



**Carborundum Universal Limited**

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Email : cumigeneral@cumi.murugappa.com

Website : www.cumi.murugappa.com

CIN No.: L29224TN1954PLC000318

15<sup>th</sup> July 2020

To

BSE Limited,  
1<sup>st</sup> 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 30<sup>th</sup> June 2020.

Kindly take the above on record.

Yours faithfully

**For Carborundum Universal Limited**

**Rekha Surendhiran**

Company Secretary

Encl.: a/a



**murugappa**

**1. Name of Listed Entity: Carborundum Universal Limited**

**ANNEXURE I**

**2. Quarter ending : 30<sup>th</sup> June 2020**

**I. Composition of Board of Directors**

Title (Mr./Ms)	Name of the Director	PAN <sup>§</sup> & DIN	Category (Chairperson /Executive/Non-Executive/in dependent/ Nominee) <sup>&amp;</sup>	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure* (in months)	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	4
Mr.	Sanjay Jayavarthanavelu	00004505	Non-Executive - Independent Director	27-01-2010	01-08-2019	-	72	15-06-1968	5	1	1	1
Mr.	Aroon Raman	00201205	Non-Executive - Independent Director	30-10-2013	01-08-2019	-	72	21-03-1960	3	3	3	-
Mr.	M A M Arunachalam	202958	Non-Executive - Non-Independent Director	28-10-2016	03-08-2018	-	NA	18-06-1967	2	0	4	1
Mr.	P S Raghavan	7812320	Non-Executive - Independent Director	09-05-2017	09-05-2017	-	38	19-07-1955	1	1	2	-
Mr.	Sujain S Talwar	1756539	Non-Executive - Independent Director	09-05-2017	09-05-2017	-	38	22-03-1964	2	2	1	-
Mrs.	Soundara Kumar	1974515	Non-Executive - Independent Director	03-08-2019	-	-	11	15-08-1954	6	6	6	2
Mr.	N. Ananthaseshan	2402921	Managing Director	26-04-2019	23-11-2019	-	NA	14-12-1962	2	0	3	1

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

**II. Composition of Committees**

Name of Committee	Whether Regular Chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non- Executive/independent/Nominee) <sup>&amp;</sup>	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Sanjay Jayavarthanavelu Sujain S Talwar Aroon Raman Soundara Kumar	Chairman- Non-Executive - Independent Director Non-Executive - Independent Director Non-Executive - Independent Director Non-Executive - Independent Director	30-07-2013 09-05-2017 31-07-2019 03-08-2019	
2. Nomination & Remuneration Committee	Yes	Sanjay Jayavarthanavelu Aroon Raman P S Raghavan	Chairman- Non-Executive - Independent Director Non-Executive - Independent Director Non-Executive - Independent Director	09-05-2017 09-05-2017 31-07-2019	
3. Risk Management Committee	Yes	P S Raghavan Aroon Raman N Ananthaseshan	Chairman-Non-Executive - Independent Director Non-Executive - Independent Director Managing Director	09-05-2017 09-05-2017 23-11-2019	
4. Stakeholders Relationship Committee	Yes	M M Murugappan M A M Arunachalam P S Raghavan N Ananthaseshan	Non-Executive Chairman Non-Executive - Non-Independent Director Non-Executive - Independent Director Managing Director	15-05-2002 09-05-2017 18-03-2019 23-11-2019	
5. Corporate Social Responsibility Committee	Yes	Aroon Raman P S Raghavan N Ananthaseshan	Chairman-Non-Executive - Independent Director Non-Executive - Independent Director Managing Director	24-03-2014 09-05-2017 23-11-2019	

&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	Whether requirement of Quorum met*	Number of Directors present*	Number of Independent Directors present*	Maximum gap between any two consecutive (in number of days)
18.03.2020	06.06.2020	Yes	8	5	79
26.02.2020					
30.01.2020					
29.01.2020					

\*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)*
06.06.2020	Yes (All four members were present)	4	4	18.03.2020 30.01.2020	79

**2. Corporate Social Responsibility Committee**

06.06.2020	Yes(All three members were present)	3	2	-	-
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**3.Nomination & Remuneration Committee**

06.06.2020	Yes(All three members were present)	3	3	30.01.2020	127
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**4.Risk Management Committee**


-	-	-	-	18.03.2020	-
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**5.Stakeholders Relationship Committee**

06.06.2020	Yes (All four members were present)	4	1	30.01.2020	127
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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.	
<b>VI. Affirmations</b> 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 500 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 31 <sup>st</sup> March 2020 was placed before the Board at its meeting held on 6 <sup>th</sup> June 2020. This report will be placed at the Board meeting to be held on 29 <sup>th</sup> July 2020.	
<b>Name &amp; Designation</b>  <b>Rekha Surendhiran</b> <b>Company Secretary / Compliance Officer / Managing Director / CEO / CFO</b> <b>Date: 15.07.2020</b>	
Note: Information at Table I and II above need to be necessarily given in 1 <sup>st</sup> 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.	