



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.

CERTIFIED TRUE COPY OF THE MINUTES OF THE SIXTY FIRST ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF CARBORUNDUM UNIVERSAL LIMITED HELD AT 03.00 P M ON MONDAY, THE 3RD AUGUST 2015 AT TTK AUDITORIUM (MAIL HALL), THE MUSIC ACADEMY, NEW NO.168, TTK ROAD, ROYAPETTAH, CHENNAI – 600 014

PRESENT ON THE DIAS

Mr. M M Murugappan	Chairman – Board & Stakeholder Relationship Committee and Member
Mr. T L Palani Kumar	Director and Chairman, Audit Committee
Mr. M Lakshminarayan	Director and Chairman, Nomination & Remuneration Committee
Mr. Sanjay Jayavarthanavelu	Director
Mr. Aroon Raman	Director
Mrs. Bharati Rao	Director
Mr. K Srinivasan	Managing Director and Member
Mr. N Ananthaseshan	President – Abrasives and Member
Mr. M Muthiah	Executive Vice President – Human Resources and Member
Mr. R Rajagopalan	Executive Vice President – Refractories & Prodorite and Member
Mr. P S Jayan	Sr. Vice President – Electrominerals and Member
Mr. Sridharan Rangarajan	Chief Financial Officer and Member
Ms. Rekha Surendhiran	Company Secretary

PRESENT BY INVITATION

Mrs. Geetha Suryanarayanan	Partner, Deloitte Haskins & Sells (Statutory Auditor)
Mrs. S Gayathri	Senior Manager, Deloitte Haskins & Sells(Statutory Auditor)
Mr. M Gopalakrishnan	Partner, S Mahadevan & Co. (Cost Auditor)
Mr. R Sridharan	M/s. R Sridharan & Associates, Practicing Company Secretary (Secretarial Auditor & Scrutiniser for E-Voting)

No of Members who registered their attendance : 1999

No of registered Proxies who attended : 16

The meeting commenced at 15.00 hrs. and concluded at 17.45 hrs.

Mr. M M Murugappan, Chairman of the Board of Directors, chaired the meeting.

1. The Chairman welcomed the members to the meeting and with the presence of requisite quorum of 30 members called the meeting to order.
2. The Chairman announced that the Certificate from the Statutory Auditors on the ESOP scheme of the Company, the Register of Directors and Key Managerial Personnel and their shareholding, the Register of Contracts or arrangements in which Directors are interested and the draft letter of appointment of Independent Directors were available at the venue and would remain accessible to the members for inspection at any time during the meeting. Further, as required under the Companies



Act, 2013, the notice received from a member under Section 160 proposing the candidature of Directors seeking appointment at this meeting had been placed on the website of the Company.

3. The Chairman then announced that 27 proxies for 56,43,078 equity shares were received by the Company and recorded.
4. The Chairman introduced the Directors, Senior Executives and the Auditors of the Company to the members. He further informed the members that Mr. Shobhan Thakore, Director could not be present for the meeting due to his pre-occupation with another meeting.
5. The Chairman informed the shareholders that with the advent of the new Companies Act and the consequential amendments thereto, the manner of conduct of the Annual General meeting and the voting process had undergone a change. The Company, by virtue of being a listed company, was mandated to provide E-voting facility to its shareholders. Hence, voting at the meeting will no longer be permitted by show of hands and would be in proportion to the shares held by the members as on a cut-off date i.e., being 27th July 2015 for this meeting. He further informed the shareholders that in line with the statutory requirements, the remote E-voting facility had been extended to the members in respect of the businesses to be transacted at the Meeting on the E-voting platform of M/s. Karvy Computer Share Private Limited (Karvy). The facility had been made available to the members for three days starting from 31st July 2015 till 2nd August 2015. Thereafter, the e-voting module was disabled for voting by Karvy.

The Chairman further announced that as stipulated in the Notice convening the meeting, for such of those members who did not or could not avail the remote E-voting facility, the Company had made arrangements at the venue to cast their votes on the proposed resolutions electronically through Karvy's Instapoll mechanism. In line with the recent amendments made in the Rules governing E-voting, this facility would be made available to the members at the end of the discussion on the resolutions contained in the Notice of the meeting. The Chairman also informed that this facility would be made available only to those members who had not casted their votes through the remote E-voting facility provided earlier and in case any member who had already voted in the remote E-voting, cast their votes again, then the votes cast in the remote E-voting alone would be considered for the purposes of the results of the meeting.

