CARBORUNDUM UNIVERSAL LIMITED

CIN: L29224TN1954PLC000318
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N.S.C. Bose Road, Parrys, Chennai - 600001
Tel: +91-44-30006161; e-mail: investorservices@cumi.murugappa.com;
Website: www.cumi-murugappa.com

NOTICE TO MEMBERS

NOTICE is hereby given that the Seventy Second Annual General Meeting ('AGM') of the Members of the Company will be held at 03.00 p.m. Indian Standard Time on Friday, 7th August 2026 through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following businesses:

ORDINARY BUSINESS

Item No.1 - Adoption of Standalone Financial Statements

To consider and if deemed fit, to pass the following as an Ordinary Resolution:

RESOLVED THAT the Audited Standalone Financial Statements for the year ended 31st March 2026 and the Reports of the Board and Independent Auditors thereon be and are hereby considered, approved and adopted.

Item No. 2 - Adoption of Consolidated Financial Statements

To consider and if deemed fit, to pass the following as an Ordinary Resolution:

RESOLVED THAT the Audited Consolidated Financial Statements for the year ended 31st March 2026 and the Report of the Independent Auditors thereon be and are hereby considered, approved and adopted.

Item No. 3 - Declaration of Dividend

To consider and if deemed fit, to pass the following as an Ordinary Resolution:

RESOLVED THAT a final dividend of ₹2.50/- per equity share of ₹1/- each, as recommended by the Board of Directors, be declared for the financial year ended 31st March 2026 and that the same be paid out of the profits of the Company to those shareholders whose names appear in the Register of Members as on 31st July 2026 in case the shares are held in physical form and to the beneficial holders of the dematerialised shares as per the details provided by National Securities Depository Limited and Central Depository Services (India) Limited as on 31st July 2026.

RESOLVED FURTHER THAT the interim dividend of ₹1.50/- per equity share of Re.1/- each declared by the Board of Directors and paid for the financial year ended 31st March 2026 be and is hereby confirmed.

Item No. 4 - Re-appointment of Mr. Muthiah Murugappan (DIN: 07858587) as a Director

To consider and if deemed fit, to pass the following as an Ordinary Resolution:

RESOLVED THAT Mr. Muthiah Murugappan holding DIN: 07858587, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.

SPECIAL BUSINESS

Item No. 5 - Approval for payment of commission to Mr. M M Murugappan

To consider and if deemed fit, to pass the following as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Regulation 17(6)(ca) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 197, 198 and other applicable provisions of the Companies Act, 2013 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] and Article 17.16 of the Articles of Association of the Company, approval be and is hereby granted for the remuneration payable to Mr. M M Murugappan, Non-Executive Chairman for the FY 2026-27 including by way of commission for the financial year ended 31st March 2026 aggregating to a sum not exceeding ₹1,00,00,000/- (Rupees One Crore only) excluding the sitting fees payable in respect of the meetings of the Board/Committees in which he would be participating during the financial year 2026-27.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take all such steps as may be necessary, desirable or expedient to give effect to this Resolution.

Item No. 6 - Ratification of Cost Auditor's Remuneration

To consider and if deemed fit, to pass the following as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], the remuneration of ₹5,00,000/- payable to M/s. S Mahadevan & Co (Firm registration no. 000007) Cost Accountants, Chennai, appointed by the Board of Directors to conduct the audit of the cost accounting records of the Company for the financial year 2026-27, excluding applicable taxes and out of pocket expenses incurred by them in connection with the Cost Audit be and is hereby ratified and confirmed.

By Order of the Board

Chennai
May 14, 2026

Rekha Surendhiran
Company Secretary

Notes:

1. The Ministry of Corporate Affairs ('MCA') vide its General Circular No. 03/2025 dated 22nd September 2025 and in furtherance to its earlier circulars issued in this regard has permitted companies to hold their AGMs through Video Conferencing (‘VC’)/Other Audio Visual Means (‘OAVM‘) not requiring the physical presence of the Members. Hence, the 72nd AGM of the Company is being conducted through VC/OAVM in compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and applicable circulars issued in this regard. Members are requested to attend and participate at the ensuing e-AGM through VC/OAVM facility being provided by the Company through National Securities Depository Limited (“NSDL”). Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum for the meeting under Section 103 of the Act.

2. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, as this AGM is being held through VC/OAVM, physical attendance of Members is dispensed with. Accordingly, the facility for the appointment of proxies by the Members will not be available for this AGM. Hence, the proxy form and attendance slip are not being annexed to this Notice and the resultant requirement for submission of proxy forms does not arise in line with MCA and SEBI circulars issued in this regard.

3. The statement of material facts pursuant to Section 102 of the Act in respect of business item no. 4 which is an Ordinary business and business item nos. 5 and 6 which are Special businesses to be transacted at the AGM are annexed hereto for the information of Members.

4. The Record date for the purpose of payment of final dividend for the financial year ended 31st March 2026 shall be Friday, 31st July 2026. Subject to the provisions of the Act, the dividend as recommended by the Board, if declared at the meeting will be paid by Tuesday, 18th August 2026.

5. Dividends remaining unclaimed/unpaid for a period of seven (7) consecutive years are required to be transferred to the Investor Education Protection Fund (‘IEPF’) Authority. The Company has transferred unclaimed/unencashed dividends upto the interim dividend for FY 2018-19 to the IEPF Authority till the date of this Notice.

   The Company has uploaded the details of unpaid and unclaimed amounts lying with it as on 31st March 2025 on the website https://www.cumi-murugappa.com/part-2-unclaimed-dividend/ and also on the website of MCA in line with the amendments made to the IEPF Rules during the year. Members can ascertain the status of their unclaimed dividend amounts from these websites.

   Members who have not encashed their warrants in respect of the final dividend declared for the financial year 2018-19 and subsequent dividends thereon may write to the investor relations team or RTA immediately for claiming their dividends.

   As per Section 124(6) of the Companies Act, 2013 and extant Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is required to transfer the shares in respect of which dividend has not been paid or claimed for seven consecutive years or more to the IEPF Authority. As at 31st March 2026, the Company has transferred 9,62,180 shares to the IEPF Authority. Further, the Company has uploaded the details of the above on its website for the information of Members.

   Members are entitled to claim the shares from the IEPF Authority by making an application online along with the requisite documents in Form IEPF-5 available on the website https://www.mca.gov.in. Members are requested to contact the Company’s RTA or the Company in this regard.

   Members are requested to note that dividends declared and paid by the Company are taxed in the hands of the recipient of dividend i.e. Members. All dividends paid/to be paid by the Company are subject to deducting tax at the applicable rate prescribed under the Income Tax Act, 2025. Members may note that in the absence of the details of the PAN, the Company would be required to deduct tax at a higher rate prescribed under the Income Tax Act, 2025. In view of this requirement, Members who have not furnished their PAN to the Company are requested to immediately submit a copy of the same. Members seeking non-deduction of tax on their dividends may submit Form 121 (erstwhile form 15G/15H) as applicable to the Company on a yearly basis at https://ris.kfintech.com/clientservices/investors/taxformsupload.aspx. The detailed information with respect to tax deduction at source on dividend payments including the formats of Form 121 for seeking exemption is available at https://ris.kfintech.com/clientservices/investors/Templates/TDS_Form-121.pdf and https://www.cumi-murugappa.com/tds-on-dividend/. Members may contact the Company Secretary or any executive in the investor relations team in case of any clarification in this regard.

6. The Securities and Exchange Board of India (SEBI) vide its master circular No. HO/38/13/(4)2026-MIRSDPOD/I/4298/2026 dated February 06, 2026 (‘Master Circular’) has made it mandatory for holders of physical securities to furnish their PAN, e-mail address, mobile number, bank account details and also to either register or to opt out of nomination facility against the shares held in the Company. Also, the forms introduced with respect to investor servicing are available on the website of the Company at https://www.cumi-murugappa.com/part-4-investor-services/.

7. SEBI has mandated the submission of PAN by every participant in securities market for any updation in the folio and any Investor requests. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participant with whom they maintain their demat accounts.

