



**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.

31<sup>st</sup> July 2019

BSE Limited  
1<sup>st</sup> 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

Total 23 pages (including covering letter)

Dear Sirs,

**Sub: Intimation on the proceedings of the 65<sup>th</sup> Annual General Meeting held 31<sup>st</sup> July 2019**

The Company's sixty fifth Annual General Meeting (65<sup>th</sup> AGM) was held today i.e. 31<sup>st</sup> July 2019 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 informed that the copies of the AGM notice together with the Annual Report for the FY 2018-19 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.





**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.

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.

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 2019 did not have any qualifications, reservations, adverse remarks or disclaimers 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 on the annual report and matters concerning the operations of the Company. After the same were raised by the members present at the venue, necessary response and clarifications were provided. After the discussions were complete, members who had not earlier voted through remote e-voting were provided time to cast their votes on the resolutions through Instapoll.

Mr. K Srinivasan, Managing Director made a brief presentation on the operations of the Company during the year 2018-19 and also presented the performance highlights for the quarter ended June 30, 2019 which was considered and approved by the Board at its meeting held earlier during the day.

All the following resolutions as set out in the Notice of the AGM dated 26<sup>th</sup> April 2019 were approved at the meeting with requisite majority.

1. Adoption of Audited Standalone Financial Statements of the Company for the year ended 31<sup>st</sup> March 2019, together with the Reports of the Board of Directors and the Auditors thereon;
2. Adoption of Audited Consolidated Financial Statements of the Company for the year ended 31<sup>st</sup> March 2019 together with the Report of the Auditors thereon;
3. Declaration of final dividend of Re. 1.25/- per equity share of Re. 1/- each for the year 2018-19 and confirmation of interim dividend of Rs.1.50/- paid during the year ended 31<sup>st</sup> March 2019;
4. Re-appointment of Mr. M M Murugappan (DIN 00170478), Director retiring by rotation;
5. Re-appointment of Mr. Aroon Raman (DIN 00201205) as an Independent Director to hold office for a second term of five (5) consecutive years from 1<sup>st</sup> August 2019;
6. Re-appointment of Mr. Sanjay Jayavarthanavelu (DIN 00004505) as an Independent Director to hold office for a second term of five (5) consecutive years from 1<sup>st</sup> August 2019;
7. Appointment of Mr. N Ananthaseshan (DIN 02402921) as Managing Director –Designate effective 26<sup>th</sup> April 2019 and as the Managing Director of the Company effective 23<sup>rd</sup> November 2019 and approval of the terms of appointment;





**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.

8. Approval for payment of commission to Mr. M M Murugappan (DIN 00170478), Chairman for the FY 2018-19;
9. Ratification of remuneration of Rs.4,50,000 p.a. excluding applicable taxes and out of pocket expenses payable to Cost Auditor - M/s. S Mahadevan & Co., Cost Accountants for the FY 2019-20 for conduct of cost audit.

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 (both remote e-voting and e-voting at the AGM venue). The Scrutiniser compiled the voting results on the resolutions proposed at the meeting and after consolidating the same with the results of the remote e-voting announced the same.

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 mentioned 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 03:40 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 31<sup>st</sup> July 2019 is enclosed as **Annexure 2**.

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	31-07-2019
Total number of shareholders on record date	27170
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	2641
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 2019								
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	Votes Invalid
Promoter and Promoter Group	E-Voting	7,96,45,004	7,48,75,616	94.0117	7,48,75,616	0	100.00	0.0000	0
	Poll		0	0.0000	0	0	0.00	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.00	0.0000	0
	Total		7,48,75,616	94.0117	7,48,75,616	0	100.00	0.0000	0
Public- Institutions	E-Voting	5,65,11,848	5,07,71,127	89.8416	5,07,71,127	0	100.00	0.0000	0
	Poll		0	0.0000	0	0	0.00	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.00	0.0000	0
	Total		5,07,71,127	89.8416	5,07,71,127	0	100.00	0.0000	0
Public- Non Institutions	E-Voting	5,30,47,969	20,83,412	3.9274	20,83,319	93	99.9955	0.0045	0
	Poll		1,614	0.0030	1,614	0	100.000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.00	0.0000	0
	Total		20,85,026	3.9304	20,84,933	93	99.9955	0.0045	0
	Total	18,92,04,821	12,77,31,769	67.5098	12,77,31,676	93	99.9999	0.0001	0



