

27<sup>th</sup> November 2023

BSE Limited,  
1st Floor, New Trading Ring  
Rotunda Building, P J Towers  
Dalal Street, Fort  
Mumbai 400 001

**Stock Code: 513375**

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

**Stock Code: CARBORUNIV**

Dear Sir/Madam,

**Sub: Intimation pursuant to Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereof.**

Further to our intimation dated 10<sup>th</sup> November 2023 regarding the receipt of request(s) for re-classification of certain persons belonging to the Promoter/Promoter Group category to Public Shareholder category, we wish to inform you that their request was placed before the Board of Directors of the Company at their meeting held today in Chennai. The Board *inter- alia* has considered the request made by the following members of Promoter and Promoter Group of the Company ("Outgoing Promoters") and after analyzing, has approved and recommended the same to the shareholders of the Company for their approval vide postal ballot as required under Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Sl. No.	Name of shareholder	Category of shareholder	No. of paid-up equity shares	Percentage of shareholding
1.	Valli Arunachalam	Promoter Group	9,18,800	0.49
2.	Vellachi Murugappan	Promoter Group	8,56,800	0.45
3.	M V Murugappan HUF ( <i>karta</i> - Valli Arunachalam)	Promoter	2,15,600	0.11
	<b>Cumulative holding</b>		<b>19,91,200</b>	<b>1.05</b>

The re-classification of the Outgoing Promoters will be subject to the approval of the shareholders as well as the permission of the Stock Exchanges in terms of Regulation 31A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Further, in compliance with Regulation 31A (8)(b) of the Listing Regulations, we enclose herewith the certified extract of the minutes of the Board meeting held today, i.e., 27<sup>th</sup> November 2023 in this connection.

Kindly take the above information on record.

Thanking you

Yours faithfully,

**For Carborundum Universal Limited**

**Rekha Surendhiran**  
**Company Secretary**

Encl.: a.a.

**ANNEXURE**

**CERTIFIED TRUE COPY OF THE EXTRACT OF THE MINUTES OF MEETING NO. BM-6/2023-24 OF THE BOARD OF DIRECTORS OF CARBORUNDUM UNIVERSAL LIMITED HELD AT 11.00 A.M. ON MONDAY, 27<sup>TH</sup> NOVEMBER 2023 AT WEST BOARD ROOM, 5<sup>TH</sup> FLOOR, 'DARE HOUSE', NO.2 (OLD NO.234), NSC BOSE ROAD, CHENNAI 600 001**

**Approval of the request received from Ms. Valli Arunachalam, Ms. Vellachi Murugappan and M V Murugappan HUF (through its Karta Valli Arunachalam) seeking reclassification from 'Promoter and Promoter Group' category to 'Public' Shareholder' category**

The Board noted that Ms. Valli Arunachalam, Ms. Vellachi Murugappan, and M V Murugappan HUF (through its Karta Valli Arunachalam), members of the Promoter and Promoter Group of the Company ("Outgoing Promoters"), have vide their letter dated 8<sup>th</sup> November 2023 ("Request Letter") received by the Company on 10<sup>th</sup> November 2023 signified their intention to be re-classified to Public Shareholder category.

In line with the requirements of Regulation 31A of the SEBI (LODR) 2015, the Company has notified the stock exchanges about the receipt of the above request(s) on 10<sup>th</sup> November 2023 (collectively "Stock Exchanges").

The Request Letter received from Outgoing Promoters was placed before the Board for its consideration. As on the date of the Request Letter, the details of the shareholding of the Outgoing Promoters are as follows:

Sl. No.	Name of shareholder	Category of shareholder	No. of paid-up equity shares	Percentage of shareholding
1.	Valli Arunachalam	Promoter Group	9,18,800	0.49
2.	Vellachi Murugappan	Promoter Group	8,56,800	0.45
3.	M V Murugappan HUF ( <i>karta</i> - Valli Arunachalam)	Promoter	2,15,600	0.11
	<b>Cumulative holding</b>		<b>19,91,200</b>	<b>1.05</b>

The Board noted that the Outgoing Promoters have in their Request Letter confirmed that neither they nor persons related to them:

1. hold more than 10% of the total voting rights in the Company;
2. exercise control over the affairs of the Company, directly or indirectly;
3. have any special rights with respect to the Company, through formal or informal arrangement, including through any shareholder agreements;
4. are represented on the board of directors of the Company (including by way of a nominee director);
5. are acting as key managerial personnel in the Company;
6. are classified as wilful defaulters as per the guidelines issued by the Reserve Bank of India; and



7. have been categorised as a fugitive economic offender.

The Board further noted the rationale for such re-classification is pursuant to the family settlement as recorded in the memorandum recording family arrangement dated 20<sup>th</sup> August 2023 executed between certain members of the Murugappa family and the MV Murugappan family, by way of which the members of the MV Murugappan family have segregated themselves from the Murugappa family by separation of business and other affairs.

The Board also noted that the Outgoing Promoters have undertaken in their Request Letter that they shall comply with the requirements specified in Regulation 31A(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") at all times.

The Board was further informed that in terms of Regulation 31A of the Listing Regulations, the said re-classification shall require the approval of the Board, the shareholders of the Company, the Stock Exchanges, and/or such other approval, if any as may be necessary in this regard.