8. Members, who hold shares in physical form and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Contact Details (iii) Mobile Number (iv) Bank Account Details and (v) Signature] shall be eligible to get dividend only in electronic mode after updating the KYC. Accordingly, final dividend for the FY 2025-26, subject to approval by the Members in the AGM, shall be paid to physical holders only after the above details have been updated in their respective folios. Members are requested to update their KYC details to enable payment of dividends electronically as per the process detailed below:

Mode of holding	Process for updating KYC details
Physical	Members can send a request by way of 'In Person Verification' (IPV) or by post to the RTA's office or in electronic mode with e-sign to einward.ris@kfintech.com or investorservices@cumi.murugappa.com by providing the following: • Forms ISR-1, ISR-2 and SH-13 / ISR-3 mentioning the Folio No., and name of the Member; • Self-attested copy of PAN; • Self-attested copy of any address proof including Aadhar, Passport etc.; • Copy of share certificate(front and back); • Original cancelled cheque bearing the name of the first named shareholder, name and branch of the bank in which Members wish to receive the dividend, the bank account type, MICR Code Number and IFSC number.
Demat	Members to contact their respective DPs and register their PAN, e-mail address and bank account details in their demat account, as per the process recommended by the DP.

9. Members are requested to note that in terms of the Listing Regulations, with effect from 1st April 2019, shares of the Company can be transferred only in dematerialised form. In view of the above, Members are advised to dematerialise the shares held by them in physical form. This will also eliminate all risks associated with holding securities in physical form and provide ease in portfolio management. For further information, please contact us at investorservices@cumi.murugappa.com or the RTA at einward.ris@kfintech.com.

   In line with regulatory facilitation measures, SEBI has permitted a special window for a period of one year from 5th February 2026 to 4th February 2027 for re-lodgement of transfer requests and dematerialisation of physical securities, in respect of cases where such requests were lodged prior to 1st April 2019 but were returned due to deficiencies. Eligible Members are encouraged to avail this opportunity within the stipulated timeline to regularise their holdings.

   SEBI vide its Master circular has mandated the issuance of securities only in dematerialised form by listed entities. As an ongoing measure to enhance ease of dealing in securities markets by investors while processing the service requests such as issue of duplicate securities certificate, claims from Unclaimed Suspense Account, renewal/exchange of securities certificates, endorsement sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission, transposition etc., the listed entities have been directed to adhere to processes and practices to convert the physical mode of holding securities into electronic mode. Securities holder/ claimants are also required to submit duly filled up Form ISR-4 while making the service requests, which is available at https://www.cumi-murugappa.com/part-5-formats/.

10. **Intimation of details of Agreement(s), if any under the Listing Regulations**

    Members are informed that in terms of the provisions of the Listing Regulations, the Company is required to intimate the Stock Exchanges the details of the agreements entered into by the shareholders, promoter(s), members of the promoter(s) group, related parties, directors, key managerial personnel, employees of the company or of its holding, subsidiary or associate company, among themselves or with the company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the company or impose any restriction or create any liability upon the company, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the company is a party to such agreements.

    Accordingly, Members are hereby advised to inform the Company about any such agreement to which the Company is not a party, within two working days of entering into such agreements or signing an agreement to enter into such agreements. The Company will inform the details of such agreements to the Stock Exchanges upon it becoming aware of the same within the prescribed timelines.

    [Explanation: For the purpose of this requirement, the term 'directly or indirectly' includes agreements creating an obligation on the parties to such agreements to ensure that the listed entity shall or shall not act in a particular manner.]

11. **Registration of e-mail address by Members and details for obtaining/downloading the electronic copy of the Annual Report and Notice convening the AGM**

In view of the exemptions provided by MCA and SEBI, companies can now send Annual Reports in electronic mode. Accordingly, an electronic copy of the Annual Report is being sent to all the Members holding shares in dematerialised form and whose e-mail addresses are available with the DPs as well as to all the Members holding shares in physical mode whose e-mail addresses are registered with the Company/RTA for communication purposes. Further, a letter providing a weblink for accessing the Notice of the AGM and Annual Report for the financial year 2025-26 will be sent to those Members who have not registered their e-mail address.

