



CARBORUNDUM UNIVERSAL LIMITED

CIN: L29224TN1954PLC000318

Registered Office: 'Dare House', No. 234, N.S.C. Bose Road, Parrys, Chennai 600001

Telephone:91-44-30006161; Fax: 91-44-30006149

E-mail: investorservices@cumi.murugappa.com

Website: www.cumi-murugappa.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Members,

Notice is hereby given that the Special 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 8th April 2020, 17/2020 dated 13th April 2020, 10/2021 dated 23rd June 2021, 03/2022 dated 5th May 2022, 11/2022 dated 28th December 2022, 09/2023 dated 25th September 2023, 09/2024 dated 19th September 2024 and 03/2025 dated 22nd September 2025 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 ('Listing Regulations') 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, the Secretarial Standards-2 ('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 Special resolution set out in this Notice is proposed to be considered by the Members and passed by means of Postal Ballot through **remote e-voting** (voting electronically only) using the platform provided by National Securities Depository Limited (NSDL).

Special Business

Appointment of Ambassador Bala Venkatesh Varma Datla (D B Venkatesh Varma) as an Independent Director

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

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 and in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment thereof for the time being in force], Ambassador D B Venkatesh Varma holding DIN 11564227 who was appointed as an Additional Director in the capacity of an Independent Director of the Company with effect from 4th March 2026 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, pursuant to Section 161(1)

of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of a 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 5 consecutive years from 4th March 2026.

By the Order of Board
For Carborundum Universal Limited

Sd/-
Rekha Surendhiran
Company Secretary

Date: 4th March 2026
Place: Chennai

Notes forming part of the Notice:

1. The statement pursuant to Section 102 of the Act read with the Rules made thereunder listing out the material facts and necessary disclosures pertaining to the special business set out in the Postal Ballot Notice for approval of the Members is annexed to this Notice.
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 **Friday, 6th March 2026** ("**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 through 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:

Members holding shares in physical mode	This Postal Ballot Notice is issued electronically to the Members whose e-mail addresses are available and registered in the records of the RTA.
Members holding shares in demat mode	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 line with 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 being made available on the website of the Company www.cumi-murugappa.com, the websites of the stock exchanges viz., BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') at www.bseindia.com and www.nseindia.com respectively. The Postal ballot Notice is also available on the website of National Securities Depository Limited (NSDL) at <https://www.evoting.nsdl.com>. No physical copy of Postal Ballot Notice will be issued even if a Member requests for the same.

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

Members who have not registered their e-mail addresses are requested to follow the procedure listed below to register their email address:

Type of holder	Process to be followed for registration of e-mail address and mobile number
Physical	<p>Members are requested to send the following documents to the Company's RTA by way of 'In Person Verification' (IPV) or Post to the RTA's office or electronic mode with e-sign to einward.ris@kfintech.com or investorservices@cumi.murugappa.com :</p> <ul style="list-style-type: none"> - Form ISR-1 duly signed for updation of KYC details including e-mail address*; - Signed request letter mentioning the Folio No., name of the Member, e-mail address and mobile number; - Self-attested copy of PAN; - Self-attested copy of any address proof including Aadhar, Passport etc.; - Copy of share certificate(s) (front and back).
Demat	<p>Members may provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card and Aadhar Card to investorservices@cumi.murugappa.com.</p> <p>If you are an Individual Member holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) of sl. no. 19</p> <p>Alternatively, Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.</p> <p>In terms of SEBI circular dated December 9, 2020 on e-Voting facility to be provided by Listed Companies, individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.</p>

*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 Mr. Vasanth Rao Chowdari, Manager, 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 their Depository Participant(s) 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 and einward.ris@kfintech.com.

7. In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, other applicable provisions of the Act, 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 resolution listed out in the Notice can be cast through electronic voting i.e. remote e-voting. 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 Members for this Postal Ballot process.
8. The Board of Directors at their meeting held on 4th March 2026 have approved to engage the services of M/s. National Securities Depository Limited for providing the remote e-voting facility for this postal ballot.
9. The Board of Directors at their meeting held on 4th March 2026 have also appointed Mr. R Sridharan, Practicing Company Secretary of M/s. R Sridharan & Associates, Company Secretaries, Chennai (Membership No. FCS 4775 and CP No. 3239), as the Scrutiniser for conducting the postal ballot voting process in a fair and transparent manner. The Scrutiniser, has communicated his willingness to be engaged for conducting the postal ballot voting process.

