIL</b>	<b>NIL</b>	<b>1</b>	<b>1</b>	<b>1</b>

**RESULT:**

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



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**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 31<sup>st</sup> March, 2015. (Ordinary Resolution)**

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>101</b>	<b>130410825</b>	<b>40</b>	<b>1182481</b>	<b>131593306</b>	<b>99.9995</b>

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>NIL</b>	<b>NIL</b>	<b>1</b>	<b>722</b>	<b>722</b>	<b>0.0005</b>

(iii) **Abstained** Votes:

Number of members voted in Remote e- voting	Number of votes cast (Shares) - Remote E- 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
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iv) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
<b>NIL</b>	<b>NIL</b>	<b>1</b>	<b>1</b>	<b>1</b>

**RESULT:**

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

61<sup>st</sup> AGM – CONSOLIDATED SCRUTINIZER’S REPORT  
Carborundum Universal Limited



*[Handwritten Signature]*



**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:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>89</b>	<b>127245126</b>	<b>39</b>	<b>460203</b>	<b>127705329</b>	<b>97.3266</b>

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>10</b>	<b>2805559</b>	<b>2</b>	<b>702300</b>	<b>3507859</b>	<b>2.6734</b>

(iii) **Abstained** Votes:

Number of members voted in Remote e- voting	Number of votes cast (Shares) - Remote E- 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
<b>2</b>	<b>360140</b>	<b>NIL</b>	<b>NIL</b>	<b>360140</b>

(iv) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
<b>NIL</b>	<b>NIL</b>	<b>2</b>	<b>20701</b>	<b>20701</b>

**RESULT:**

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

61<sup>st</sup> AGM – CONSOLIDATED SCRUTINIZER’S REPORT  
Carborundum Universal Limited



*[Handwritten Signature]*



**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:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>100</b>	<b>130410823</b>	<b>40</b>	<b>1182481</b>	<b>131593304</b>	<b>99.9994</b>

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>1</b>	<b>2</b>	<b>1</b>	<b>722</b>	<b>724</b>	<b>0.0006</b>

(iii) **Abstained** Votes:

Number of members voted in Remote e- voting	Number of votes cast (Shares) - Remote E- 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
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iv) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
<b>NIL</b>	<b>NIL</b>	<b>1</b>	<b>1</b>	<b>1</b>

**RESULT:**

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



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

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>101</b>	<b>130410825</b>	<b>40</b>	<b>1182481</b>	<b>131593306</b>	<b>99.9995</b>

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>NIL</b>	<b>NIL</b>	<b>1</b>	<b>722</b>	<b>722</b>	<b>0.0005</b>

(iii) **Abstained** Votes:

Number of members voted in Remote e- voting	Number of votes cast (Shares) - Remote E-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
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iv) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll
<b>NIL</b>	<b>NIL</b>	<b>1</b>	<b>1</b>	<b>1</b>

**RESULT:**

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

61<sup>st</sup> AGM – CONSOLIDATED SCRUTINIZER’S REPORT  
Carborundum Universal Limited



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

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) – Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>100</b>	<b>130410823</b>	<b>40</b>	<b>1182481</b>	<b>131593304</b>	<b>99.9994</b>

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) – Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>1</b>	<b>2</b>	<b>1</b>	<b>722</b>	<b>724</b>	<b>0.0006</b>

(iii) **Abstained** Votes:

Number of members voted in Remote e- voting	Number of votes cast (Shares) – Remote E-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
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iv) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E- Voting	Number of members/Proxies voted by Insta Poll	Number of votes cast (Shares) – Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
<b>NIL</b>	<b>NIL</b>	<b>1</b>	<b>1</b>	<b>1</b>

**RESULT:**

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



**Item No. 7 – 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:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>100</b>	<b>130410823</b>	<b>40</b>	<b>1182481</b>	<b>131593304</b>	<b>99.9994</b>

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>1</b>	<b>2</b>	<b>1</b>	<b>722</b>	<b>724</b>	<b>0.0006</b>

(iii) **Abstained** Votes:

Number of members voted in Remote e- voting	Number of votes cast (Shares) Remote E- 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
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iv) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
<b>NIL</b>	<b>NIL</b>	<b>1</b>	<b>1</b>	<b>1</b>

**RESULT:**

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

61<sup>st</sup> AGM – CONSOLIDATED SCRUTINIZER'S REPORT  
Carborundum Universal Limited



**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:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>101</b>	<b>130410825</b>	<b>40</b>	<b>1182481</b>	<b>131593306</b>	<b>99.9995</b>

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>NIL</b>	<b>NIL</b>	<b>1</b>	<b>722</b>	<b>722</b>	<b>0.0005</b>

(iii) **Abstained** Votes:

Number of members voted in Remote e- voting	Number of votes cast (Shares) - Remote E- 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
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iv) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
<b>NIL</b>	<b>NIL</b>	<b>1</b>	<b>1</b>	<b>1</b>

**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.






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