Procedure for obtaining the Annual Report, AGM notice as well as electronic voting (e-voting) instructions for Members whose e-mail addresses are not registered with the DPs or with RTA is provided herein and is also available on the website of the Company. The Annual Report is also available on the Company's website at https://www.cumi-murugappa.com/annual-reports/, websites of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively as well as on the website of NSDL at https://www.evoting.nsdl.com/.

In view of the exemptions provided, no physical or hard copies of the Notice and Annual Report will be sent to Members who have not registered their e-mail addresses with the Company/RTA. However, hard copy of Annual Report will be sent to the Members who specifically request for the same. A request in this regard, can be made by sending an e-mail to einward.ris@kfintech.com or investorservices@cumi.murugappa.com.

Members may follow the process detailed below for registration of e-mail addresses to obtain the Annual Report and Notice:

Mode of holding	Process to be followed for registration of e-mail address
Physical	Members are requested to send the following documents to the Company's RTA by way of 'In Person Verification' (IPV) or by post to the RTA's office or in electronic mode with e-sign to einward.ris@kfintech.com or investorservices@cumi.murugappa.com: • Form ISR-1 duly filled up for updation of KYC details including e-mail address; • Self-attested copy of PAN; • Self-attested copy of any address proof including Aadhar, Passport etc.;
Demat	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.

Members can send the abovementioned documents addressed to Mr. S R Ramesh, Deputy Vice President, M/s. KFin Technologies Limited at Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032.

As an eco-friendly measure intending to benefit the society at large, we request you to be part of the e-initiative and register your e-mail address to receive all communication and documents including Annual Reports from time to time in electronic form to the e-mail address provided by you. In case of any queries, Members may write to einward.ris@kfintech.com or investorservices@cumi.murugappa.com by quoting their Folio number or DP and Client ID.

12. Additional information pursuant to Listing Regulations and Secretarial Standards on General Meetings in respect of the Director seeking re-appointment at the AGM is furnished and forms part of this Notice. The Director seeking re-appointment has furnished the requisite consent/ declaration in this regard.

13. The business set out in this Notice would be transacted through electronic voting. Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and amendments thereof, an e-voting facility will be made available to Members to cast their votes electronically on all resolutions set forth in the Notice convening the 72nd AGM.

14. The Company has engaged the services of NSDL to provide remote e-voting facility and voting facility during the AGM to enable Members to exercise their votes in a secured manner. The instructions for remote e-voting as well as voting at the AGM is provided in this Notice. The Board of Directors have appointed Mr. R. Sridharan of M/s. R. Sridharan and Associates, Company Secretaries or failing him Ms. Srinidhi Sridharan of M/s. Srinidhi Sridharan and Associates, Company Secretaries as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner. The Company has obtained the written consent from the Scrutiniser to act as such and confirmation that he/she is eligible for appointment. The Notice and the instructions for attending the AGM and exercising the voting are being sent in electronic form to all the Members whose e-mail addresses are registered with the Company/their DPs for communication purposes. For others who have not registered their e-mail addresses, please refer the instructions in Note 11 above.

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 up to the date of the AGM. The Register of Directors and Key Managerial Personnel & their shareholding and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Act will be available for inspection by the Members electronically during the meeting. Members seeking to inspect such documents can send an e-mail to investorservices@cumi.murugappa.com.

16. Members holding shares in physical form are requested to address all correspondence relating to their shareholding to the Company's RTA or to the Company. Members holding shares in dematerialised form may send such correspondence to their respective DPs.

17. Instructions for Members for remote e-voting and participating in the AGM:

17.1. E-voting using NSDL e-voting system

The manner to cast the vote electronically on NSDL e-voting system comprises of "Two Steps" as mentioned below which need to be followed:

Step 1: Access to NSDL e-voting system

A) Login method for e-voting and joining virtual meeting for Individual Members holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-voting facility 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 e-mail Id in their demat accounts in order to access e-voting facility.

Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL.	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, Verification code and generate OTP. Enter the OTP received on registered e-mail 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 or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user 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 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 or joining virtual meeting & voting during the meeting. 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 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 open. You will have to 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. 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 or joining virtual meeting & voting during the meeting. 5. Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Type of Members	Login Method
Individual Members holding securities in demat mode with CDSL	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 user your existing myeasi 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 evoting 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 or joining virtual meeting & voting during the meeting. 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 from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & e-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Members (holding securities in demat mode) login through their depository participants	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 or joining virtual meeting & voting during the meeting.

***Important note**: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available in the above mentioned website.*

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 e-voting and joining virtual meeting 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?

(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.

(ii) Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.

(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.

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 e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

(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 140275 then user ID is 129216001***

(v). Password details for Members other than Individual Members are given below:

a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.

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.

c) How to retrieve your 'initial password'?

(i) If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail 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 e-mail ID is not registered, please follow steps mentioned below in process for those Members whose e-mail ids are not registered.

(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, PAN, name and 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 and join General Meeting 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 and General Meeting is in active status.

(ii) Select "EVEN" of Company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

(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 authorised signatory(ies) who are authorised 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 Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com.

Process for those Members whose e-mail ids are not registered with the Depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this Notice:

a) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN, self-attested scanned copy of Aadhar by e-mail to investorservices@cumi.murugappa.com.

b) In case shares are held in demat mode, please 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, self -attested scanned copy of Aadhar card to investorservices@cumi.murugappa.com. If you are an Individual Members holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-voting and joining virtual meeting for Individual Members holding securities in demat mode.

c) Alternatively Members may send a request to evoting@nsdl.com for procuring user ID and password for e-voting by providing above mentioned documents.

d) In terms of SEBI circular dated December 9, 2020 on e-voting facility 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 e-mail ID correctly in their demat account in order to access e-voting facility.

17.2. The instructions for Members for e-voting on the day of the AGM

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
3. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

17.3. Instructions for Members for attending the AGM through VC/OAVM

a) Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for Access to NSDL e-voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against Company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.

b) Members are encouraged to join the Meeting through Laptop devices for better experience.

c) Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

d) Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches or disturbance during the meeting. The Company will not be responsible for any disruption in the proceedings caused due to the technical issues including inadequate bandwidth or internet at the end of the shareholder.

e) **AGM queries to be sent in prior to the AGM** - As the AGM is being conducted through VC/OAVM, Members who would like to express their views/have questions pertaining to operations of the Company may send their questions in advance mentioning their name, demat account number/folio number, e-mail id, mobile number to investorservices@cumi.murugappa.com. Questions/queries received by the Company till 05:00 p.m. (IST) on Tuesday, 4th August 2026 shall only be considered and responded during the AGM.

f) **Registration as a Speaker at the AGM** - Members who would like to express their views or ask questions pertaining to operations of the Company during the AGM may register themselves as a Speaker by sending an e-mail to investorservices@cumi.murugappa.com any time before 05:00 p.m. (IST) on Tuesday, 4th August 2026, mentioning their name, demat account number/folio number, e-mail ID and mobile number. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM, depending on availability of time. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the AGM. Please note that Members are entitled to attend the AGM and ask questions only if the Member continues to hold the shares as of the cut-off date. A person who is not a member as of the cut-off date should treat this Notice for information purposes only.

The instructions for joining the AGM through video conferencing will also be made available on the website of the Company at www.cumi-murugappa.com.

18. The remote e-voting period commences on Monday, 3rd August 2026 (09:00 a.m.) and ends on Thursday, 6th August 2026 (05:00 p.m.). The voting rights of Members shall be in proportion to their shareholding as on the cut-off date Friday, 31st July 2026. The Scrutiniser shall immediately after the conclusion of voting at the AGM first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the digital presence of at least two (2) witnesses not in the employment of the

Company and make a consolidated Scrutiniser's Report of the votes cast to the Chairman of the Company. For the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again at the Meeting, the Scrutiniser will have access, after closure of the period for remote e-voting for details relating to Members as the Scrutiniser may require except the manner in which the Members have cast their votes.

19. The results will be declared not later than two working days from the conclusion of the AGM. The results declared along with the Scrutiniser's Report will be placed on the Company's website https://www.cumi-murugappa.com/, as well as the website of NSDL immediately after declaration of results by the Chairman/Authorised person and the Company shall simultaneously forward the results to NSE and BSE for placing it on their respective websites.