10. **Remote e-voting timeline:**

The remote e-voting period for casting votes in respect of the business set out in this Notice is as listed herein below:

Commencement of e-voting	09:00 am (IST) on Tuesday, 17 th March 2026
Conclusion of e-voting	05:00 pm (IST) on Wednesday 15 th April 2026

11. Remote e-voting shall be disabled and will not be allowed beyond 05:00 pm (IST) on Wednesday, 15th April 2026. Members are requested to cast their votes on or before the said date and time in order to consider the votes as valid.
12. 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. 15th April 2026.
13. The Scrutiniser shall, consequent to the completion of the voting period, scrutinise the votes cast 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 Friday, 17th April 2026.
14. The results shall be also made available on the website of the Company at www.cumi-murugappa.com The results shall be also communicated to the BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') and NSDL and the same shall be made available on their respective websites.

15. 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 (09.30 a.m. to 05.30 p.m.) on all working days until the last date specified for casting votes through remote e-voting i.e. Wednesday, 15th April 2026.
16. Disclosures pertaining to the business set out in the Notice pursuant to Regulation 36 of Securities and Exchange Board of India (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 are annexed to this Notice.
17. Members are requested to note that Securities and Exchange Board of India through circular ref. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March 2023, (now rescinded due to issuance of Master Circular for Registrars to an Issue and Share Transfer Agents dated 6th February 2026) has mandated that Members holding shares in physical mode to update the following details with the Company / RTA:
 - PAN
 - KYC and
 - Nomination

The KYC details include contact information namely postal address with pincode, mobile number and e-mail address. 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. For more details, Members are requested to refer to the website of the Company at <https://www.cumi-murugappa.com/>.

18. INFORMATION ON REMOTE E-VOTING:

- i. 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, 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 NSDL to provide remote e-voting facility for this postal ballot.
- ii. The remote e-voting period shall commence at 09:00 am (IST) on Tuesday, 17th March 2026 and shall conclude at 05:00 pm (IST) on Wednesday, 15th April 2026 thereafter which the facility to cast votes shall be disabled. Members are requested to cast their votes on or before Wednesday, 15th April 2026.
- iii. Once a vote is cast, the Member will not be allowed to change it subsequently or be allowed to cast vote again. Voting rights of a Member shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.


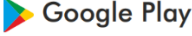


19. **PROCEDURE FOR E-VOTING:**

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual Members holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-voting facility to be provided by Listed companies, individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility. The login method for individual Members holding securities in demat mode is given below:

Category	Login Method
Individual Members holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="553 699 1421 1031">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.<li data-bbox="553 1041 1421 1402">2. Existing IDeAS users can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on the Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.<li data-bbox="553 1413 1421 1541">3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<li data-bbox="553 1551 1421 1879">4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will be opened. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the Company name or e-Voting service provider i.e.

Category	Login Method
	<p>NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Members holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, users will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Members (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website and generate new login credentials.

Helpdesk for individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for Members other than Individual Members holding securities in demat mode and Members holding securities in physical mode

How to Log-in to NSDL e-Voting website?	
<p>i. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.</p> <p>ii. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.</p> <p>iii. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. <i>Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.</i></p>	
iv. Your User ID details are given below:	
Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example, if folio number is 001*** and EVEN is 138874 then user ID is 101456001***
v. Password details for Members other than Individual Members are given below:	
<p>a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.</p> <p>b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.</p>	

- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned in point 5 above.
- vi. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- viii. Now, you will have to click on "Login" button.
- ix. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- i. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
- ii. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- iii. Now you are ready for e-Voting as the Voting page opens.
- iv. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- v. Upon confirmation, the message "Vote cast successfully" will be displayed.
- vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- vii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

- a. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rsaevoting@gmail.com with a copy marked to evoting@nsdl.com. Institutional Members (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- b. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- c. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to evoting@nsdl.com.