Accordingly, on the basis of the rationale provided above and in accordance with the provisions of Regulation 31A of the Listing Regulations, the Board considered recommending to the shareholders the request of the Outgoing Promoters for re-classification from the 'Promoter and Promoter Group' category to 'Public shareholder' category, which shall be subject to the approval of the shareholders of the Company and permission of the Stock Exchanges. The Obligations of the Company and the Board in this regard had been circulated to the Board.

The Board noted that none of the Directors of the Company are interested in this resolution.

The Board discussed the matter and after analysis and discussions it was:

**RESOLVED THAT** in accordance with the provisions of Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("**Listing Regulations**"), including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions, if any, the letter dated 8<sup>th</sup> November 2023 received by the Company on 10<sup>th</sup> November 2023 ("**Request Letter**") from Valli Arunachalam, Vellachi Murugappan, and M V Murugappan HUF (through its *karta* Valli Arunachalam), forming part of 'Promoter and Promoter Group' of the Company ("**Outgoing Promoters**"), for reclassification of their shareholding to 'Public' category as placed before the Board be and is hereby noted and taken on record.

**RESOLVED FURTHER THAT** the Board be and hereby takes note that as required under the provisions of Regulation 31(A)(3)(b) of Listing Regulations, the Outgoing Promoters have confirmed that neither they nor the persons related to them:

1. hold more than 10% of the total voting rights in the Company;
2. exercise control over the affairs of the Company, directly or indirectly;
3. have any special rights with respect to the Company, through formal or informal arrangement, including through any shareholder agreements;
4. are represented on the board of directors of the Company (including by way of a nominee director);

5. are acting as key managerial personnel in the Company;
6. are classified as wilful defaulters as per the guidelines issued by the Reserve Bank of India; and
7. have been categorised as a fugitive economic offender.

and that the Outgoing Promoters have confirmed to continue to comply with the conditions mentioned in Regulation 31A(4) of Listing Regulations post re-classification from 'Promoter and Promoter group' category to 'Public' category.

**RESOLVED FURTHER THAT** pursuant to provisions of 31A(3)(c) of the Listing Regulations, the Board hereby confirms the following:

1. The Company is and post re-classification will be compliant with the requirement for minimum public shareholding as required under Regulation 38 of the Listing Regulations;
2. The Company shall not have trading in its shares suspended by the stock exchanges; and
3. The Company does not have any outstanding dues to the Securities and Exchange Board of India, the stock exchanges or depositories.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Regulation 31A of the Listing Regulations, and subject to the approval of the shareholders and the approval of the stock exchanges where the equity shares of the Company are listed namely, BSE Limited and National Stock Exchange of India Limited ("**Stock Exchanges**"), and/or such other approvals, if any, as may be required in this regard, the approval of the Board be and is hereby accorded to approve the re-classification of shareholding from 'Promoter and Promoter group' category to 'Public' category for the following shareholders:

Sl. No.	Name of shareholder	Category of shareholder	No. of paid-up equity shares	Percentage of shareholding
1.	Valli Arunachalam	Promoter Group	9,18,800	0.49
2.	Vellachi Murugappan	Promoter Group	8,56,800	0.45
3.	M V Murugappan HUF (karta - Valli Arunachalam)	Promoter	2,15,600	0.11
	<b>Cumulative holding</b>		<b>19,91,200</b>	<b>1.05</b>

**RESOLVED FURTHER THAT** approval be and is hereby given to the Company to seek shareholders' approval in relation to the re-classification in accordance with Regulation 31A (3)(b)(iii) of the Listing Regulations and the Company is hereby authorized to take all necessary steps in this regard.

**RESOLVED FURTHER THAT** on approval of the re-classification by the shareholders, application be made by the Company to the Stock Exchanges and/or to any other authority for their approval, as may be necessary to give effect to this resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, Mr. Sridharan Rangarajan, Managing Director, Ms. Rekha Surendhiran, Company Secretary, be and are hereby severally authorized on behalf of the Company to do, [either by themselves or through delegation to any person], as they may in their absolute discretion deem fit, all such acts, deeds, matters and things as they may at their discretion deem necessary or expedient for such purpose, including issuing certified true copy of any of the resolutions and/or extracts of the minutes of this board meeting to the concerned person/authority and making all necessary filings including but not limited to making

applications to the Stock Exchanges to seek their approval for the re-classification in accordance with Listing Regulations and other applicable laws, if any, and to execute all such deeds, documents or writings as are necessary or expedient for this purpose and settle any questions, difficulties or doubt that may arise in this behalf.

**RESOLVED FURTHER THAT** if any document relating to the reclassification is requires the Common seal of the Company to be affixed, then the Common seal be so affixed in the presence of any of the following Directors viz. Mr. M M Murugappan, Chairman or Mr. Sridharan Rangarajan, Managing Director who may sign the same in token thereof and in the presence of Mr. P Padmanabhan, Chief Financial Officer or Mrs. Rekha Surendhiran, Company Secretary who may countersign the same in token thereof.

**/CERTIFIED TRUE COPY/  
For Carborundum Universal Limited**



**Rekha Surendhiran  
Company Secretary  
Membership No.: A13187**

