27th May 2026

BSE Limited
25th Floor, Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai 400 001

Stock Code: 513375

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

Stock Code: CARBORUNIV

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the year ended 31st March 2026

In terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January 2026, we enclose the Annual Secretarial Compliance report issued by M/s. R Sridharan & Associates, Company Secretaries for the year ended 31st March 2026.

Kindly take the above on record.

Thanking you

Yours faithfully

For Carborundum Universal Limited

Rekha Surendhiran
Rekha Surendhiran
2026.05.27
18:50:23 +05'30'

Rekha Surendhiran
Company Secretary

Carborundum Universal Limited
Registered Office : 'Dare House', No. 234,
N.S.C. Bose Road, Parrys, Chennai - 600 001, India
T: +91-44-3000 6161
F: +91-44-3000 6149
E: cumigeneral@cumi.murugappa.com
W: www.cumi-murugappa.com
CIN No. : L29224TN1954PLC000318

SECRETARIAL COMPLIANCE REPORT OF CARBORUNDUM UNIVERSAL LIMITED FOR THE YEAR ENDED 31ST MARCH, 2026

ISIN: INE120A01034

We, **R. SRIDHARAN & ASSOCIATES, Company Secretaries** have examined:

a) All the documents and records made available to us and explanation provided by **CARBORUNDUM UNIVERSAL LIMITED, (CIN: L29224TN1954PLC000318) (herein after referred as "The listed entity")** having its Registered office at **Dare House, No.234, N.S.C. Bose Road, Parrys, Chennai - 600001.**

b) the filings/ submissions made by the listed entity to the stock exchanges,

c) website of the listed entity (website address: https://www.cumi-murugappa.com)

d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended **31st March 2026** in respect of compliance with the provisions of:

   a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and

   b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, including:-

a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended;

b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable during the year under review)**

R. SRIDHARAN & ASSOCIATES COMPANY SECRETARIES
Old No.12, New No.37, A3, Sri Sai Kripa, Unnamalai Ammal Street, T. Nagar, Chennai-17.
CP. No: 3239
FCS No: 4775

New No. 12 Old No. 37, A3, Sri Sai Kripa, Unnamalai Ammal Street, T. Nagar, Chennai - 600017
044 4503 7414,+91 99401 18446, +91 96771 58446, +91 97907 62955
info@aryes.in www.aryes.in

e) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **(Not applicable during the year under review)**

f) The Employee Stock Option Plan, 2016 approved under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 & the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable during the year under review)**

h) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not applicable during the year under review)**

i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the review period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under except the following:-

S. No	Compliance Requirement (Regulations/circulars/ guidelines including specific clauses)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	If a vacancy in the office of a director results in non-compliance with respect to Committee composition stated in the provisions of sub-regulation (1) of regulation 18, sub-regulation (1) or (2) of regulation 19, sub-regulation (2) or (2A) of regulation 20 or	Proviso to Regulation 17(1E), of SEBI (LODR) Regulations, 2015	Consequent to the sudden demise of Mr. P S Raghavan, Independent Director, the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Risk Management	Nil	Nil	Nil	Nil	Consequent to the demise of Mr. P S Raghavan the listed entity has not filled up the resultant vacancy in the audit committee, nomination and remuneration committee, stakeholders relationship committee and risk management committee within the prescribed	After the untimely demise of Late Mr. P S Raghavan, Independent Director on 24th November 2025, certain committees in which Late Mr. P S Raghavan held Chairmanship/ Membership had to be reconstituted in line with the SEBI LODR requirements within a period of three months from	

New No.12, Old No.37, A3, Sri Sai Kripa, Unnamalai Ammal Street, T Nagar, Chennai - 600017
044 4503 7414, +91 99401 18446, + 91 96771 58446, +91 97900 62955
info@aryes.in www.aryes.in

	sub-regulation (2) or (3) of regulation 21, the listed entity shall ensure compliance at the earliest and in any case not later than three months from the date of such vacancy.		Committee in which Late Mr. P S Raghavan held Chairmanship / membership had to be re-constituted by inducting another Independent Director with in three months. The listed entity filled up the vacancy in the said Committees on 4th March 2026 resulting in a delay of compliance by 8 days.					period of three months.	thereon. Since the Company operates across the globe the Board was of the opinion that a person of similar attributes and expertise as that of Late Ambassador Mr. Raghavan would be suitable to fill in the vacancy. The Company exercised diligence and prudence in selecting an appropriate candidate for this position rather than pursuing an approach of interim or ad-hoc appointment, in order to ensure sustainable compliance and strong governance standards. This is also in line with the requirements of the LODR which is a principle-based Regulation. On 4th March 2026, Ambassador D B Venkatesh Varma was appointed as a Director and after the Board composition changes were effected, the Nomination & Remuneration Committee recommended and the Board approved the reconstitution of all the Board Committees. Hence,	

