

#### **Carborundum Universal Limited**

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

Chennai - 600 001. India.

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

3<sup>rd</sup> August 2016

Bombay Stock Exchange Ltd. 1st Floor, New Trading Ring Rotunda Building, P J Towers Dalal Street, Fort Mumbai 400 001

Stock Code: 513375

Through BSE Listing Centre

The Manager
Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai 400 051

Stock Code: CARBORUNIV-EQ Through NEAPS

Total | | | | pages (including covering letter)

Dear Sirs,

Sub: Intimation on the proceedings of the 62<sup>nd</sup> Annual General Meeting held on 3<sup>rd</sup> August 2016, Disclosure of voting results

The Company's sixty second Annual General Meeting (62<sup>nd</sup> AGM) was held today i.e. 3<sup>rd</sup> August 2016 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 2015-16 had been sent to all the shareholders. In terms of the provisions of the Companies Act, 2013 and the Rules made thereunder and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations), the Company had provided remote e-voting facility and for those members who had not exercised their vote through remote e-voting facility, facility to cast their vote electronically was provided at the venue of the AGM through Karvy's Instapoll.

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

Mr. K Srinivasan, Managing Director made a brief presentation on the significant developments in the Company during the year 2015-16 and also presented the



performance of the Company for the first quarter ended June 30, 2016 as approved by the Board at its meeting dated 3<sup>rd</sup> August 2016.

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 2016 did not have any qualifications or observations and accordingly, the auditors' report was not required to be read out at the meeting, as per the provisions of the Companies Act, 2013.

All the following resolutions as set out in the Notice of the AGM dated 4<sup>th</sup> May 2016 were approved at the meeting.

#### 1. Adoption of:

- Audited Standalone Financial Statements of the Company for the year ended 31<sup>st</sup> March 2016, together with the Reports of the Board of Directors and the Auditors thereon;
- b. Audited Consolidated Financial Statements of the Company for the year ended 31<sup>st</sup> March 2016 together with the Report of the Auditors thereon;
- 2. Confirmation of interim dividend of Rs.1.50/- paid during the year ended 31st March 2016 as the final dividend for the FY 2015-16
- 3. Re-appointment of Mr. M M Murugappan (DIN-00170478), Director retiring by rotation.
- 4. Appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants as Statutory Auditors to hold office from the conclusion of the 62<sup>nd</sup> AGM until the conclusion of the 63<sup>rd</sup> AGM at a remuneration of Rs.42,00,000 excluding out of pocket expenses incurred by them in connection with the audit and applicable service tax;
- 5. Revision in terms of remuneration of Mr. K Srinivasan (DIN-0088424), Managing Director.
- 6. Ratification of remuneration of Rs.4,00,000 p.a. payable to Cost Auditor M/s. S Mahadevan & Co., Cost Accountants for the FY 2016-17
- 7. Approval of offer/invitation to subscribe to Non-convertible Debentures of the Company up to an amount not exceeding Rs.2500 million on Private Placement basis.

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

The Chairman invited comments and questions from the members and provided necessary clarifications.

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 (Except Item no. 2 which was passed unanimously). He also added that the results will be made available on the website of the Company and will also be sent to the stock exchanges for dissemination.



There being no other agenda, the Chairman thanked the members present and declared the meeting as closed. The meeting concluded at <u>4.45</u> 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 3<sup>rd</sup> August 2016 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

CHENNAI-600 001.

Rekha Surendhiran Company Secretary

Encl: a.a

	CARBORUNDUM UNIVERSAL LIMITED
Date of the AGM/EGM	03-08-2016
Total number of shareholders on record date	20446
No. of shareholders present in the meeting either in person or	
Promoters and Promoter Group:	2
Public:	2361
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	0
Public:	0

