

**Carborundum Universal Limited**

CIN: L29224TN1954PLC000318

Registered Office: "PARRY HOUSE" 43, MOORE STREET, CHENNAI-600001

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**POSTAL BALLOT NOTICE**

Dear Members,

Notice is hereby given that the ordinary resolution set out below is proposed to be passed by the Members of Carborundum Universal Limited ('the Company') by means of Postal Ballot, pursuant to Section 108 and Section 110 of the Companies Act, 2013 ('the Act'), read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014 ('the Rules') and other applicable provisions of the Act and the Rules (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time) read with the General Circular Nos. 14/2020 dated 8<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020, 10/2021 dated 23<sup>rd</sup> June 2021, 03/2022 dated 5<sup>th</sup> May 2022 and other relevant circulars and notifications issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "the **MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with all other applicable provisions under the said regulations and the circulars, notifications and rules issued thereunder by the Securities and Exchange Board of India (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), the Secretarial Standards on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time).

The ordinary resolution set out in this Notice is proposed to be considered by the Members and passed by the means of Postal Ballot through **remote e-voting** (voting electronically only), in line with the MCA Circulars.

**Re-appointment of Mr. N Anantheshan (DIN: 02402921) as Managing Director**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. N Anantheshan holding (DIN 02402921) be and is hereby re-appointed as the Managing Director of the Company for a tenure of office commencing from 23<sup>rd</sup> November 2022 till 31<sup>st</sup> December 2024 on the following terms:

(i) Salary

Rs. 7,76,255/- per month. The Nomination and Remuneration Committee, may decide the increments in salary, from time to time, subject to a maximum of Rs.15,00,000 per month.

(ii) Allowances/Perquisites/Commission/Incentive

In addition to salary, Mr. N Anantheshan 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;
- Employee Stock Options in accordance with the Company's Employee Stock Option Scheme/Plan.

as may be approved by the Nomination and Remuneration Committee from time to time subject to:

- The allowances and perquisites not exceeding 100% of the salary; and
- Incentive/commission (at 100% levels being not exceeding 25% of Annual pay. (Annual pay includes salary, perquisites, allowances, incentive and retirement benefits).

(iii) Retirement benefits

- Contribution to Provident Fund, Superannuation Fund, National Pension Scheme, 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. N Ananthaseshan, shall be entitled to such remuneration as may be determined by the Board, which shall not, except with the approval of the shareholders 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 five per cent of the net profits of the Company for that financial year computed in the manner prescribed under the Companies Act, 2013.
- Mr. N Ananthaseshan will not be entitled to any sitting fees for attending meetings of the Board or of any Committee thereof.

Mr. N Ananthaseshan will be subject to all other service conditions as applicable to any other employee of the Company.

**RESOLVED FURTHER THAT** in terms of Article 17.27 of the Articles of Association of the Company, Mr. N Ananthaseshan will not be liable to retire by rotation unless required as per the provisions of the Act in terms of Section 152(6).

**By the Order of Board  
For Carborundum Universal Limited**

**Sd/-  
Rekha Surendhiran  
Company Secretary**

**Date: 28<sup>th</sup> October 2022  
Place: Chennai**

## **Notes forming part of the Notice:**

1. The statement pursuant to Section 102 of the Act read with Rules made thereunder listing out the material facts and necessary disclosures pertaining to the resolution set out in the Postal Ballot Notice for approval of the Members is annexed.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members whose names appear on the Register of Members / List of Beneficial Owners as on **4<sup>th</sup> November 2022** ("**Cut-off Date**") received from the Depositories and whose e-mail address is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot in terms of exemption provided by the MCA Circulars.
3. Members whose name appear in the Register of Members provided by the Registrar and Share Transfer Agent of the Company ('RTA') / list of beneficial owners received from the Depositories as on the Cut-Off Date only would be considered for the purpose of voting with respect to the business set out in this Notice.
4. **Service of Postal Ballot Notice electronically:**

In line with the MCA Circulars, this postal ballot Notice is issued electronically to the e-mail addresses of the Members in the manner listed herein below:

<b>Members holding shares in physical mode</b>	This Postal Ballot Notice is issued electronically to the Members whose e-mail addresses are available and registered in the records of the RTA.
<b>Members holding shares in demat mode</b>	This Postal Ballot Notice is issued electronically to the Members whose e-mail addresses are available and registered in the records of the Depositories.