20. Resolutions passed through e-voting would be deemed to have been passed as on the date of the AGM i.e., Friday, 7th August 2026.

21. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

22. For easy and quick reference, key details required for reference by Members is annexed to this Notice.

By Order of the Board

Chennai
May 14, 2026

Rekha Surendhiran
Company Secretary

ANNEXURE TO THE NOTICE

Statement pursuant to Section 102 of the Companies Act, 2013

As required under Section 102 of the Companies Act, 2013 ('Act'), the following statement sets out all material facts relating to the businesses mentioned under item nos. 4 to 6 of the accompanying Notice:

Item No. 4

Mr. Muthiah Murugappan Muthiah (Mr. Muthu Murugappan), is currently a Non-Independent Non-Executive Director of the Company. Mr. Muthu Murugappan is liable to retire by rotation at this AGM pursuant to Section 152(6) of the Act and being eligible has offered himself for re-appointment.

Mr. Muthu Murugappan's profile is provided in the Annual Report and the information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings is provided in the annexure. The Company has received the requisite consent and disclosure forms from him in respect of his proposed re-appointment.

Mr. Muthu Murugappan aged 42 years, is currently the Whole Time Director and Chief Executive Officer of E.I.D Parry (India) Limited (EID). He is a fifth generation member of the Murugappa family. Mr. Muthu Murugappan has completed his Master's in Business Administration from London Business school and holds a Bachelor's degree in Management Sciences from the University of Warwick. Mr. Muthu Murugappan started his career in August 2004 and has worked with Indian FMCG major - CavinKare Pvt. Ltd. in sales, brand management, product management for international business as well as in the Industrial Ceramics business of the Company including handling its trading operations in North America. Since September 2015 he is associated with EID, one of the flagship Companies of the Murugappa Group, initially as the Head of its Nutraceuticals business and then took additional charge as the Head of Strategy. Mr. Muthu Murugappan was appointed as CEO of EID in May 2022. He is currently on the Board of various companies including Mahindra & Mahindra Limited.

Mr. Muthu Murugappan is paid sitting fees and commission as a Non- Executive Director. During the FY 2025-26, he was paid ₹4,90,000 (Rupees Four Lakhs Ninety Thousand only) as sitting fees and ₹9,98,630 (Rupees Nine Lakhs Ninety Eight Thousand Six Hundred and Thirty only) as commission (for FY 2024-25). For the FY 2025-26, he is entitled to a commission of ₹15,00,000 (Rupees Fifteen Lakhs only). The details of his remuneration are available in the Corporate Governance section of the Annual Report.

Mr. Muthu Murugappan was appointed as a Non-Executive Director of the Company at the AGM held on 30th July 2024 considering his varied industry and management expertise.

The Board considers that the continued association of Mr. Muthu Murugappan would be of immense benefit to the Company and hence it is desirable to continue to avail his services as a Director. Accordingly, the Board recommends his re-appointment as a Director for approval by the Members of the Company.

Memorandum of Interest

Except Mr. Muthu Murugappan, being the appointee and Mr. M M Murugappan, Chairman of the Company and Father of Mr. Muthu Murugappan, 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 Ordinary Resolution.

Item No. 5

Members at the 69th Annual General Meeting held on 2nd August 2023 had approved the payment of remuneration to Non-Executive Directors of the Company not exceeding one per cent (1%) of the net profits of the Company subject to a cap of ₹3.5 crores per annum.

In line with the Remuneration Policy of the Company, the compensation to the Non-Executive Directors takes the form of commission on profit. Though Members have approved the payment of commission up to one per cent of net profits of the Company for each year subject to the overall cap of ₹3.5 crores, the actual commission paid to every Director is restricted to a fixed sum within the above limit. This sum is reviewed periodically, taking into consideration various factors such as the performance of the Company, time spent by the Directors for attending to the affairs and business of the Company and extent of responsibilities cast on Directors under general law and other relevant factors. In keeping with evolving trends in industry and considering the increased time spent by Mr. M M Murugappan for the Company's affairs, he is paid a differential commission.