	1. Adoption of sta	of standalone and consolidated financial statements for the year ended 31st March 2016 together with the Reports of the Board of	idated financial sta	tements for the year	r ended 31st Marc	h 2016 together w	ith the Reports of th	e Board of
Resolution required: (Ordinary/ Special)	Directors and Aud	Directors and Auditors thereon - Ordinary Resolution.	inary Resolution.			)		
Whether promoter/ promoter group are interested in the agenda/resolution?	No					8		
	-			% of Votes Polled			% of Votes in	% of Votes
				on outstanding		· ·	favour on votes	against on votes
		No. of shares held No. of votes	No. of votes	shares	No. of Votes – in	No. of Votes -	polled	polled
Category	Mode of Voting	(1)	polled (2)	(3)=[(2)/(1)]* 100 favour (4)	favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting	82551206	79108462	95.8296	79108462	0	100.0000	0.0000
	Poll		978504	1.1853	978504	0	100.0000	0.0000
	Postal Ballot (if							
Promoter and Promoter Group	applicable)		0	0.0000	00	0	0.0000	0.0000
	E-Voting	50700275	37101926	73.1789	37101926	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if							
Public- Institutions	applicable)		0	0.0000	00	0	0.0000	0.0000
	E-Voting	55158901	520602	0.9438	520602	0	100.0000	0.0000
	Poll		170125	0.3084	169403	722	99.5756	0.4243
	Postal Ballot (if			2				
Public- Non Institutions	applicable)		0	0.0000	00	0	0.0000	0.0000
0	Total	188410382	117879619	62.5654	117878897	722	99.9994	0.0006



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P. Comments	NUROS NUROS	HAT!

Resolution required: (Ordinary/ Special)	2. Confirmation o	2. Confirmation of dividend on equity shares — Ordinary Becolution	v shares Ordinar	W Posolution		>		
Whether promoter/ promoter group are			dalia con di di	y nesolution.				
interested in the agenda/resolution?	No							
	-			8				
				% of Votes Polled on outstanding		9	% of Votes in favour on votes	% of Votes
Category	Mode of Voting	No. of shares held No. of votes (1) polled (2)	No. of votes polled (2)	shares No. of Vot (3)=[(2)/(1)]* 100 favour (4)	No. of Votes – in favour (4)	No. of Votes –	polled (6)=[(4)/(2)]*100	polled
	E-Voting	82551206	79108462	-	79108462			
	Poll		978504	1.1853	978504	0		
	Postal Ballot (if							
rioliloter and Promoter Group	applicable)					0	0.0000	0.0000
	E-Voting	50700275	3895692		38956926	0	100.0000	0.0000
	Poll		0	0.0000	00		0.0000	
Public- Institutions	Postal Ballot (If applicable)		0	0.000	00	C	0000	0
	E-Voting	55158901	520602		5005		0,	0.0000
	Poll		170125					0.0000
	Postal Ballot (if							0.0000
Public- Non Institutions	cable)				00	0	0.0000	0.0000
	Total	188410382	119734619	63.5499	119734619	0	100.0000	0.0000
Resolution required: (Ordinary/ Special)	3. Re-appointmen	3. Re-appointment of Mr. M.M. Mirrigannan (DIN 00470470) with its assistance by the contract of the contract o	OZ FOO NIO) deddeg	Tol who is a	-	-		
Whether promoter/ promoter group are			Sappan (DIIA OOT / O	+/o/, wild is retiring	s by rotation – Ordin	nary Resolution		
interested in the agenda/resolution?	Yes							
				% of Votes Polled			% of Votes in	% of Votes
		No. of shares held No. of votes	No. of votes	on outstanding shares	No. of Votes – in	No. of Votes –	favour on votes polled	against on votes
Category	Mode of Voting	(1)	bolled (2	(3)=[(2)/(1)]* 100	favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting	82551206	79	95.8296	79108462	0	100.0000	0.0000
			978504	1.1853	978504	0	100.0000	0.0000
Promoter and Promoter Group	Postal Ballot (If	,	C	0000		(		
	E-Voting	50700775	2800047	74 0500		0	0.0000	0.0000
	Poll	2000		74.9390	35954723	2050000	94.6059	5.3940
	Postal Ballot (if		0	0.0000	00	0	0.0000	0.0000
Public- Institutions	<u></u>		0	0.0000	00	0	0.000	00000
	E-Voting	55158901	520602	0.9438	520490	112	99.9784	0.0215
			170125	0.3084	170125	0	100.0000	0.0000
Public- Non Institutions	Postal Ballot (if		(	0				
	Total	1000110001	0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	0.0000	00	0	0.0000	0.0000
		700014000	110/07410	63.0445	116732304	2020112	98.2741	1.7259