In lieu of the relaxation provided under the MCA Circulars referred above and in compliance with the said circulars, the Postal Ballot Notice is being served electronically. The Notice is also available in the website of the Company <https://www.cumi-murugappa.com/agm-postal-ballot/>. No physical copy of Postal Ballot Notice will be issued even if a Member requests for the same.

## 5. **Registration of e-mail:**

Members holding shares either in physical form or demat form, as on the Cut-off Date, who have not registered their e-mail addresses are requested to follow the procedure listed down herein below for registering their e-mail address to receive this Notice and vote in respect of business set out therein:

<b>Type of holder</b>	<b>Process to be followed for registration of e-mail address and mobile number</b>
<b>Physical</b>	Members may send an e-mail request to <a href="mailto:inward.ris@kfintech.com">inward.ris@kfintech.com</a> or <a href="mailto:investorservices@cumi.murugappa.com">investorservices@cumi.murugappa.com</a> along with: <ul style="list-style-type: none"><li>- Form ISR-1, Form ISR-2, Form ISR-3 / Form SH-13 for updation of KYC details including e-mail address*;</li><li>- Scanned copy of the signed request letter mentioning the Folio No., name of the Member, e-mail address and mobile number;</li><li>- Self-attested copy of PAN;</li><li>- Self-attested copy of any address proof including Aadhar, Passport etc.;</li><li>- Scanned copy of share certificate(s) (front and back).</li></ul>
<b>Demat</b>	Members may contact their DPs and register or update their respective e-mail addresses in the demat account, as per the process recommended by the DP.

Alternatively, Members can register their e-mail address and mobile number by clicking <https://ris.kfintech.com/clientservices/postalballot/registration.aspx> and giving the necessary details. After due verification, the RTA shall send the Postal Ballot Notice requested by the Member.

\*The forms can be downloaded from <https://www.cumi-murugappa.com/part-5-formats/> .

Further, after providing the e-mail request as above, Members are requested to send the hard copy of the documents stated hereinabove addressed to M/s. KFin Technologies Limited, Selenium Building, Tower - B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500032.

6. Members updating their e-mail address through Depository Participant after the Cut-off Date are required to communicate the same to the Company / RTA by writing an e-mail to [investorservices@cumi.murugappa.com](mailto:investorservices@cumi.murugappa.com) and [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com).
7. This Notice shall be made available on the website of the Company at [www.cumi-murugappa.com](http://www.cumi-murugappa.com), the websites of BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the website of the RTA at <https://evoting.kfintech.com/public/Downloads.aspx>.
8. In compliance with the MCA Circulars and the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), other applicable provisions of the Act and the Rules and other applicable laws, rules and regulations (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), the assent or dissent (i.e. voting) of Members on the ordinary resolution listed out in the Notice can be cast through electronic voting i.e. remote e-voting only. The detailed procedure for remote e-voting is listed down in the e-voting section of this Notice. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to the shareholders for this Postal Ballot.
9. The Board of Directors at their meeting held on 28<sup>th</sup> October 2022 have approved the engagement of M/s. KFin Technologies Limited, Company's Registrar and Share Transfer Agent for providing remote e-voting facility for this Postal Ballot.
10. The Board of Directors at their meeting held on 28<sup>th</sup> October 2022 have appointed Mr. R Sridharan, of M/s. R Sridharan & Associates, Practicing Company Secretaries, or failing him Ms. Srinidhi Sridharan of M/s. Srinidhi Sridharan & Associates, Practicing Company Secretaries, who are not in employment of the Company, as the Scrutiniser for conducting the Postal Ballot voting process in a fair and transparent manner. The Scrutiniser has communicated his willingness for being engaged for conducting the Postal Ballot voting process.