Resolution No.	2								
Resolution required: (Ordinary/ Special)	ORDINARY - Consider, approve and adopt the Audited Consolidated Financial Statements and the Report of the Independent Auditors thereon for the year ended 31st March 2019.								
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	Votes Invalid
Promoter and Promoter Group	E-Voting	7,96,45,004	7,48,75,616	94.0117	7,48,75,616	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		7,48,75,616	94.0117	7,48,75,616	0	100.0000	0.0000	0
Public- Institutions	E-Voting	5,65,11,848	5,07,71,127	89.8416	5,07,71,127	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		5,07,71,127	89.8416	5,07,71,127	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting	5,30,47,969	20,83,412	3.9274	20,83,319	93	99.9955	0.0045	0
	Poll		1,614	0.0030	1,614	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		20,85,026	3.9304	20,84,933	93	99.9955	0.0045	0
	Total	18,92,04,821	12,77,31,769	67.5098	12,77,31,676	93	99.9999	0.0001	0



Resolution No.	3								
Resolution required: (Ordinary/ Special)	ORDINARY - Declaration of dividend on equity shares.								
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	Votes Invalid
Promoter and Promoter Group	E-Voting	7,96,45,004	7,48,75,616	94.0117	7,48,75,616	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		7,48,75,616	94.0117	7,48,75,616	0	100.0000	0.0000	0
Public- Institutions	E-Voting	5,65,11,848	5,07,71,127	89.8416	5,07,71,127	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		5,07,71,127	89.8416	5,07,71,127	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting	5,30,47,969	70,89,519	13.3644	70,89,435	84	99.9988	0.0012	0
	Poll		1,614	0.0030	1,614	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		70,91,133	13.3674	70,91,049	84	99.9988	0.0012	0
	Total	18,92,04,821	13,27,37,876	70.1557	13,27,37,792	84	99.9999	0.0001	0



Resolution No.	4								
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr.M M Murugappan DIN 00170478 who is retiring by rotation.								
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	Votes Invalid
Promoter and Promoter Group	E-Voting	7,96,45,004	7,48,75,616	94.0117	7,36,58,416	12,17,200	98.3744	1.6256	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		7,48,75,616	94.0117	7,36,58,416	12,17,200	98.3744	1.6256	0
Public- Institutions	E-Voting	5,65,11,848	5,07,71,127	89.8416	4,76,15,039	31,56,088	93.7837	6.2163	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		5,07,71,127	89.8416	4,76,15,039	31,56,088	93.7837	6.2163	0
Public- Non Institutions	E-Voting	5,30,47,969	70,87,997	13.3615	70,87,792	205	99.9971	0.0029	0
	Poll		1,614	0.0030	1,614	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		70,89,611	13.3645	70,89,406	205	99.9971	0.0029	0
Total	Total	18,92,04,821	13,27,36,354	70.1548	12,83,62,861	43,73,493	96.7051	3.2949	0





Resolution No.	5								
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr. Aroon Raman as an Independent DirectorDIN 00201205								
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	Votes Invalid
Promoter and Promoter Group	E-Voting	7,96,45,004	7,48,75,616	94.0117	7,48,75,616	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		7,48,75,616	94.0117	7,48,75,616	0	100.0000	0.0000	0
Public- Institutions	E-Voting	5,65,11,848	5,07,71,127	89.8416	5,07,71,127	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		5,07,71,127	89.8416	5,07,71,127	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting	5,30,47,969	70,87,997	13.3615	70,87,792	205	99.9971	0.0026	0
	Poll		1,614	0.0030	1,614	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		70,89,611	13.3645	70,89,406	205	99.9971	0.0029	0
Total		18,92,04,821	13,27,36,354	70.1548	13,27,36,149	205	99.9998	0.0002	0





Resolution No.	6								
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr. Sanjay Jayavarthanavelu as an Independent DirectorDIN 00004505								
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	Votes Invalid
Promoter and Promoter Group	E-Voting	7,96,45,004	7,48,75,616	94.0117	7,48,75,616	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		7,48,75,616	94.0117	7,48,75,616	0	100.0000	0.0000	0
Public- Institutions	E-Voting	5,65,11,848	5,07,71,127	89.8416	4,29,21,825	78,49,302	84.5398	15.4601	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		5,07,71,127	89.8416	4,29,21,825	78,49,302	84.5398	15.4602	0
Public- Non Institutions	E-Voting	5,30,47,969	20,81,890	3.9245	20,81,685	205	99.9902	0.0098	0
	Poll		1,614	0.0030	1,614	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		20,83,504	3.9275	20,83,299	205	99.9902	0.0098	0
Total		18,92,04,821	12,77,30,247	67.5090	11,98,80,740	78,49,507	93.8546	6.1454	0