R. SRIDHARAN & ASSOCIATES COMPANY SECRETARIES Old No.12, New No.37, A3, Sri Sai Kripa, Unnamalai Ammal Street, T. Nagar, Chennai-17. CP. No: 3239

New No.12, Old No.37, A3, Sri Sai Kripa, Unnamalai Ammal Street, T.Nagar, Chennai - 600 017
044 4503 7414, +91 99401 18446, + 91 96771 58446, +91 97907 62955
info@aryes.in www.aryes.in

									for completing this process, there was a slight delay of 8 Days. As on date, this exception has been rectified.	
2.	Any vacancy in the office of the Chief Financial Officer shall be filled by the listed entity at the earliest and in any case not later than three months from the date of such vacancy	Regulation 26A of SEBI (LODR) Regulations, 2015.	The listed entity has not filled the casual vacancy in the office of Chief Financial Officer within 3 months from the date of such vacancy resulting due to resignation of Mr. Sushil Kishore Bhendale with effect from closure of business hours on 26th September, 2025.	Nil	Nil	Nil	Nil	The listed entity has not filled the casual vacancy in the office of Chief Financial Officer within 3 months from the date of such vacancy resulting due to resignation of Mr. Sushil Kishore Bhendale with effect from closure of business hours on 26th September, 2025.	Mr. Sushil Bendale, CFO and Key Managerial Personnel stepped down from services of the Company at the close of business hours on 26 September 2025. The position remains vacant as at 31 March 2026 and the Company is in the process of identifying a suitable candidate in terms of the Senior Management criteria determined by the Board for filling in the vacancy. Since the position became vacant, internal and external candidates were evaluated and a few have been shortlisted. The process for identifying and appointing a suitable candidate for this key position is in progress and will be completed shortly subject to the offer acceptance process.	

(b)The listed entity has taken the following actions to comply with the observations made in the previous reports:

R. SRIDHARAN & ASSOCIATES
Old No.12, New No.37, A3, Sri Sai Kripa, Unnamalai Ammal Street, T. Nagar, Chennai-17.
CP. No: 3239
FCS No: 4775
COMPANY SECRETARIES

New No.12, Old No.37, A3, Sri Sai Kripa, Unnamalai Ammal Street, T.Nagar, Chennai - 600 017
044 4503 7414, +91 99401 18446, + 91 96771 58446, +91 97907 62955
info@aryes.in www.aryes.in

Sr. No	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 2025	Compliance Requirement (Regulations/circulars/ guidelines including specific clauses)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial Action Taken if any	Observations/ Remarks of the Practicing Company Secretary
1.		Consequent to the stepping down of Mr. P S Raghavan, Independent Director nominated to the Board of M/s Volzhsky Abrasive Works (VAW), Russia one of the material subsidiary of the Company, from 5th February 2025, the vacancy has not been filled up considering VAW's sanction status.	At least one independent director on the board of directors of the listed entity shall be a director on the board of directors of an unlisted material subsidiary, whether incorporated in India or not.	M/s. Volzhsky Abrasive Works (VAW), a material subsidiary of the Company, was included in the Specially Designated Nationals and Blocked Persons (SDN) List by the US Department of Treasury's Office of Foreign Assets Control on 10th January 2025. Pursuant to this, Mr. P.S. Raghavan, Independent Director nominated to the VAW Board, stepped down on 4th February 2025. In order to mitigate the risk of potential secondary sanctions, the Board decided not to nominate any Director to VAW, as such association may be construed as providing Board services to a sanctioned entity.	The Company has obtained an exemption from SEBI under Regulation 102(1)(e) of the LODR Regulations with specific reference to VAW. The exemption has been obtained considering the geo-political crisis and sanctions regime and the same has been provided until the earlier of removal of VAW from the OFAC SDN list or VAW ceasing to be a material subsidiary	The Company has received SEBI's order granting exemption under Regulation 102(1)(e) of the LODR Regulations in respect of VAW, for the period during which it continues to remain on the SDN List.