#### 11. **Remote e-voting timeline:**

The details of remote e-voting period for casting votes are as listed herein below:

<b>Commencement of e-voting</b>	09:00 am (IST) on 8 <sup>th</sup> November 2022
<b>Conclusion of e-voting</b>	05:00 pm (IST) on 7 <sup>th</sup> December 2022

12. Remote e-voting shall be disabled and voting shall not be allowed beyond 05:00 pm (IST) on 7<sup>th</sup> December 2022. Members are requested to cast their votes on or before the said date and time in order to consider the votes as valid. Votes casted beyond the stipulated time period shall be considered invalid.
13. The resolution as stated in the Notice, if approved by the Members with requisite majority shall be deemed to have been passed as on the last date for remote e-voting i.e. 7<sup>th</sup> December 2022.

14. The Scrutiniser shall, consequent to the completion of the voting period, scrutinise the votes casted and shall submit his report to the Chairman of the Company and results in connection with the voting shall be declared by the Chairman or any other person authorised by the Board of Directors not later than 9<sup>th</sup> December 2022.
15. The results shall be also made available on the website of the Company at <https://www.cumi-murugappa.com/agm-postal-ballot/>. The results shall be also communicated to 'BSE' and 'NSE' and the RTA and the same shall be made available on their respective websites.
16. All documents referred to in the accompanying Notice and the statement under Section 102 of the Act, shall be open for inspection during normal business hours (9.30 a.m. to 5.30 p.m.) on all working days until the last date specified for casting votes through remote e-voting i.e. 7<sup>th</sup> December 2022.
17. Disclosures pertaining to the business set out in the Notice pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time) and Clause 1.2.5 of Secretarial Standards-2 issued by the Institute of Company Secretaries of India as revised from time to time are annexed to this Notice.
18. Members are requested to note that Securities and Exchange Board of India through circular ref. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 3<sup>rd</sup> November 2021, has mandated that shareholders holding shares in physical mode are required to update the following details with the Company / RTA on or before 1<sup>st</sup> April 2023:
  - PAN
  - KYC and
  - Nomination

The KYC details include contact information namely Postal Address with pin code, Mobile Number and e-mail address. In terms of above said circular, those folios wherein any of the above details are not available, shall be frozen and shareholders will not be eligible to lodge grievance or avail service request from the RTA or be eligible for receipt of dividend in physical mode. After 31<sup>st</sup> December 2025, frozen folios shall be referred by RTA/Company to the Administering Authority under the Benami Transactions (Prohibitions) Act, 1988 and / or Prevention of Money Laundering Act, 2002. Hence, Members holding shares in physical mode, who have not registered their above particulars are requested to register the same with the Company/RTA. Any clarifications in this regard may be addressed by an email to [investorservices@cumi.murugappa.com](mailto:investorservices@cumi.murugappa.com). For more details, Members are requested to refer to the website of the Company at <https://www.cumi-murugappa.com/> .

#### **INFORMATION ON REMOTE E-VOTING:**

1. In compliance with the MCA Circulars and the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), other applicable provisions of the Act and the Rules and other applicable laws, rules and regulations (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), the Company is pleased to provide remote e-voting facility for casting votes in respect of the business set out in the Postal Ballot Notice. The Company has engaged the services of M/s. KFin Technologies Limited ('KFintech'), Company's Registrar and Share Transfer Agent for providing remote e-voting facility for this Postal Ballot transaction.
2. The remote e-voting period shall commence at 09:00 am (IST) on 8<sup>th</sup> November 2022 and shall conclude at 05:00 pm (IST) on 7<sup>th</sup> December 2022, thereafter which the facility to cast votes shall be disabled. Members are requested to cast their votes on or before 7<sup>th</sup> December 2022.