Resolution No.	7								
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. N. Ananthaseshan as Managing Director DIN 02402921								
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	Votes Invalid
Promoter and Promoter Group	E-Voting	7,96,45,004	74875616	94.0117	74875616	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		7,48,75,616	94.0117	7,48,75,616	0	100.0000	0.0000	0
Public- Institutions	E-Voting	5,65,11,848	5,07,71,127	89.8416	5,07,71,127	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		5,07,71,127	89.8416	5,07,71,127	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting	5,30,47,969	70,87,997	13.3615	70,87,792	205	99.9971	0.0029	0
	Poll		1,614	0.0030	1,614	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		70,89,611	13.36448609	70,89,406	205	99.9971	0.0029	0
Total		18,92,04,821	13,27,36,354	70.1548	13,27,36,149	205	99.9998	0.0002	0



Resolution No.	8								
Resolution required: (Ordinary/ Special)	ORDINARY - Approval for payment of commission to Mr. M M Murugappan								
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	Votes Invalid
Promoter and Promoter Group	E-Voting	7,96,45,004	7,48,75,616	94.0117	7,36,58,416	12,17,200	98.3744	1.6256	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>7,48,75,616</b>	<b>94.0117</b>	<b>7,36,58,416</b>	<b>12,17,200</b>	<b>98.3744</b>	<b>1.6256</b>	<b>0</b>
Public- Institutions	E-Voting	5,65,11,848	5,07,71,127	89.8416	5,03,58,508	4,12,619	99.1872	0.8127	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>5,07,71,127</b>	<b>89.8416</b>	<b>5,03,58,508</b>	<b>4,12,619</b>	<b>99.1873</b>	<b>0.8127</b>	<b>0</b>
Public- Non Institutions	E-Voting	5,30,47,969	70,87,997	13.3615	70,87,791	206	99.9971	0.0029	0
	Poll		1,614	0.0030	1,614	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>70,89,611</b>	<b>13.36448609</b>	<b>70,89,405</b>	<b>206</b>	<b>99.9971</b>	<b>0.0029</b>	<b>0</b>
<b>Total</b>		<b>18,92,04,821</b>	<b>13,27,36,354</b>	<b>70.1548</b>	<b>13,11,06,329</b>	<b>16,30,025</b>	<b>98.7720</b>	<b>1.2280</b>	<b>0</b>



Resolution No.	9								
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of the remuneration of Cost Auditor for the FY 2019-20.								
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	Votes Invalid
Promoter and Promoter Group	E-Voting	7,96,45,004	7,48,75,616	94.0117	7,48,75,616	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		7,48,75,616	94.0117	7,48,75,616	0	100.0000	0.0000	0
Public- Institutions	E-Voting	5,65,11,848	5,07,71,127	89.8416	5,07,71,127	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		5,07,71,127	89.8416	5,07,71,127	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting	5,30,47,969	70,89,519	13.3644	70,89,425	94	99.9987	0.0013	0
	Poll		1,614	0.0030	1,614	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		70,91,133	13.36735519	70,91,039	94	99.9987	0.0013	0
Total		18,92,04,821	13,27,37,876	70.1557	13,27,37,782	94	99.9999	0.0001	0





**Consolidated Scrutinizer's Report**

31<sup>st</sup> July, 2019

The Chairman

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

**Ref: 65<sup>th</sup> Annual General Meeting (AGM) of the members of Carborundum Universal Limited**

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 26<sup>th</sup> April, 2019, 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 Saturday, July 27, 2019 (9.00 AM) (IST) to Tuesday, July 30, 2019 (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 65<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held on Wednesday, 31<sup>st</sup> July, 2019 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:

1. The Company has availed remote e-voting system and electronic voting system at the AGM Venue (Insta Poll) from Karvy Fintech 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, 2019. 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 Akash, 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) is based on the data downloaded from the official website of Karvy Fintech Private Limited.
3. Based on the data downloaded from the Official website of Karvy Fintech 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 Financial Statements, Board's Report & Auditors Report for the year ended 31<sup>st</sup> March, 2019. (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>192</b>	<b>127730062</b>	<b>9</b>	<b>1614</b>	<b>127731676</b>	<b>99.9999</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>3</b>	<b>93</b>	<b>0</b>	<b>0</b>	<b>93</b>	<b>0.0001</b>

(iii) **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>NIL</b>	<b>NIL</b>	<b>NIL</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.