Resolution required: (Ordinary/ Special)	4. ORDINARY - Ap	4. ORDINARY - Appointment of M/s. Deloitte Haskins and Sells (Firm registration no 0080725) Charterad Accountante as Gratutony Auditoria	Deloitte Haskins and	Sells (Firm registra	ation no.0080725).	hartered Accounts	ante se Ctatutom A.	;;;;;;;;;;;;;;;;;;;;;;;;;;;;;;;;;;;;;;
Whether promoter/ promoter group are interested in the agenda/resolution?	No						ants as statutoly At	diors.
	,							
				% of Votes Polled		8	% of Votes in	% of Votes
				on outstanding			favour on votes	against on votes
Category	Mode of Voting	No. of shares held No. of votes	No. of votes	Shares No. of Vot	es – in	No. of Votes –	polled	polled
	F-Voting	8255120G		OE 070C	19VOUI (4)	against (5)	(6)=[(4)/(2)]*100	(/)=[(5)/(5)]*100
		001		33.0230	/ STUS402	0	100.0000	0.0000
	Poll		978504	1.1853	978504	0	100.0000	0.0000
	Postal Ballot (if							
Promoter and Promoter Group	applicable)		0	0.0000	00	0	0.0000	0.000
	E-Voting	50700275	37101926	73.1789	35048626	2053300	94.4657	5 5342
	Poll		0	0.0000	00	0	0.0000	00000
	Postal Ballot (if		2					
Public- Institutions	applicable)		0	0.0000	00	0	0.0000	00000
	E-Voting	55158901	520602	0.9438	520602	0	100.0000	00000
	Poll		170125	0.3084	170125	0	100.000	00000
	Postal Ballot (if							
Public- Non Institutions	applicable)		0	0.0000	00	0	0.0000	00000
	Total	188410382	117879619	62.5654	115826319	2053300	98 2581	1 7/10
							10052.00T	T.1 413

Resolution required: (Ordinary/ Special)	5. ORDINARY - Re	Revision in terms of remuneration of Mr. K. Srinivasan, Managing Director.	muneration of Mr.	K. Srinivasan, Mana	aging Director.			
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
				% of Votes Polled			% of Votes in	% of Votes
		No. of shares held No. of votes	No. of votes	on outstanding	No. of Votes – in	No of Votes –	favour on votes	against on votes
Category	Mode of Voting	(1)	polled (2)	(3)=[(2)/(1)]* 100 favour (4)		against (5)	1/(2)1*100	(7)=[(5)/(2)]*100
	E-Voting	82551206	79108462	95.8296	79108462		0 100.0000	0.0000
	Poll		978504	1.1853	978504		100.0000	0.0000
	Postal Ballot (if							
Promoter and Promoter Group	applicable)		0	0.0000	00		0.0000	0.0000
	E-Voting	50700275	38004723	74.9596	38004723	0	10	0.0000
	Poll		0	0.0000	00		0.0000	00000
	Postal Ballot (if							
Public- Institutions	applicable)		0	0.0000	00	0	0.0000	00000
	E-Voting	55158901	520602	0.9438	520340	262	6	0.0503
	Poll		170125	0.3084	170125	0		0.0000
	Postal Ballot (if							
Public- Non Institutions	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	188410382	118782416	63.0445	118782154	262	01	0.0002

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Resolution required: (Ordinary/ Special)	6. ORDINARY - Ra	6. ORDINABY - Batification of the remineration of Cost Auditor for the EV 2016-17	uneration of Cost	Auditor for the EV 2	016_17			
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
-			e 					
				% of Votes Polled	, 1	-	% of Votes in	% of Votes
		No. of shares held No. of votes	No of votes	on outstanding	No of Votes – in	No of Votes	favour on votes	against on votes
Category	Mode of Voting	(1)	polled (2)	(3)=[(2)/(1)]* 100 favour (4)	favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting	82551206	79108462	95.8296	79108462			0.0000
	Poll		978504	1.1853	978504	0		0.0000
	Postal Ballot (if							
Promoter and Promoter Group	applicable)				00	0	0.0000	0.0000
	E-Voting	50700275	38956926	76.8377	38956926	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
Public- Institutions	Postal Ballot (if applicable)		0	0.0000	00	0	00000	00000
	E-Voting	55158901	520602	0.9438	5206		10	0.0000
	Poll		170125	0.3084	169403	722	99.5756	0.4243
C   A   C   A	Postal Ballot (if	ē						
Public- Nori Institutions	applicable)						0.0000	0.0000
	Total	188410382	119734619	63.5499	119733897	722	99.9994	0.0006
Resolution required: (Ordinary/Special)	7 SPECIAL Appro	Annroval of office finuitation to cubacults to was assuratible Johanna and an Indian	4 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	14:				
Whother the control of the control o		Joan Official Invitati	on to subscribe to	ion-convertible del	Jentures on Private	Placement basis.		
whether promoter, promoter group are interested in the agenda/resolution?	No							
				% of Votes Polled		-		% of Votes
				on outstanding		5	on votes	against on votes
Category	Mode of Voting	No. of shares held No. of votes (1) polled (2)	No. of votes polled (2)	shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	polled (6)=[(4)/(2)]*100	polled (7)=[(5)/(2)]*100
	E-Voting	82551206	79108462	95.8296	79108462			0.0000
	Poll		978504	1.1853	978504	0	100.0000	0.0000
	Postal Ballot (if							
Promoter and Promoter Group	applicable)							0.0000
	E-Voting	50700275	3895692		389568	0	100.0000	0.0000
	Poll		0	0.0000	00		0.0000	0.0000
Public- Institutions	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	E-Voting	55158901	520602	0.9438	520602	0	100,0000	0.0000
	Poll		170125	0.3084	169403	722	99.5756	0.4243
Public- Non Inetitutions	Postal Ballot (if							
	applicable)	2000						0.0000
	lotal	188410382	119734619	63.5499	119733897	722	99.9994	0.0006