R. SRIDHARAN & ASSOCIATES COMPANY SECRETARIES Old No.12, New No.37, A3, Sri Sai Kripa, Unnamalai Ammal Street, T. Nagar, Chennai-17. CP. No: 3239 FCS No: 4775

New No.12, Old No.37, A3, Sri Sai Kripa, Unnamalai Ammal Street, T.Nagar, Chennai - 600 017
044 4503 7414, +91 99401 18446, + 91 96771 58446, +91 97907 62955
info@aryes.in www.aryes.in

We further affirm the compliance status with respect to the specific provisions by the listed entity as mentioned below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1.	Secretarial Standards The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) viz., Secretarial Standard on Meetings of the Board of Directors and General Meetings issued by the Institute of Company Secretaries India (ICSI) as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	YES	-
2.	Adoption and timely updation of the Policies • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity.	YES	-
	• All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI.	YES	-
3.	Maintenance and disclosures on Website • The Listed entity is maintaining a functional website.	YES	-
	• Timely dissemination of the documents/ information under a separate section on the website.	YES	-
	• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website.	YES	-
4.	Disqualification of Director None of the Directors of the Company are disqualified under Section 164 of Companies	YES	-

R. SRIDHARAN & ASSOCIATES
Old No.12, New No.37, A3, Sri Sai Kripa, Unnamalai Ammal Street, T. Nagar, Chennai-17.
CP. No: 3239
FCS No: 4775
COMPANY SECRETARIES

New No.12, Old No.37, A3, Sri Sai Kripa, Unnamalai Ammal Street, T.Nagar, Chennai - 600 017
044 4503 7414, +91 99401 18446, + 91 96771 58446, +91 97907 62955
info@aryes.in www.aryes.in

	Act, 2013.		
5.	Details related to Subsidiaries of listed entities • Identification of material subsidiary companies. • Requirements with respect to disclosure of material as well as other subsidiaries.	 YES YES	 - -
6.	Preservation of Documents The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	YES	-
7.	Performance Evaluation The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	YES	-
8.	Related Party Transactions • The listed entity has obtained prior approval of Audit Committee for all Related party transactions. (or) • In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit committee.	YES NOT APPLICABLE	- All Related Party Transactions were entered after obtaining prior approval of Audit Committee
9.	Disclosure of events or information The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	YES	-
10.	Prohibition of Insider Trading The listed entity is in compliance with	YES	

R. SRIDHARAN & ASSOCIATES COMPANY SECRETARIES Old No.12, New No.37, A3, Sri Sai Kripa, Unnamalai Ammal Street, T. Nagar, Chennai-17. CP. No: 3239 FCS No: 4775

New No.12, Old No.37, A3, Sri Sai Kripa, Unnamalai Ammal Street, T.Nagar, Chennai - 600 017
044 4503 7414, +91 99401 18446, + 91 96771 58446, +91 97907 62955
info@aryes.in www.aryes.in

	Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.		
11.	Actions taken by SEBI or Stock Exchange(s), if any No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	YES	-
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NOT APPLICABLE	-
13.	Additional Non-compliances, if any No additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	NO	Kindly refer the above table

PLACE : CHENNAI
DATE : 14TH MAY 2026

For R. SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES

R. SRIDHARAN & ASSOCIATES * COMPANY SECRETARIES * Old No.12, New No.37, A3, Sri Sai Kripa, Unnamalai Ammal Street, T. Nagar, Chennai-17. CP. No: 3239 FCS No: 4775

CS R. SRIDHARAN
FCS No. 4775
CP No. 3239
PR NO. 6232/2024
UIN: S2003TN063400
UDIN: F004775H000362693

New No.12, Old No.37, A3, Sri Sai Kripa, Unnamalai Ammal Street, T.Nagar, Chennai - 600 017
044 4503 7414, +91 99401 18446, + 91 96771 58446, +91 97907 62955
info@aryes.in www.aryes.in