As has been the practice of the Company, the voting results will be announced before the closure of the meeting. Once the members complete casting their votes at the end of the business part of the meeting, the votes would then be counted by Mr. R Sridharan of M/s. R Sridharan & Associates, Practicing Company Secretaries, Scrutiniser appointed by the Board to conduct the process in a fair and transparent manner.

6. After the making the above announcements, the Chairman made his opening address to the shareholders. He commented on the global economy in the last financial year, the Indian economic scenario and the Company's performance on a consolidated basis in the back drop of the subdued growth. The impact of the currency translation losses caused by depreciation in the Russian Rouble, increasing cost pressures in certain geographies including India etc. were also highlighted. The focused efficiency drive and cost management efforts undertaken across the Company, its subsidiaries and joint ventures to address the above including the commendable recognition received by the Company's coated Abrasive units in Sriperumbudur and Maraimalai



Nagar in the form of TPM excellence award from Japan Institute of Plant Maintenance were shared. The Chairman also explained the segment wise performance across the businesses of Abrasives, Electrominerals and Ceramics in the backdrop of the industry related challenges. The establishment of a new subsidiary company in Czech Republic, the capital expenditure for the year, the focus on training and development and prudent working capital management were also highlighted. The Chairman also shared with the shareholders, the unaudited results of the first quarter of FY 2015-16 which had been considered by the Board of Directors prior to the meeting. The Chairman concluded his speech after expressing his appreciation and thanks to all stakeholders.

7. After conclusion of the Chairman's speech, Mr. K Srinivasan made a detailed presentation on the significant happenings during FY 2014-15. The presentation highlighted the history of the Company, business portfolio, global presence, product offerings and their application, facilities, business opportunities, market strategy and performance. The relocation plan in respect of certain assets from South Africa was also shared with the shareholders in addition to highlighting the CSR initiatives, significant achievements and recognitions received during the year.
8. After the detailed presentation by the Managing Director, the Chairman took up the businesses set forth for the meeting. With the permission of members, the Notice convening the Sixty first Annual General Meeting of the Company was taken as read. The Statutory Auditor's report on the financial statements and Secretarial Audit report did not have any qualifications or observations or comments on the financial transactions or matters as having any adverse effect on the functioning of the Company.

The Chairman listed the ordinary businesses and special businesses set out in the Notice convening the meeting. The Chairman then invited the members to seek clarifications, if any on the accounts and operations of the Company. A few members made their observations and raised queries on performance review in subsidiaries, financial implication in relocation of assets of subsidiaries, details of inter corporate deposits placed with Related Party, need for investment in CUMI International Limited (CIL) during the year besides making request for bonus shares as well as more dividend. The members also appreciated the performance of the Company during the year in terms of enhanced profits.

The Chairman thanked the members for their wishes and appreciation and offered clarifications on the queries by explaining the review mechanism in place for subsidiaries, proposed relocation cost of assets from South Africa, details of ICD placed with a subsidiary company which is in the process of merging with the Company and the rationale for making further investments in CIL. Post answering the queries raised by the members at the meeting, the Chairman concluded the business part of the meeting.

Members who had not cast their votes in the remote E-voting facility provided earlier were requested to raise their hands so that the volunteers could approach them at their seats with the polling devices to enable them to vote at the venue. While the voting process was on, Mrs. Bharati Rao owing to personal and health reasons, with the permission of the Chairman and the members present left the meeting.

After the votes had been cast by the members, while the results were being compiled by the Scrutiniser, an interactive Q&A session on basic facts of the Company was conducted by Mr. Chandrasekar, Associate Vice President –HR. The members present participated in the quiz and appreciated the same. During the



interactive session, Mr. R Sridharan, Scrutiniser completed compiling the voting results and after consolidating the same with the results of the remote E-voting which were unblocked subsequent to the compilation, announced the following combined results of the Ordinary and Special businesses of the Notice convening the sixty first Annual General Meeting.

Ordinary Business:

1. Ordinary Resolution- Adoption of Financial Statements

1.a. Audited Standalone Financial Statements

RESOLVED THAT the Audited Standalone financial statements for the year ended 31st March 2015 and the Reports of the Board and Auditors thereon be and are hereby considered, approved and adopted.