Mr. M M Murugappan, Chairman has been associated with the Company as a Director for three decades now. Given the size and nature of the Company's operations and also the rich experience that Mr. Murugappan possesses in the field of engineering, a considerable amount of time is spent by him in the Company's affairs. Apart from playing an active role in guiding and advising on matters connected with strategy and management, he spends considerable time on developing/ managing relationships with the Company's business partners both in India and overseas. The Chairman also plays an active role in matters connected with the Organisation's culture which is critical for the Company to deliver superior performance besides devoting time for technology related issues impacting the Company. Further, the Chairman spends a lot of time participating in various events, conclaves and functions of Industry bodies, Academic Institutions and interactions with high level State Authorities representing the Company. Under his able leadership and guidance, the Company has been able to grow organically as well as inorganically amidst volatile and challenging business conditions worldwide.

Mr. Murugappan in his role as the Chairman of the Company continues to play a significant role in strategic alliances for the Company. Under his leadership and guidance, the Management has set an aspirational long term strategy comprising focused programmes/projects for driving a transformational growth across the Company and its subsidiaries/associates in the years to come. He is deeply involved in major expansion projects of the Company including capacity enhancement/ consolidation of operations aligned with future market needs and in identifying and engaging with suitable global and domestic technology partners to strengthen the Company's technological capabilities and competitiveness.

The strategic programmes aim to propel the Company to a high performing organisation with an ambitious growth in current business, reinventing material science and innovation, foraying into new growth frontiers and leveraging synergies by cross organisation initiatives to build competitiveness. The involvement of the Chairman in the programmes and initiatives is vital for the Company. Considering the above, Mr. Murugappan is entitled for a differential commission.

Pursuant to Regulation 17(6)(ca) of Listing Regulations, approval of Members by special resolution is required to be obtained every year, in which the annual remuneration payable to a single Non-Executive Director exceeds fifty per cent of the total annual remuneration payable to all Non-Executive Directors.

During the FY 2025-26 with the approval of the Members vide special resolution passed at the 71st AGM held on 7th August 2025, Mr. M M Murugappan was paid a commission of ₹1,00,00,000 (Rupees One Crore) (commission for the FY 2024-25) and a sitting fee of ₹6,00,000 (Rupees Six Lakhs). Since the total remuneration payable to Mr. M M Murugappan during the FY 2026-27 including the commission payable for the FY 2025-26 is likely to exceed fifty per cent (50%) of the total remuneration payable to all Non-Executive Directors, approval of the Members is sought vide a Special Resolution.

The Board is of the opinion that for the services being rendered by Mr. M M Murugappan as the Chairman, the remuneration being paid to him is reasonable and commensurate with the efforts taken and time spent by him, on the matters concerning the Company. The Company which is on a transformational growth path will immensely benefit from his services and hence, basis the recommendation of the Nomination and Remuneration Committee, the Board recommends the remuneration payable to Mr. M M Murugappan during the FY 2026-27 in excess of fifty per cent of the total annual remuneration payable to all Non-Executive Directors of the Company for approval by the Members of the Company.

Memorandum of Interest

Except Mr. M M Murugappan and Mr. Muthiah Murugappan, son of Mr. M M Murugappan, 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 a Special Resolution.

Item No.6

Pursuant to the Companies (Cost Records and Audit) Rules, 2014 and any amendments thereof, the Company is required to maintain cost accounting records in respect of products of the Company covered under CETA categories like organic and inorganic chemicals, electrical or electronic machinery, steel, plastic and polymers, ores and mineral products, other machinery, base metals etc. Further, the cost accounting records maintained by the Company is required to be audited. The Board at its meeting held on 14th May 2026 based on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. S Mahadevan & Co. (Firm registration no.000007), Cost Accountants, as the Cost Auditor to conduct the audit of the cost accounting records of the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 for the financial year 2026-27 at a remuneration of ₹5,00,000 excluding applicable taxes and out of pocket expenses incurred by them in connection with the audit. The Cost audit fee is commensurate with the work involved, the size of teams and considering efficiencies arising from advancement in software and ERP system.

