



Carborundum Universal Limited

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CIN No. : L29224TN1954PLC000318.

October 9, 2019

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 September 2019.

Kindly take the above on record.

Yours faithfully

For Carborundum Universal Limited

Rekha Surendhiran

Company Secretary

Encl.: a/a



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1. Name of Listed Entity: Carborundum Universal Limited

ANNEXURE I

2. Quarter ending : 30th September 2019

I. Composition of Board of Directors

Title (Mr./Ms)	Name of the Director	PAN * & DIN	Category (Chairperson /Executive/Non-Executive/in dependent/ Nominee)*	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	No of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	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	17-10-1996	31-07-2019		NA	12-11-1955	7	1	6	3
Mr.	T L Palani Kumar	00177014	Non-Executive-Independent Director	30-10-2000	01-08-2014	31-07-19	-	24-10-1949	NA			
Mr.	Sanjay Jayavarthanavelu	00004505	Non-Executive - Independent Director	27-01-2010	31-07-2019		5 years	15-06-1968	5	1	1	1
Mr.	Aroon Raman	00201205	Non-Executive - Independent Director	30-10-2013	31-07-2019		5 years	21-03-1960	3	3	3	-
Mrs.	Bharati Rao	01892516	Non-Executive - Independent Director	01-11-2014	03-08-2015	02-08-2019	-	15-10-1948	NA			
Mr.	M A M Arunachalam	00202958	Non-Executive - Non-Independent Director	28-10-2016	03-08-2018		NA	18-06-1967	2	0	3	1
Mr.	P S Raghavan	07812320	Non-Executive - Independent Director	09-05-2017	09-05-2017		5 years	19-07-1955	1	1	1	-
Mr.	Sujain S Talwar	01756539	Non-Executive - Independent Director	09-05-2017	09-05-2017		5 years	22-03-1964	1	1	1	-
Mrs.	Soundara Kumar	01974515	Non-Executive - Independent Director	03-08-2019	-		5 years	15-08-1954	7	7	7	2
Mr.	K Srinivasan	00088424	Managing Director	01-02-2005	23-11-2017		NA	22-11-1957	2	0	3	1
Mr.	N. Ananthaseshan	02402921	Managing Director (Designate)	26-04-2019	26-04-2019		NA	14-12-1962	1	0	0	0

Whether Regular Chairperson appointed - Yes

Whether Chairperson is related to Managing Director or CEO - No



\$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.

Mr. N Ananthasheshan was appointed as an Executive Director [Managing Director - Designate] by the Board at its meeting held on 26th April 2019.

Mrs. Soundara Kumar was appointed as an Additional Director with effect from 3rd August 2019 at the Board meeting held on 31st July 2019.

II. Composition of Committees

Name of Committee	Whether Regular Chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non- Executive/independent/Nominee)*	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	T L Palani Kumar Bharati Rao Sanjay Jayavarthanavelu Sujjain S Talwar Aroon Raman Soundara Kumar	Chairman- Non-Executive - Independent Director Non-Executive - Independent Director Chairman- Non-Executive - Independent Director* Non-Executive - Independent Director Non-Executive - Independent Director Non-Executive - Independent Director	22-07-2005 01-11-2014 30-07-2013 09-05-2017 31-07-2019 03-08-2019	31-07-2019 31-07-2019
2. Nomination & Remuneration Committee	Yes	T L Palani Kumar Aroon Raman Sanjay Jayavarthanavelu P S Raghavan	Chairman- Non-Executive - Independent Director Non-Executive - Independent Director Chairman- Non-Executive - Independent Director* Non-Executive - Independent Director	01-06-2001 09-05-2017 09-05-2017 31-07-2019	31-07-2019
3. Risk Management Committee	Yes	P S Raghavan Aroon Raman K Srinivasan	Chairman-Non-Executive - Independent Director Non-Executive - Independent Director Managing Director	09-05-2017 09-05-2017 30-04-2011	
4. Stakeholders Relationship Committee	Yes	M M Murugappan M A M Arunachalam P S Raghavan K Srinivasan	Non-Executive Chairman Non-Executive - Non-Independent Director Non-Executive - Independent Director Managing Director	15-05-2002 09-05-2017 18-03-2019 01-02-2005	
5. Corporate Social Responsibility Committee	Yes	Aroon Raman P S Raghavan K Srinivasan	Chairman-Non-Executive - Independent Director Non-Executive - Independent Director Managing Director	24-03-2014 09-05-2017 24-03-2014	

&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

* Mr. Sanjay Jayavarthanavelu has become the chairman of Audit Committee and Nomination and Remuneration Committee consequent to reconstitution of the committees from 1st August 2019

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	Whether requirement of Quorum met*	Number of Directors present*	Number of Independent Directors present*	Maximum gap between any two consecutive (in number of days)
26.04.2019	31.07.2019	Yes	9	5	95

*to be filled in only for the current quarter



IV. Meeting of Committees**1.Audit Committee**

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met(details)*	Number of Directors present*	Number of Independent Directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)*
31.07.2019	Yes	3	3	26.04.2019	95

2.Corporate Social Responsibility Committee

NA	NA	NA	NA	26.04.2019	NA
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3.Nomination & Remuneration Committee

31.07.2019	Yes	3	3	26.04.2019	95
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4.Risk Management Committee

NA	NA	NA	NA	NA	NA
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5.Stakeholders Relationship Committee

31.07.2019	Yes	4	1	26.04.2019	95
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* This information has to be mandatorily be given for audit committee, for rest of the committees, giving this information is optional.

**to be filled in only for the current quarters.

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

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

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. 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.
5. 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 2019 was placed before the Board at its meeting held on 31st July 2019. This report will be placed at the meeting scheduled to be held on 25th October 2019.



Name & Designation


Rekha Surendhiran
 Company Secretary / Compliance Officer / Managing Director / CEO
 Date: 09.10.2019

**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.

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

Affirmations		
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
Presence of Chairperson of the Stakeholder Relationship committee at the Annual General Meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p>Note</p> <p>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.</p> <p>2. If status is "No" details of non-compliance may be given here.</p> <p>3. If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p>For Carborundum Universal Limited</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> <p>Mrs. Rekha Surendhiran Company Secretary / Compliance Officer / Managing Director / CEO</p> <p>Date: 09.10.2019</p>		