1.b. Audited Consolidated Financial Statements

RESOLVED THAT the Audited Consolidated financial statements for the year ended 31st March 2015 and the Auditors Report thereon be and are hereby considered, approved and adopted.

Voting Result:

Votes Polled – valid votes	No. of Votes – in favour	% of Votes in favour on votes polled	No. of Votes – against	% of Votes against on votes polled	No of invalid votes
131594028	131593304	99.9994	724	0.0006	1

2. Ordinary Resolution - Declaration of dividend

RESOLVED THAT a final dividend of Re.0.50 per equity share of Re. 1/- each be declared for the financial year ended 31st March 2015 and that the same be paid out of the profits of the Company for the financial year ended 31st March 2015 to those shareholders whose names appear in the Register of Members as on 3rd August 2015 in case the shares are held in physical form and to the beneficial holders of the dematerialised shares as on 3rd August 2015 as per the details provided by National Securities Depository Limited and Central Depository Services (India) Limited in case the shares are held in the electronic form.

RESOLVED FURTHER THAT the interim dividend of Re.0.75 per equity share of Re.1/- each already paid for the financial year ended 31st March 2015 be and is hereby confirmed.

Voting Result:

Votes Polled – valid votes	No. of Votes – in favour	% of Votes in favour on votes polled	No. of Votes – against	% of Votes against on votes polled	No. of invalid votes
131594028	131593306	99.9995	722	0.0005	1



3. Ordinary Resolution - Re-appointment of Mr. M M Murugappan, Director retiring by rotation as a Director

RESOLVED THAT Mr. M M Murugappan holding DIN 00170478, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.

Voting Result:

Votes Polled – valid votes	No. of Votes - in favour	% of Votes in favour on votes polled	No. of Votes - against	% of Votes against on votes polled	No of invalid votes
131213188	127705329	97.3266	3507859	2.6734	20701

4. Ordinary Resolution - Ratification of appointment of Statutory Auditors

RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and any other Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm registration no.008072S), as Statutory Auditors of the Company to hold office from the conclusion of the 61st AGM until the conclusion of the 62nd AGM on a remuneration of Rs.42,00,000/- for the financial year 2015-16 including the out of pocket expenses incurred by them in connection with the audit and excluding the applicable service tax be and is hereby ratified.

Voting Result:

Votes Polled – valid votes	No. of Votes - in favour	% of Votes in favour on votes polled	No. of Votes - against	% of Votes against on votes polled	No of invalid votes
131594028	131593304	99.9994	724	0.0006	1

Special Business:

5. Ordinary Resolution -Appointment of Mrs. Bharati Rao as an Independent Director

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Bharati Rao holding DIN 01892516 who was appointed as an Additional Director on 1st November 2014 pursuant to section 161(1) of the Act and who holds office up to the date of this AGM and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of 4 (four) consecutive years from the date of this AGM.



Voting Result

Votes Polled – valid votes	No. of Votes – in favour	% of Votes in favour on votes polled	No. of Votes – against	% of Votes against on votes polled	No of invalid votes
131594028	131593306	99.9995	722	0.0005	1

6. Ordinary Resolution - Re-appointment of Mr. K Srinivasan as Managing Director

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, Schedule V and applicable Rules of the Companies Act, 2013, Mr. K Srinivasan holding DIN 00088424 be and is hereby re-appointed as the Managing Director of the Company for a term commencing from 1st February 2015 till 22nd November 2017 on the following terms:

(i) Salary

Rs.4,00,490 per month. The Nomination & Remuneration Committee may decide the increments, from time to time, subject to a maximum of Rs.5,40,000 per month.

(ii) Allowances/Perquisites/Commission/Incentive

(i) In addition to salary, Mr. K Srinivasan will be entitled to;

- allowances like leave travel allowance, personal allowance, special allowance, grade allowance and/ or any other allowance;
- perquisites such as furnished / unfurnished accommodation to be provided by the Company or house rent allowance in lieu thereof, reimbursement of medical expenses incurred for self and family, club fees, provision of car(s) and any other perquisites, benefits, amenities;
- commission / incentive;
- ESOPs in accordance with the Company's ESOP Scheme;

as may be approved by the Nomination & Remuneration Committee from time to time.