**Item No. 2 – Adoption of Consolidated Financial Statements & Auditors Report for the year ended 31<sup>st</sup> March, 2019. (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>192</b>	<b>127730062</b>	<b>9</b>	<b>1614</b>	<b>127731676</b>	<b>99.9999</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>3</b>	<b>93</b>	<b>0</b>	<b>0</b>	<b>93</b>	<b>0.0001</b>

(iii) **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>NIL</b>	<b>NIL</b>	<b>NIL</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.





**Item No. 3 – Declaration of dividend on equity shares. (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>194</b>	<b>132736178</b>	<b>9</b>	<b>1614</b>	<b>132737792</b>	<b>99.9999</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>2</b>	<b>84</b>	<b>0</b>	<b>0</b>	<b>84</b>	<b>0.0001</b>

(iii) **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>NIL</b>	<b>NIL</b>	<b>NIL</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.





**Item No. 4 – Re-appointment of Mr. M M Murugappan (DIN 00170478) who is 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>177</b>	<b>128361247</b>	<b>9</b>	<b>1614</b>	<b>128362861</b>	<b>96.7051</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>18</b>	<b>4373493</b>	<b>0</b>	<b>0</b>	<b>4373493</b>	<b>3.2949</b>

(iii) **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>NIL</b>	<b>NIL</b>	<b>NIL</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 – Re-appointment of Mr. Aroon Raman (DIN 00201205) as an Independent Director. (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>191</b>	<b>132734535</b>	<b>9</b>	<b>1614</b>	<b>132736149</b>	<b>99.9998</b>

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

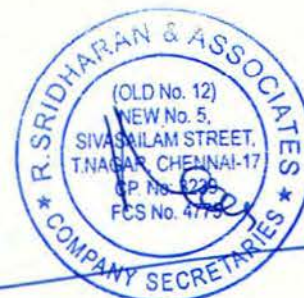
Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>4</b>	<b>205</b>	<b>0</b>	<b>0</b>	<b>205</b>	<b>0.0002</b>

(iii) **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>NIL</b>	<b>NIL</b>	<b>NIL</b>

**RESULT:**

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special 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. Sanjay Jayavarthanavelu (DIN 00004505) as an Independent Director. (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>177</b>	<b>119879126</b>	<b>9</b>	<b>1614</b>	<b>119880740</b>	<b>93.8546</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>17</b>	<b>7849507</b>	<b>0</b>	<b>0</b>	<b>7849507</b>	<b>6.1454</b>

(iii) **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>NIL</b>	<b>NIL</b>	<b>NIL</b>

**RESULT:**

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against,, we report that the Special 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. N. Ananthaseshan (DIN 02402921) as Managing Director. (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>191</b>	<b>132734535</b>	<b>9</b>	<b>1614</b>	<b>132736149</b>	<b>99.9998</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>4</b>	<b>205</b>	<b>0</b>	<b>0</b>	<b>205</b>	<b>0.0002</b>

 (iii) **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>NIL</b>	<b>NIL</b>	<b>NIL</b>

**RESULT:**

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





**Item No. 8 –Payment of Commission to Mr. M M Murugappan. (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>184</b>	<b>131104715</b>	<b>9</b>	<b>1614</b>	<b>131106329</b>	<b>98.7720</b>

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

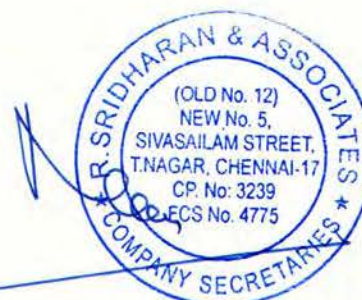
Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
<b>11</b>	<b>1630025</b>	<b>0</b>	<b>0</b>	<b>1630025</b>	<b>1.2280</b>

(iii) **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>NIL</b>	<b>NIL</b>	<b>NIL</b>

**RESULT:**

As the number of votes cast in favour of the resolution was more than three times 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.





**Item No. 9 – Ratification of the remuneration of Cost Auditor for the FY 2019-20. (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>192</b>	<b>132736168</b>	<b>9</b>	<b>1614</b>	<b>132737782</b>	<b>99.9999</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>4</b>	<b>94</b>	<b>0</b>	<b>0</b>	<b>94</b>	<b>0.0001</b>

(iii) **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>NIL</b>	<b>NIL</b>	<b>NIL</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.9 as set out in the Notice of the AGM is passed with requisite majority.



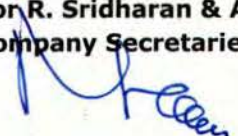


4. A Compact Disc (CD) containing a list of equity shareholders who voted "**FOR**", "**AGAINST**" for each resolution is enclosed.

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**