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 information pertaining to the Special business contained in the Postal Ballot Notice:

The Board at its meeting held on 4th March 2026 has appointed Ambassador D B Venkatesh Varma as an Additional Director and Independent Director of the Company with immediate effect based on the recommendation of the Nomination and Remuneration Committee. As per Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), Listed entities shall ensure that the approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three (3) months from the date of appointment, whichever is earlier. Considering this regulatory requirement, approval of the shareholders of the Company for the appointment of Ambassador D B Venkatesh Varma as an Independent Director is now being obtained through postal ballot.

Ambassador D B Venkatesh Varma aged 64 years, holding DIN 11564227, had been a Member of the Indian Foreign Service from 1988 to 2021 and during his diplomatic career, has worked in the Ministry of External Affairs, in the Office of External Affairs Minister and in the Prime Minister's Office. He had served as India's Ambassador to Conference on Disarmament in Geneva, to the Kingdom of Spain and to the Russian Federation, until October 2021. He has vast experience in India's Security and Defence policies, including its nuclear, missile, and space programs. He also served as Joint Secretary in charge of Disarmament and International Security in the Ministry of External Affairs between 2010-2013. He was a member of the UN Group of Government Experts on Missiles and on Disarmament and Nuclear Nonproliferation Education.

Ambassador D B Venkatesh Varma was also a key member of the Indian negotiating team involved in the Civil Nuclear Initiative with the US during his tenure as a Director in the Prime Minister's Office during 2004-2007, and as a member of Indian Delegation to Conference on Disarmament and as Joint Secretary in the Ministry of External Affairs. He has vast experience with respect to India's Civil Nuclear Programme. Ambassador Varma was the first Recipient of the S.K. Singh Award for Excellence in the Indian Foreign Service in 2011 for his contribution to the negotiations of the Civil Nuclear Initiative.

Ambassador Varma has an M.Phil in International Relations (Disarmament Studies) from Jawaharlal Nehru University, Delhi and has spoken at numerous think-tanks in Geneva, Washington, New York, Monterey, Vienna, Brussels, London, Melbourne, The Hague, Seoul, Madrid and Moscow. He has lectured at the Russian Diplomatic Academy, the Russian General Staff Academy in Moscow, the National Defence College, the College of Air Warfare, College of Naval Warfare, Army College of Combat, MP Institute of Defence Studies and Analyses and SS Foreign Service Institute, New Delhi, and the College of Defence Management, Secunderabad. He is a distinguished fellow at the Vivekananda International Foundation. He is an Associate Fellow of the Geneva Centre for Security Policy, member of the Academic Council of the JNU, visiting Professor at the School of International Studies, JNU and Adjunct Professor at the National Institute of Advanced Studies, Bangalore. He is Senior Advisor to Reliance Industries Limited on Global Issues. Since April 2025, he has been a Member of the National Security Advisory Board under India's National Security Council. He is currently Chair of the UN Secretary General's Advisory Board on Disarmament Matters. A detailed profile of Ambassador D B Venkatesh Varma is available on the website of the Company.

The Company's Board composition underwent a change on 24th November 2025 following the sad demise of Late Mr. P S Raghavan, who had been an Independent Director of the Company. Mr. Raghavan had been associated with the Company as a Director since 9th May 2017 and his experience in Indian Foreign Service and expertise in geo-political issues had immensely aided the Company in its global growth. His experience in cross border business environment, understanding of foreign policies and external affairs, sanctions regime, diverse business culture & regulatory framework had been crucial in navigating geo-political challenges and critical management of cross border matters. Following his sudden demise, the Board was of the opinion that considering the global nature of the Company's business, it is imperative that a person possessing similar experience and expertise as that of Mr. Raghavan be inducted into the Board. Ambassador D B Venkatesh Varma's candidature was considered by the Nomination and Remuneration Committee as well as the Board on 4th March 2026 and considering his experience and expertise, the Committee and the Board decided to appoint Ambassador Varma as an Independent Director subject to the approval of the shareholders.

The Company has received the consent from Ambassador D B Venkatesh Varma to be appointed as a Director of the Company along with other requisite disclosures including a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013.

The information required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings is provided in the annexure.