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

T.Nagar, Chennai - 600 017.

Phone: 42166988, 43502997, 42555587

email : sridharan.r@aryes.in

satheesh.k@aryes.in

# **Consolidated Scrutinizer's Report**

3rd August, 2016

The Chairman

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

# Ref: 62<sup>nd</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 4<sup>th</sup> May, 2016, 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 Sunday, July 31, 2016 (9.00 AM) (IST) to Tuesday, August 2, 2016 (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 62<sup>nd</sup> AGM of the members of the Company, held on Wednesday, 3<sup>rd</sup> August, 2016 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 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 Tuesday, August 2, 2016. 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 (Insta Poll) 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:

62<sup>ND</sup> AGM − CONSOLIDATED SCRUTINIZER'S REPORT Carborundum Universal Limited



Item No. 1 - Adoption of Standalone & Consolidated Financial Statements, Board's Report & Auditors Report for the year ended 31st March, 2016 (Ordinary Resolution)

# (i) Votes in favour of the resolution:

131	116730990	38	1147907	117878897	99.9994
Number of members voted in Remote E- Voting	Number of cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast

# (ii) Votes against the resolution:

Number members voted Remote E- Voting	of in	Number votes (Shares) Remote E-Voting	of cast	Number 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
NIL		NIL		1	722	722	0.0006

#### (iii) Abstained Votes:

Number members abstained Remote voting	of in e-	abstained	Number of members/Proxies abstained by Poll	Number of votabstained (Share - Poll	s) votes abstained through Remote E-Voting and Poll
4		1855000	NIL	NIL	1855000

#### (iv) Invalid Votes:

NIL	9	NIL		NIL	NIL	NIL
Number members voted Remote E- Voting	of in	Number of cast (Share Remote E- Voting	es) – mem		Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll

#### **RESULT**:

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

62<sup>ND</sup> AGM — CONSOLIDATED SCRUTINIZER'S REPORT Carborundum Universal Limited



Item No. 2 – Confirmation of interim dividend of Rs.1.50 per equity share of Re.1/- each declared by the Board of Directors and paid during the financial year ended 31st March, 2016 as the final dividend for the financial year 2015-2016. (Ordinary Resolution)

# (i) Votes in favour of the resolution:

135	118585990	39		11486	29	119734619	100.00
Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number members/ Proxies voted Insta Poll	of by	Number votes (Shares) Insta Poll	of cast -	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast

# (ii) Votes against the resolution:

Number members voted Remote E- Voting	of in	Number votes (Shares) Remote E-Voting	of cast	Number of members/ Proxies voted by Insta Poll	Number 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
NIL		NIL		NIL	NIL	NIL	0.00

# (iii) Abstained Votes:

Number members abstained Remote voting	of in e-	Number of votes abstained (Shares) – Remote E-Voting	Number of members/Proxies abstained by Poll	Number abstained - Poll	of votes (Shares)	Total Number of votes abstained through Remote E-Voting and Poll
NIL		NIL	NIL	N	IL	NIL

#### (iv) Invalid Votes:

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

### **RESULT**:

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

62ND AGM — CONSOLIDATED SCRUTINIZER'S REPORT Carborundum Universal Limited



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:

128	115583675	39	-	11486	29	116732304	98.2741
Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number members/ Proxies voted Insta Poll	of by	Number votes (Shares) Insta Poll	of cast -	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast

### (ii) Votes against the resolution:

Number members voted Remote E- Voting	of in	Number votes (Shares) Remote E-Voting	of cast	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	through Remote E-Voting and Insta Poll	% of total number of valid votes cast
5		20501	12	NIL	NIL	2050112	1.7259

#### (iii) Abstained Votes:

Number members abstained Remote voting	of in e-	I TUITION OF TOTAL	Number of members/Proxies abstained by Poll	Number of abstained ( - Poll	Shares)	Voting and Poll	
2		952203	NIL	NIL		952203	

#### (iv) Invalid Votes:

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

#### **RESULT**:

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

62ND AGM — CONSOLIDATED SCRUTINIZER'S REPORT Carborundum Universal Limited



4

Item No. 4 – Approval 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:

126	1146	77690	39	. "	11486	29	115826319	98.2581
members	votes in (Share Remote	cast es) –	Number members/ Proxies voted Insta Poll	of by	Number votes (Shares) Insta Poll	of cast -	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast

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

E- Voting		E-Voting <b>20533</b>			NTL	Insta Poll	1.7419
Number members voted Remote	in	Number votes (Shares) Remote	of cast –	members/ Proxies voted by Insta Poll	votes cas (Shares) Insta Poll	of votes cast through Remote E-Voting and	number of valid votes cast

#### (iii) Abstained Votes:

Number members abstained Remote voting	of in e-	Number of votes abstained (Shares) – Remote E-Voting	Number of members/Proxies abstained by Poll	Number abstained - Poll		Total Number of votes abstained through Remote E- Voting and Poll
4		1855000	NIL	N	IL	1855000

#### (iv) Invalid Votes:

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

#### RESULT:

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

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Item No. 5 – Revision in terms of remuneration of Mr. K. Srinivasan (DIN: 00088424), Managing Director of the Company effective from 1<sup>st</sup> July, 2016 (Ordinary Resolution)

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

131	117633525	39	1148629	118782154	99.9998
Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast

# (ii) Votes against the resolution:

Number members voted Remote E- Voting	of in	Number votes (Shares) Remote E-Voting	of cast -	Number 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
2		262		NIL	NIL	262	0.0002

#### (iii) Abstained Votes:

Number members abstained Remote voting	of in e-	Number of votes abstained (Shares) – Remote E-Voting	Number of members/Proxies abstained by Poll	Number of votes abstained (Shares) - Poll	Total Number of votes abstained through Remote E-Voting and Poll
2	4	952203	NIL	NIL	952203

#### (iv) Invalid Votes:

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

#### **RESULT**:

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

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Item No. 6 - Ratification of remuneration of M/s. S.Mahadevan & Co, Cost Accountants, Chennai for the cost audit for the financial year 2016 -17. (Ordinary Resolution)

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

135		118585	990	38		11479	07	Insta Poll 119733897	99.9994
Remote E- Voting	111	Remote E-Voting		Insta Poll	- /	Însta Poll		Remote E-Voting and	cast
members	in	votes (Shares)	cast	members/ Proxies voted	bv	votes (Shares)	cast	of votes cast through	number of valid votes
Number	of	Number	of	Number	of	Number	of	Total Number	% of total

# (ii) Votes against the resolution:

Number members voted Remote E- Voting	of in	Number votes (Shares) Remote E-Voting	of cast -	Number of members/ Proxies voted by Insta Poll	Number 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
NIL		NIL		1	722	722	0.0006

### (iii) Abstained Votes:

Number members abstained Remote voting	of in e-	Number of votes abstained (Shares) – Remote E-Voting	Number of members/Proxies abstained by Poll	Number abstained - Poll		votes abstained through Remote E- Voting and Poll
NIL		NIL	NIL	N	IL	NIL

#### (iv) Invalid Votes:

E- Voting		NIL	NIL	NIL	NIL
Number members voted Remote	of in	Number of votes cast (Shares) – Remote E- Voting	members/Proxies	Number of votes cast (Shares) - Insta Poll	The state of the s

#### **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.

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Item No. 7 – Approval for offer/issue and allot secured/ unsecured Redeemable Non-convertible Debentures on private placement basis (Special Resolution)

# (i) Votes in favour of the resolution:

135	118585990	38	1147907	119733897	99.9994
Number of members voted in Remote E- Voting	votes cast	members/	of Number of votes cast y (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast

# (ii) Votes against the resolution:

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

#### (iii) Abstained Votes:

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

#### (iv) Invalid Votes:

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

#### **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.7 as set out in the Notice of the AGM is passed with requisite majority.

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- 4. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those who abstained from voting 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