3. Once a vote is casted by a Member, he/she/it shall not be allowed to change it subsequently or be allowed to cast vote again. Voting rights of a Member shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-off Date.

**PROCEDURE FOR E-VOTING:**

**I. Individuals holding shares in demat mode:**

In line with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December 2020, Members (individuals holding shares in demat mode) can avail remote e-voting facility, by using a single login credential through websites of Depositories/Depository Participants (DPs).

Type of shareholders	Login Method
<p><b>Individual Shareholders holding securities in demat mode with NSDL</b></p>	<p><b>1. User already registered for IDeAS e-Services:</b></p> <ul style="list-style-type: none"> <li>a) Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>b) Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section.</li> <li>c) A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.</li> <li>d) Click on "Access to e-Voting" appearing on the left hand side under e- Voting services and you will be able to see e-Voting page.</li> <li>e) Click on options available against company name or e-Voting service provider - KFintech and you will be re-directed to KFintech's e-Voting website for casting your vote during the remote e-Voting period.</li> </ul> <p><b>2. User not yet registered for IDeAS e-Services</b></p> <ul style="list-style-type: none"> <li>a) To register, click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>b) Select "Register Online for IDeAS" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>c) Kindly provide the necessary details for registration.</li> <li>d) Please follow steps given in point 1 for casting vote.</li> </ul> <p><b>3. Directly accessing the e-Voting website of NSDL</b></p> <ul style="list-style-type: none"> <li>a) Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>b) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.</li> <li>c) A new screen will open. Enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>d) After successful authentication, you will be redirected to NSDL website wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider – KFintech and you will be redirected to e-Voting website of KFin Technologies Limited for casting your vote during the remote e-Voting period.</li> </ul>
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<p><b>1. Existing user already registered for Easi/Easiest</b></p> <ul style="list-style-type: none"> <li>a) Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>b) Click on New System Myeasi</li> <li>c) After successful login of Easi/Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of E-voting Service Provider ('ESP') i.e. KFintech portal. Click on KFintech to cast your vote.</li> </ul>

	<p><b>2. User not registered for Easi/Easiest</b></p> <p>a) Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>b) Kindly provide the necessary details for registration.</p> <p>c) Please follow the steps given in point 1 for casting vote.</p> <p><b>3. Directly accessing the e-Voting website of CDSL</b></p> <p>a) Visit URL: <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a></p> <p>b) Enter your demat account number and PAN No.</p> <p>The system will authenticate the user by sending OTP on registered Mobile and e-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. KFintech where you can vote during the remote e-Voting period.</p>
<p><b>Individual Shareholder login through their demat accounts/Website of Depository Participant</b></p>	<p>a) You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility.</p> <p>b) Once logged-in, you will be able to see e-Voting option. Once you click on e- Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>c) Click on options available against company name or e-Voting service provider - KFintech and you will be redirected to e-Voting website of KFin Technologies Limited for casting your vote during the remote e-Voting period.</p>

**Helpdesk corner – for assistance on e-voting through NSDL / CDSL websites**

Members may reach NSDL / CDSL through the below stated contact information for any assistance or for addressing any technical issues during the e-voting process:

MODE	NSDL CONTACT DETAILS	CDSL CONTACT DETAILS
E-mail	<a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a>	<a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>
Contact Number (Toll Free)	1800 1020 990 and 1800 22 44 30.	022-23058738 or 022-23058542/43

**II. In case of Members other than individuals and those holding securities in physical mode**

**A. In case a Member receives an e-mail from RTA [for Members whose e-mail addresses are registered with the Company/Depository Participant(s)]:**

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be Event number 7057 followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$ etc.,). The system will prompt you to change your password and update your contact details like mobile number, e-mail address etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your

password with any other person and that you take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select e-voting event i.e., Carborundum Universal Limited. Now you are ready for e-voting as "cast vote" page opens.