In the opinion of the Board, Ambassador D.B. Venkatesh Varma satisfies the criteria prescribed in the Act and Rules made thereunder for being appointed as an Independent Director of the Company and that he is independent of the Management. Accordingly, the Board of Directors have recommended his appointment as an Independent Director for a term of 5 consecutive years from 4th March 2026 in terms of Section 149(10) of the Act. The draft letter of appointment setting out the terms and conditions of his appointment is available on the website of the Company and would also be available for inspection without any fee by the Members at the Company's Registered Office during normal business hours on all working days until the last date specified for casting votes through remote e-voting.

Ambassador D B Venkatesh Varma would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof. Further, he would be entitled to commission on the profits as determined each year by the Board within the overall limits not exceeding one (1%) per cent of the net profits of the Company subject to a cap of Rs.3.5 crores per annum as approved by the shareholders at the 69th Annual General Meeting held on 2nd August 2023. Ambassador D B Venkatesh Varma is not entitled for receiving any Stock options and does not hold any shares in the Company. Ambassador Varma has no pecuniary or material relationship with the Company, its Promoters or Promoter Group, other than the sitting fees and approved commission which he would be entitled to in his capacity as a Director after his appointment.

The Company has also received a notice under Section 160 of the Act from a Member proposing his candidature to the office of an Independent Director.

Considering Ambassador Varma's extensive diplomatic and strategic experience, deep expertise in international security and global policy frameworks and his leadership roles at national and multilateral levels, the Board is of the opinion that he possesses a strong understanding of global dynamics and long-term geopolitical trends. Accordingly, the Board, on the recommendation of the Nomination and Remuneration Committee, has determined

that the appointment of Ambassador D.B. Venkatesh Varma would be beneficial to the Company and would be in the best interests of its stakeholders.

The Board recommends appointment of Ambassador D B Venkatesh Varma for approval by the Members of the Company.

Memorandum of Interest:

None of the Directors or Key Managerial Personnel of the Company or their relatives is interested or concerned, financially or otherwise in the aforesaid Special Resolution.

By the Order of Board
For Carborundum Universal Limited

Sd/-
Rekha Surendhiran
Company Secretary

Date: 4th March 2026
Place: Chennai

Disclosure under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards on General Meetings

Nature of the Information required	Information
Name of Director	Ambassador D B Venkatesh Varma
DIN	11564227
Date of Birth	07/10/1961
Age	64 years
Date of Appointment (initial)	4 th March 2026
Qualification	M.Phil in International Relations (Disarmament Studies) from Jawaharlal Nehru University, Delhi.
Experience in specific functional areas	<ul style="list-style-type: none"> - Ambassador Varma in his diplomatic career, has worked in the Ministry of External Affairs, the Office of the External Affairs Minister and in the Prime minister's office. - He has vast experience in India's Security and Defence policies, including its nuclear, missile, and space programs. He also has significant experience in the field of multilateral non-proliferation and disarmament-nuclear, chemical, biological and conventional weapons. - He served as India's Ambassador to Conference on Disarmament in Geneva, to the Kingdom of Spain and to the Russian Federation. - He also served as Joint Secretary in charge of Disarmament and International Security in the Ministry of External Affairs. - Since April 2025, he is a Member of the National Security Advisory Board under India's National Security Council. - He is currently Chair of the UN Secretary General's Advisory Board on Disarmament Matters. - A detailed profile of Ambassador D B Venkatesh Varma is available on the website of the Company at https://www.cumi-murugappa.com/management/.
Terms and conditions of continuation of directorship and for re-appointment as a Director	-
Details of Remuneration sought to be paid (Amount in Rs.)	Ambassador Varma will be entitled to remuneration payable to all Non-executive Directors of the Company – Sitting fees for the meetings being attended by him and annual commission subject to a limit of Rs.3.5 crores per annum.
Directorships in other companies (including foreign companies)	Nil
No. of meetings of the board attended	-
Memberships in Board Committees of other companies (includes membership details of all Committees)	Nil

Nature of the Information required	Information
No. of shares in the Company	-
Inter-se relationship with any other Directors or manager or KMP of the Company	He is not related to any of the Directors or Key Managerial Personnel of the Company.

By Order of the Board
For Carborundum Universal Limited

Sd/-

Date: 4th March 2026
Place: Chennai

Rekha Surendhiran
Company Secretary