(iii) Retirement benefits

- Contribution to Provident Fund, Superannuation Fund and Gratuity as per rules of the Fund / Scheme in force from time to time.
- Encashment of leave as per rules of the Company in force from time to time.

(iv) General

- In the event of absence or inadequacy of profits in any financial year, Mr. K Srinivasan, shall be entitled to such remuneration as may be determined by the Board, which shall not, except with the approval of the Central



Government, exceed the limits prescribed under the Companies Act, 2013 and rules made thereunder or any statutory modification or re-enactment thereof.

- Perquisites shall be valued in terms of income tax rules or actual expenditure incurred by the Company in providing the benefit or generally accepted practice as is relevant. Provision of telephone (including at residence) shall not be reckoned as a perquisite.
- The aggregate remuneration (including salary, allowances, perquisites, incentive/commission and retirement benefits) for any financial year shall be subject to an overall ceiling of 5% of the net profits of the Company for that financial year computed in the manner prescribed under the Companies Act, 2013.
- Mr. K Srinivasan will not be entitled to any sitting fees for attending meetings of the Board or of any Committee thereof
- Mr. K Srinivasan will be subject to all other service conditions as applicable to any other employee of the Company.

Voting Result:

Votes Polled – valid votes	No. of Votes - in favour	% of Votes in favour on votes polled	No. of Votes - against	% of Votes against on votes polled	No. of invalid votes
131594028	131593304	99.9994	724	0.0006	1

7. Ordinary Resolution - Ratification of Cost Auditor's Remuneration

RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of Rs. 4,00,000 p.a. payable to M/s. S Mahadevan & Co., Cost Accountants, Chennai, (Firm Registration No. 00007) appointed by the Board of Directors to conduct the audit of the cost accounting records of the Company for the financial years 2014-15 and 2015-16, excluding the applicable service tax and out of pocket expenses incurred by them in connection with the cost audit be and is hereby ratified and confirmed.

Voting Result:

Votes Polled – valid votes	No. of Votes - in favour	% of Votes in favour on votes polled	No. of Votes - against	% of Votes against on votes polled	No. of invalid votes
131594028	131593304	99.9994	724	0.0006	1

8. Special resolution - Approval of offer / invitation to subscribe to Non-convertible Debentures on Private Placement basis

RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the applicable Rules



made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the applicable SEBI Regulations, guidelines, circulars as amended from time to time and subject to such other approvals as may be required, consent of the shareholders of the Company be and is hereby accorded to offer, issue and allot in one or more series or tranches, secured/ unsecured Redeemable Non-convertible Debentures (NCDs), on private placement basis, during the period from the conclusion of 61st AGM till the conclusion of 62nd AGM to such person or persons, including one or more companies, bodies corporate(s), statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension/ provident funds, individuals as the case may be, in such manner and wherever necessary or required, in consultation with merchant bankers/ and or advisors or others, on such terms and conditions beneficial to the Company including rate of interest, tenure, security cover and for such purposes of the Company as the Board may, in its absolute discretion, decide at the time of issue of the NCDs, provided that the total amount so raised through issuance of such NCDs (including premium thereon, if any, as may be decided by the Board), shall not exceed an aggregate sum of Rs.2500 million, within the overall borrowing limits of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all documents or writings, as may be necessary or proper or expedient for the purpose of giving effect to this resolution including intimating the concerned authorities or such other regulatory body/ies and for matters connected therewith or incidental thereto including delegating all or any of the powers conferred herein to any Committee of the Directors or any Director(s) or Officer(s) of the Company to the extent permitted under the Act and the Rules thereunder.

Voting Result

Votes Polled – valid votes	No. of Votes - in favour	% of Votes in favour on votes polled	No. of Votes - against	% of Votes against on votes polled	No. of invalid votes
131594028	131593306	99.9995	722	0.0005	1

9. After the results were announced by the Scrutiniser, Chairman declared that all the resolutions set forth in the Notice convening the Sixty first Annual General Meeting were passed with requisite majority. The Chairman then stated that the results with the Scrutiniser’s Report would be made available immediately on the website of the Company as well as Karvy and would also be communicated to the stock exchanges.
10. There being no other business, the Chairman declared the meeting as closed.
11. The meeting concluded and Mr. R Narasimhan, member proposed a vote of thanks to the Chair.

/Certified True Copy/
For Carborundum Universal Limited



Rekha Surendhiran
Company Secretary