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.

ix. You may cast your vote by selecting an appropriate option and click on "Submit".

x. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution.

xi. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.,) are also required to send scanned certified true copy (PDF) of the Board Resolution/ Authorisation Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at [rsaevoting@gmail.com](mailto:rsaevoting@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above mentioned documents should be in the naming format "CUMI-Postal Ballot".

**B. Members holding shares in dematerialised form whose e-mail addresses are not registered with the Company/DPs:**

i. Please follow the steps provided in Note 5 under 'Notes forming part of the Notice' to obtain the User ID and password.

ii. Please follow all steps from sl. no. (i) to sl. no. (xi) of II(A) to cast your vote by electronic means.

4. In case of any query on e-voting, Members may refer to the "Help" and "FAQs" sections / e-voting user manual available through a dropdown menu in the "Downloads" section of KFintech's website for e-voting: <https://evoting.kfintech.com>.

5. Members are requested to take note of the contact details for reaching out to the RTA in case of any queries in the remote e-voting process:

<b>Name of the Contact person and Designation</b>	Mr. Rajkumar Kale Assistant Vice President
<b>Address of the RTA</b>	Selenium Building, Tower - B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032.
<b>Contact Number(s)</b>	1800-3094-001 and 040-67162222
<b>E-mail</b>	<a href="mailto:inward.ris@kfintech.com">inward.ris@kfintech.com</a> and <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a>



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

The following statement pursuant to Section 102 of the Companies Act, 2013 sets out all material facts and necessary disclosures pertaining to the Special Business mentioned in the Postal Ballot Notice:

The shareholders at the 65<sup>th</sup> Annual General Meeting ('AGM') held on 31<sup>st</sup> July 2019 appointed Mr. N Ananthaseshan as the Managing Director of the Company to hold office until 22<sup>nd</sup> November 2022. Considering that Mr. N Ananthaseshan's term as Managing Director would be expiring at the close of business hours on 22<sup>nd</sup> November 2022, the Board of Directors at their meeting held on 28<sup>th</sup> October 2022, based on the recommendation of the Nomination and Remuneration Committee, had considered Mr. Ananthaseshan's re-appointment as the Managing Director for a further term commencing from 23<sup>rd</sup> November 2022 till 31<sup>st</sup> December 2024 and approved his re-appointment.

Mr. N. Ananthaseshan aged 59 years is an IITian in M. Tech Material Science from Kharagpur and also holds a Master's degree in Applied Science. Mr. N Ananthaseshan joined CUMI as a graduate trainee in 1986 and has been with the Company since his career beginning. He was heading the Abrasives division of the Company since 2014 prior to which he was heading the Electrominerals division of the Company. Mr. Ananthaseshan possesses vast experience across business verticals of the Company. Mr. Ananthaseshan is currently on the Boards of Volzhsky Abrasive Works, Sterling Abrasives, Wendt (India) Limited, Murugappa Morgan Thermal Ceramics etc.

Under Mr. Ananthaseshan's leadership as the Managing Director of the Company since November 2019, the Company has grown significantly and the consolidated financial performance in the last three years is given below:-

*(Rs. in crores)*

<b>Year</b>	<b>Sales</b>	<b>PBT</b>	<b>PAT</b>
2019-20	2569	351	272
2020-21	2604	395	284
2021-22	3290	476	333

Further, Mr. Ananthaseshan has since taking over as the Managing Director, steered the Company during the unprecedented crisis of the COVID-19 pandemic as well as the current geo-political crisis owing to the Russia-Ukraine conflict. During these global crisis and resultant volatile business conditions, Mr. Ananthaseshan ably led the Company in continuing its operations across various regions and has also ensured achieving improved growth in financial and operational performance. Under his leadership, the Company has grown from Rs.2600 crores to over Rs.3300 crores in a short span of three years and he has navigated the unprecedented challenges posed by the global pandemic/geo-political tensions with no major disruption in operations.

