



Carborundum Universal Limited

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CIN No. : L29224TN1954PLC000318.

July 13 2017

To

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

Stock Code: 513375

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

Stock Code: CARBORUNIV-EQ

Dear Sir,

Sub: Compliance report on Corporate Governance

In terms of Regulation 27(2)(a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Compliance Report on Corporate Governance for the quarter ended 30th June 2017.

Kindly take the above on record.

Yours faithfully
For Carborundum Universal Limited

Rekha Surendhiran
Company Secretary

Encl.: a/a

1. Name of Listed Entity: Carborundum Universal Limited

ANNEXURE I

2. Quarter ending : 30th June 2017

I. Composition of Board of Directors

Title (Mr /Ms)	Name of the Director	PAN ¹ & DIN	Category (Chairperson /Executive/Non- Executive/in dependent/ Nominee) ²	Date of Appointment in the current term /cessation ³	Tenure ⁴	No of Directorship in listed entities including this listed entity ⁵ (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity ⁶ (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	M M Murugappan	00170476	Non-Executive Chairman	03.08.2016	NA	2	8	4
Mr.	T L Palani Kumar	00177014	Non-Executive- Independent Director	01.08.2014	5years	1	1	1
Mr.	Shobhan M Thakore	00031788	Non-Executive- Independent Director	01.08.2014	3years	6	10	2
Mr.	M Lakshminarayan	00064750	Non-Executive - Independent Director	01.08.2014	3years	6	3	1
Mr.	Sanjay Jayavarthanavelu	00004505	Non-Executive - Independent Director	01.08.2014	5years	1	2	-
Mr.	Aroon Raman	00201205	Non-Executive - Independent Director	01.08.2014	5years	3	2	-
Mrs.	Bharati Rao	01892516	Non-Executive - Independent Director	03.08.2015	4years	5	8	1
Mr.	M A M Arunachalam	00202958	Non-Executive - Non-Independent Director	28.10.2016 Appointed as an Additional Director by the Board	NA	-	2	1
Mr.	P S Raghavan	07812320	Non-Executive - Independent Director	09.05.2017 Appointed as an Additional Director by the Board	5years**	1	-	-
Mr.	Sujain S Talwar	01756539	Non-Executive - Independent Director	09.05.2017 Appointed as an Additional Director by the Board	5years**	1	1	-
Mr.	K Srinivasan	00088424	Managing Director	01.02.2015	NA	-	3	-

¹PAN number of any director would not be displayed on the website of Stock Exchange

²Category of directors means executive/non-executive/independent/nominee. If a director fits into more than one category write all categories separating them with hyphen

³to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

⁴Indicates only the Directorship as Independent Directors in listed entities.

⁵Includes committee memberships & committee chairmanships in unlisted public companies; excludes committee memberships & committee chairmanships in private limited companies, foreign companies and Section 8 companies under the Companies Act, 2013

Date of Initial Appointment

Mr. M M Murugappan- 17/10/1996
Mr. T L Palani Kumar-30/10/2000
Mr. Shobhan M Thakore-25/07/2008
Mr. M Lakshminarayan-20/01/2009
Mr. Sanjay Jayavarthanavelu-27/01/2010
Mr. Aroon Raman- 30/10/2013
Mrs. Bharati Rao-01/11/2014
Mr. M A M Arunachalam -28/10/2016
Mr. P S Raghavan - 09/05/2017
Mr. Sujain S Talwar - 09/05/2017
Mr. K Srinivasan - 01/02/2005

** Mr. P S Raghavan and Mr. Sujain S Talwar's appointment as Independent Directors for a term of five (5) years w.e.f. 9th May 2017 will be considered for the approval by the shareholders at the 63rd Annual General Meeting scheduled to be held on 31st July 2017.

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non- Executive/Independent/Nominee) ⁴
1. Audit Committee	T L Palani Kumar	Chairman- Non-Executive - Independent Director
	M Lakshminarayanan	Non-Executive - Independent Director
	Sanjay Jayavarthanavelu	Non-Executive - Independent Director
	Bharati Rao	Non-Executive - Independent Director
	Sujain S Talwar	Non-Executive - Independent Director
2. Nomination & Remuneration Committee	M Lakshminarayan	Chairman- Non-Executive - Independent Director
	T L Palani Kumar	Non-Executive - Independent Director
	Shobhan M Thakore	Non-Executive - Independent Director
	Aroon Raman	Non-Executive - Independent Director
	Sanjay Jayavarthanavelu	Non-Executive - Independent Director



3. Risk Management Committee	M Lakshminarayan	Chairman-Non-Executive - Independent Director
	Arun Raman	Non-Executive - Independent Director
	P S Raghavan	Non-Executive - Independent Director
	K Srinivasan	Managing Director
4. Stakeholders Relationship Committee	M M Murugappan	Non-Executive Chairman
	K Srinivasan	Managing Director
	M A M Arunachalam	Non-Executive - Non-Independent Director
5. Corporate Social Responsibility Committee	Shobhan M Thakore	Chairman-Non-Executive - Independent Director
	Arun Raman	Non-Executive - Independent Director
	P S Raghavan	Non-Executive - Independent Director
	K Srinivasan	Managing Director

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors		
Date(s) of meeting of (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (In number of days)
27.03.2017	09.05.2017	42

IV. Meeting of Committees			
1.Audit Committee			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met(details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)*
09.05.2017	Yes (Three members present)	27.03.2017	42
2.Corporate Social Responsibility Committee			
09.05.2017	Yes (All members were present)	Nil	NA
3.Nomination & Remuneration Committee			
09.05.2017	Yes (All members were present)	27.03.2017	42
4.Risk Management Committee			
Nil	Nil	03.02.2017	NA
5.Stakeholders Relationship Committee			
09.05.2017	Yes (All members were present)	04.02.2017	93

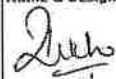
* This information has to be mandatorily be given for audit committee, for rest of the committees, giving this information is optional

V. Related Party Transactions		Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained			Yes
Whether shareholder approval obtained for material RPT			NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit			Yes

Note
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.

- VI. Affirmations
- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
 - The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee
 - Nomination & remuneration committee
 - Stakeholders relationship committee
 - Risk management committee (applicable to the top 100 listed entities)
 - The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
 - The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
 - This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: The Corporate Governance Report for the quarter ended 31st March 2017 was placed before the Board at its meeting held on 9th May 2017. This report will be placed at the meeting scheduled to be held on 31st July 2017.

Name & Designation



Rekha Surendhiran
Company Secretary / Compliance Officer / Managing Director / CEO
Date: 13.07.2017



Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.