As per Section 148 of the Act, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Hence, the Ordinary Resolution as item no.6 is placed before the Members for ratification and the Board recommends the same.

Memorandum of Interest

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

By Order of the Board

Chennai
May 14, 2026

Rekha Surendhiran
Company Secretary

Annexure to the AGM Notice

Disclosure under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards on General Meetings (Item 4)

Name of Director	Mr. Muthiah Murugappan Muthiah (Mr. Muthu Murugappan)
DIN	07858587
Date of Birth & Age	17.09.1983 (42 years)
Date of Appointment (Initial)	01.08.2024
Qualification	Master of Business Administration from London Business School and Bachelor of Science - Management Sciences from Warwick Business School.
Expertise in specific functional areas	Mr. Muthu Murugappan has over 15 years' experience across a wide spectrum of areas such as Brand Management, General Management, Financial Planning & Analysis, Strategy, Sales and Marketing
Directorships in other companies (including foreign companies)	• E.I.D Parry (India) Limited • Mahindra and Mahindra Limited • US Nutraceuticals Inc. • Phase Lifestyle Private Limited • Parry Infrastructure Company Private Limited
Memberships in Board Committees of other Companies (includes membership details of all Committees excluding the Company)	1. E.I.D. Parry (India) Limited a. Stakeholders Relationship Committee - Member b. Risk Management Committee - Member c. Corporate Social Responsibility Committee - Member d. Loans and Investments Committee - Member 2. Mahindra and Mahindra Limited a. Audit Committee - Member b. Stakeholders Relationship Committee - Chairman c. Nomination and Remuneration Committee - Member d. Corporate Social Responsibility Committee - Chairman
No. of shares held in the Company	Nil
Inter-se relationship with any other Directors or KMP of the Company	Mr. M M Murugappan, Non-Executive Non-Independent Chairman is related to Mr. Muthu Murugappan (Father - Son relationship)

For further details, please refer the Corporate Governance Report section of the Annual Report.

In order to enable ease of participation of the Members, key details regarding the 72^{nd} AGM is provided for reference:

<table>
<tr><th>Sl.</th><th>Particulars</th><th colspan="2">Details</th></tr>
<tr><td>1.</td><td>Date and Time of AGM</td><td colspan="2">Friday, 7th August 2026 at 03:00 p.m. IST</td></tr>
<tr><td>2.</td><td>Link for participation through Video Conferencing (VC)</td><td colspan="2">Please refer the instructions in Note 17 of this Notice</td></tr>
<tr><td>3.</td><td>Remote e-voting</td><td colspan="2">Please refer instructions in Note 17.1 of this Notice</td></tr>
<tr><td>4.</td><td>Cut-off date for e-voting</td><td colspan="2">Friday, 31st July 2026</td></tr>
<tr><td>5.</td><td>E-voting period</td><td colspan="2">Commences at 09:00 a.m. IST on Monday, 3rd August 2026 and ends at 05:00 p.m. IST on Thursday, 6th August 2026</td></tr>
<tr><td>6.</td><td>Registrar and Share Transfer Agent contact details</td><td colspan="2">Mr. S R Ramesh, Deputy Vice President,
M/s. KFin Technologies Limited
E-mail: einward.ris@kfintech.com
Contact No: 040-67162222; Toll Free No.: 1800-21-09911</td></tr>
<tr><td rowspan="3">7.</td><td rowspan="3">Help line number for e-voting</td><td>Login type</td><td>Help desk details</td></tr>
<tr><td>Securities held with NSDL</td><td>Please contact NSDL help desk by sending a request at evoting@nsdl.com or contact at 022-4886 7000</td></tr>
<tr><td>Securities held with CDSL</td><td>Please contact CDSL help desk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800-21-09911</td></tr>
<tr><td>8</td><td>Help line number for VC participation</td><td colspan="2">Contact: Ms. Pallavi Mhatre, Senior Manager, NSDL at 022 - 48867000 or write them at evoting@nsdl.com</td></tr>
<tr><td>9.</td><td>Contact details of the Company</td><td colspan="2">E-mail: investorservices@cumi.murugappa.com
Contact: 044-30006166</td></tr>
</table>