Over the last year, with Mr. Ananthaseshan's immense support and guidance, the Company has successfully implemented its inorganic growth strategies viz., acquisition of

- a majority stake in PLUSS Advanced Technologies Limited, India
- assets of Awuko Abrasives Wandmacher GmbH & CO kg, Germany and all shares in RHODIUS Schleifwerkzeuge Veierwaltungsgesells mbH (RQS GmbH) and all the limited partner's interest in RHODIUS Schleifwerkzeuge GmbH & Co. KG (RQS KG) from Gebruder Rhodius GmbH & Co. KG.

These acquisitions will augur well for the Company in the coming years. The Nomination and Remuneration Committee at its meetings held on 21<sup>st</sup> March 2022 and 1<sup>st</sup> August

2022 had evaluated the performance of the Managing Director which were duly considered while recommending his re-appointment to the Board on 28<sup>th</sup> October 2022.

The Board is of the opinion that the continued association of Mr. Ananthaseshan would be of immense benefit to the Company and hence, it is desirable to continue to avail his services. Accordingly, the Board recommends his re-appointment as the Managing Director. The required consent and disclosure forms have been received from Mr. Ananthaseshan.

Mr. N Ananthaseshan currently holds 139,835 equity shares in the Company and during the FY 2021-22 he was paid a remuneration of Rs.1,88,18,285/- (Rupees One Crore eighty -eight lakhs eighteen thousand two hundred and eighty-five only).

The details of Options granted to and held by Mr. N Ananthaseshan under the Company's Employee Stock Option Scheme 2007 and Employee Stock Option Plan 2016 are given below:

Particulars	Employee Stock Option Scheme 2007		Employee Stock Option Plan 2016		
	29-Sep-07	27-Jan-11	4-Feb-17	31-Jul-19	02-Aug-21
Options granted	121,800	78,600	93,120	111,528	272,000*
Options vested	105,966	62,880	41,172	111,528	54,400
Options cancelled	15,834	15,720	-	-	-
Options lapsed	-	-	-	-	-
Options exercised	105,966	62,880	51,948	-	-
Options outstanding	-	-	-	-	217,600
Exercise Price	91.80	125.08	257.55	317.70	672.95

\*Maximum stock options Mr. Ananthaseshan will be entitled to under the ESOP 2016 as per the existing scheme.

Mr. N Ananthaseshan's remuneration comprises fixed as well as variable components which is subject to a periodic review by the Nomination and Remuneration Committee and the Board. As applicable to any Executive Directors, the performance metrics is determined by a Balance Scorecard (BSC) methodology comprising Company financials, Company Scorecard and personal objectives encompassing financial parameters, customer perspective, internal processes as well learning & growth. The BSC is annually determined by the Nomination and Remuneration Committee while reviewing the annual performance of Senior Management and before payouts are made in the form of incentive, the achievement of BSC across the above parameters is reviewed by the Nomination and Remuneration Committee. The Committee also gives due weightage to the role played by Mr. Ananthaseshan in the performance of the Company at the consolidated level encompassing the many subsidiaries, joint ventures and associate companies.

Mr. N Ananthaseshan's employment is whole time in nature and terminable with 3 months' notice on either side. There is no severance fee payable in his remuneration package.

As per Article 17.27 of the Article of Association, the Managing Director of the Company is not liable to retire by rotation except as required under the Companies Act 2013. In terms of Section 152 of the Act, the Board composition should comprise 2/3<sup>rd</sup> of its total strength (except Independent Directors) as Directors who are liable to retire by rotation. Accordingly, in order to comply with Section 152 of the Act, at the 68<sup>th</sup> Annual General Meeting held on 1<sup>st</sup> August 2022, though Mr. Ananthaseshan is not liable to retire by rotation in terms of the Articles of Association of the Company, for meeting the minimum requirements of Section 152 of the Act, he retired by rotation and has been re-elected as a Director not liable to retire by rotation unless the Act requires by the shareholders.

The Board recommends Mr. N Ananthaseshan's re-appointment for approval by the Members of the Company.

