



Carborundum Universal Limited
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Chennai - 600 001, India.
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CIN No. : L29224TN1954PLC000318.

October 4, 2018

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 and half year ended 30th September 2018.

Kindly take the above on record.

Yours faithfully

For Carborundum Universal Limited

4 Rekha Surendhiran
Company Secretary

Encl.: a/a

| 1. Name of Listed Entity: Carborundum Universal Limited | | | | | | | | ANNEXURE I |
|---|-------------------------|------------------------|---|---|---------|---|--|--|
| 2. Quarter ending : 30 th September 2018 | | | | | | | | |
| I. Composition of Board of Directors | | | | | | | | |
| Title (Mr./Ms) | Name of the Director | PAN [§] & DIN | Category (Chairperson /Executive/Non- Executive/in dependent/ Nominee) [¶] | Date of Appointment in the current term /cessation [†] | Tenure* | No of Directorship in listed entities including this listed entity [§] (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity [^] (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 | 00170478 | Non-Executive Non-Independent Chairman | 31.07.2017 | NA | 8 | 5 | 4 |
| Mr. | T L Palani Kumar | 00177014 | Non-Executive- Independent Director | 01.08.2014 | 5years | 1 | 1 | 1 |
| Mr. | Sanjay Jayavarthanavelu | 00004505 | Non-Executive - Independent Director | 01.08.2014 | 5years | 5 | 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 | 9 | 1 |
| Mr. | M A M Arunachalam | 00202958 | Non-Executive - Non-Independent Director | 03.08.2018 | NA | 2 | 3 | 1 |
| Mr. | P S Raghavan | 07812320 | Non-Executive - Independent Director | 09.05.2017 | 5years | 1 | - | - |
| Mr. | Sujain S Talwar | 01756539 | Non-Executive - Independent Director | 09.05.2017 | 5years | 1 | 1 | - |
| Mr. | K Srinivasan | 00088424 | Managing Director | 23.11.2017** | NA | 2 | 3 | - |

§PAN number of any director would not be displayed on the website of Stock Exchange
 ¶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
 * to 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.
 ^includes 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
 **Mr. K Srinivasan's re-appointment as the Managing Director with effect from 23rd November 2017 for a period of two years was approved by the shareholders at the 63rd Annual General Meeting held on 31st July 2017
 †Indicates Directorship in listed entities including entities listed only in Debt segment of the Stock Exchanges.

Date of Initial Appointment
 Mr. M M Murugappan- 17/10/1996
 Mr. T L Palani Kumar-30/10/2000
 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

| II. Composition of Committees | | |
|--|---------------------------|--|
| Name of Committee | Name of Committee members | Category (Chairperson/Executive/Non- Executive/independent/Nominee) [^] |
| 1. Audit Committee | T L Palani Kumar | Chairman- 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 | T L Palani Kumar | Chairman- Non-Executive - Independent Director |
| | Aroon Raman | Non-Executive - Independent Director |
| | Sanjay Jayavarthanavelu | Non-Executive - Independent Director |



| | | |
|--|-------------------|---|
| 3. Risk Management Committee | P S Raghavan | Chairman-Non-Executive - Independent Director |
| | Aroon Raman | Non-Executive - Independent Director |
| | K Srinivasan | Managing Director |
| 4. Stakeholders Relationship Committee | M M Murugappan | Non-Executive Chairman |
| | M A M Arunachalam | Non-Executive - Non-Independent Director |
| | K Srinivasan | Managing Director |
| 5. Corporate Social Responsibility Committee | Aroon Raman | Chairman-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) |
|--|---|---|
| 04.05.2018 | 03.08.2018 | 90 |

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)* |
| 03.08.2018 | Yes (All members were present) | 04.05.2018 | 90 |
| 2. Corporate Social Responsibility Committee | | | |
| NA | NA | 04.05.2018 | NA |
| 3. Nomination & Remuneration Committee | | | |
| 03.08.2018 | Yes (All members were present) | 04.05.2018 | 90 |
| 4. Risk Management Committee | | | |
| NA | NA | NA | NA |
| 5. Stakeholders Relationship Committee | | | |
| 03.08.2018 | Yes (All members were present) | 04.05.2018 | 90 |

* 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) <small>(refer note below)</small> |
|--|---|
| 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 Committee | Yes |

Note

- 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.
- 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 30th June 2018 was placed before the Board at its meeting held on 3rd August 2018. This report will be placed at the meeting scheduled to be held on 29th October 2018.

Name & Designation


 Rekha Surendhiran
 Company Secretary / Compliance Officer / Managing Director / CEO
 Date: 04.10.2018



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.

ANNEXURE III

Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

| I. Disclosure on website in terms of Listing Regulations | | |
|---|--------------------------------------|--|
| Broad heading | Regulation Number | Compliance status (Yes/No/NA)refer note below |
| Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2) | Yes |
| Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | Yes |
| Presence of Chairperson of the nomination and remuneration committee at the Annual General Meeting | 19(3) | Yes |
| Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | 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. 3. If the Listed Entity would like to provide any other information the same may be indicated here. | | |

For Carborundum Universal Limited



Mrs. Rekha Surendhiran
Company Secretary / Compliance Officer / Managing Director / CEO
Date: 04.10.2018