

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

**2. Quarter ending : 30th June 2022**

**I. Composition of Board of Directors**

Title (Mr./Ms)	Name of the Director	DIN	Category (Chairperson /Executive/Non-Executive/independent/Nominee)*	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	02-08-2021	-	NA	12-11-1955	3	0	3	2
Mr.	Sanjay Jayavarthanavelu	00004505	Non-Executive - Independent Director	27-01-2010	01-08-2019	-	96	15-06-1968	5	1	1	1
Mr.	Aroon Raman	00201205	Non-Executive - Independent Director	30-10-2013	01-08-2019	-	96	21-03-1960	4	3	4	0
Mr.	P S Raghavan	7812320	Non-Executive - Independent Director	09-05-2017	09-05-2022	-	62	19-07-1955	1	1	2	0
Mr.	Sujain S Talwar	01756539	Non-Executive - Independent Director	09-05-2017	09-05-2022	-	62	22-03-1964	1	1	2	0
Mrs.	Soundara Kumar	01974515	Non-Executive - Independent Director	03-08-2019	03-08-2019	-	35	15-08-1954	6	6	7	3
Mr.	N. Ananthaseshan	02402921	Managing Director	26-04-2019	-	-	NA	14-12-1962	2	0	3	1
Mr.	Sridharan Rangarajan	01814413	Executive Director (Whole time Director)	01-07-2021	-	-	NA	16-03-1966	3	0	5	0

Whether Regular Chairperson appointed - Yes

Whether Chairperson is related to Managing Director or CEO - No

\$PAN 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>a</sup>	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Sanjay Jayavarthanavelu Sujain S Talwar Aroon Raman Sridharan Rangarajan Soundara Kumar	Chairman- Non-Executive - Independent Director Non-Executive - Independent Director Non-Executive - Independent Director Whole time Director Non-Executive - Independent Director	30-07-2013 09-05-2017 31-07-2019 01-07-2021 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 Ananthasheshan	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 P S Raghavan Sridharan Rangarajan N Ananthasheshan	Non Executive- Non Independent Chairman Non-Executive - Independent Director Whole time Director Managing Director	15-05-2002 18-03-2019 01-07-2021 23-11-2019	
5. Corporate Social Responsibility Committee	Yes	Aroon Raman P S Raghavan N Ananthasheshan	Chairman-Non-Executive - Independent Director Non-Executive - Independent Director Managing Director	24-03-2014 09-05-2017 23-11-2019	

<sup>a</sup>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)
3/21/2022	5/4/2022	Yes	8	5	43
3/8/2022	5/13/2022	Yes	8	5	8
2/10/2022					
2/9/2022					
1/27/2022					

\*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)*
5/4/2022	Yes (All five members were present)	5	4	3/21/2022	43
5/13/2022	Yes (All five members were present)	5	4	2/10/2022	8

**2. Corporate Social Responsibility Committee**

5/13/2022	Yes (All three members were present)	3	2	2/10/2022	91
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**3. Nomination & Remuneration Committee**

5/4/2022	Yes(All three members were present)	3	3	-	-
5/13/2022	Yes(All three members were present)	3	3	-	8

**4. Risk Management committee**

6/6/2022	Yes (All three members were present)	3	2	3/21/2022	76
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**5. Stakeholder Relationship Committee**

5/4/2022	Yes (All four members were present)	4	1	2/10/2022	82
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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.

**V. Related Party Transaction**

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 1000 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 31st March 2022 was placed before the Board at its meeting held on 13th May 2022. This report will be placed at the Board meeting to be held on 1st August 2022.

**Name & Designation**

**Rekha Surendhiran**

**Company Secretary / Compliance Officer / Managing Director / CEO/ CFO**

**Date: 20-07-2022**

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.

Annexure 1		
Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 500 listed entities)</b>	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	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.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	<b>Any comments/observations/advice of Board of Directors may be mentioned here:</b>	Nil