The ordinary resolution set out in the Notice is proposed to be passed through Postal Ballot mechanism in compliance with MCA Circulars and relevant provisions under the Companies Act, 2013 read with rules made thereunder including circulars and notifications issued thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with circulars and notifications issued thereunder.

All documents referred to in the accompanying Notice and the statement under Section 102 of the Act, shall be open for inspection during normal business hours (9.30 a.m. to 5.30 p.m.) on all working days until the last date specified for casting votes through remote e-voting i.e. 7<sup>th</sup> December 2022.

**Memorandum of Interest:**

Except Mr. N. Ananthaseshan, being the appointee, none of the other Directors or Key Managerial Personnel of the Company or their relatives is interested or concerned, financially or otherwise in the aforesaid resolution proposed to be passed as an ordinary resolution.

**Disclosure under Reg. 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards on General Meetings**

<b>Information required</b>	<b>Disclosure</b>
<b>Name of Director</b>	Mr. N Ananthaseshan
<b>DIN</b>	02402921
<b>Date of Birth</b>	14 <sup>th</sup> December 1962
<b>Age</b>	59 years
<b>Date of Appointment</b>	26 <sup>th</sup> April 2019 as Managing Director – Designate
<b>Qualification</b>	Mr. N Ananthaseshan has completed M.Sc (Applied Sciences) & M Tech Material Sciences from the Indian Institute of Technology, Kharagpur.
<b>Experience in specific functional areas</b>	Has over three decades of experience across various business verticals as detailed out in the explanatory statement. The Annual Report 2021-22 (page 57) highlights the skill matrix of Mr. Ananthaseshan and his detailed profile is available at <a href="https://www.cumi-murugappa.com/management/">https://www.cumi-murugappa.com/management/</a>
<b>Terms and conditions of re-appointment of directorship</b>	Re-appointed as Managing Director as per the term detailed above.
<b>Details of Remuneration sought to be paid</b>	Mr. N Ananthaseshan will be paid remuneration, allowances/perquisites/ Commission/incentive as per the resolution in the Notice.
<b>Directorships in other companies (including foreign companies)</b>	<ul style="list-style-type: none"> <li>• Wendt (India) Limited</li> <li>• Sterling Abrasives Limited</li> <li>• Murugappa Morgan Thermal Ceramics Limited</li> <li>• PLUSS Advanced Technologies Limited</li> <li>• CUMI America Inc.</li> <li>• CUMI Middle East FZE</li> <li>• Volzhsky Abrasive Works</li> <li>• CUMI Abrasive &amp; Ceramics Company Limited</li> <li>• Foskor Zirconia (Pty) Limited</li> <li>• CUMI (Australia) Pty Limited</li> </ul>
<b>No. of meetings of the Board attended during the year (2022-23)</b>	Five ( 5) (100% attendance)
<b>Memberships in Board Committees of other companies (includes membership details of all Committees)</b>	<ol style="list-style-type: none"> <li>1. Carborundum Universal Limited- a. Corporate Social Responsibility- Member b. Stakeholders relationship Committee – Member c. Risk Management Committee – Member.</li> <li>2. Wendt (India) Limited-a. Audit Committee - Member b. Stakeholders relationship Committee - Chairman c. Nomination &amp; Remuneration Committee - Member d. Corporate Social Responsibility Committee - Member e. Risk Management Committee - Member</li> <li>3. Murugappa Morgan Thermal Ceramics Limited. a. Corporate Social Responsibility Committee - Chairman.</li> <li>4. PLUSS Advanced Technologies Limited. a. Compensation and Remuneration Committee- Chairman.</li> <li>5. Volzhsky Abrasive Works-a. Audit Committee- Member</li> </ol>
<b>Shareholding in Carborundum Universal Limited</b>	139,835
<b>Inter-se relationship with any other Directors or manager or KMP of the Company</b>	Nil

**By the Order of Board of Directors  
For Carborundum Universal Limited  
Sd/-  
Rekha Surendhiran  
Company Secretary**

**Place: Chennai  
Date: 28<sup>th</sup> October 2022**