



**Carborundum Universal Limited**

**Regd. Off :** 'Parry House', 43, Moore Street,  
Chennai - 600 001, India.  
Tel. : +91-44-3000 6161 Fax : +91-44-3000 6149  
Email : cumigeneral@cumi.murugappa.com  
Website : www.cumi.murugappa.com  
CIN No. : L29224TN1954PLC000318.

April 6, 2018

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 and year ended 31<sup>st</sup> March 2018.

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 : 31st March 2018									
I. Composition of Board of Directors									
Title (Mr./Ms)	Name of the Director	PAN # & DIN	Category (Chairperson /Executive/Non- Executive/in dependent/ Nominee) <sup>h</sup>	Date of Appointment in the current term /cessation <sup>f</sup>	Tenure*	No of Directorship in listed entities including this listed entity <sup>g</sup> (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity <sup>h</sup> (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	7	8	5	
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	7	1	
Mr.	M A M Arunachalam	00202958	Non-Executive - Non-Independent Director	31.07.2017	NA	2	3	1	
Mr.	P S Raghavan	07812320	Non-Executive - Independent Director	09.05.2017	5years	1	0	0	
Mr.	Sujain S Talwar	01756539	Non-Executive - Independent Director	09.05.2017	5years	1	1	0	
Mr.	K Srinivasan	00088424	Managing Director	23.11.2017**	NA	2	3	-	

<sup>g</sup>PAN number of any director would not be displayed on the website of Stock Exchange  
<sup>h</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  
\* 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.  
<sup>h</sup>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. Till the quarter ended 31st December 2017, the Company was providing the number of Directorships as Independent Director in listed entities as per Reg. 25(1) of Listing Regulations. Owing to the changes made in the online reporting of NSE & BSE, all Directorships in listed entities are being disclosed from this reporting onwards.

# 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) <sup>h</sup>
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)
01.11.2017	13.02.2018	103
	14.02.2018	-
	29.03.2018	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)*
14.02.2018	Yes (Three members were present)	01.11.2017	104
29.03.2018	Yes (Three members were present)		42
2. Corporate Social Responsibility Committee			
Nil	NA	01.11.2017	NA
3. Nomination & Remuneration Committee			
14.02.2018	Yes (Two members were present)	Nil	NA
4. Risk Management Committee			
29.03.2018	Yes (All members were present)	Nil	NA
5. Stakeholders Relationship Committee			
13.02.2018	Yes (All members were present)	01.11.2017	103

\* This information has to be mandatorily 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 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**

- 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 December 2017 was placed before the Board at its meeting held on 14th February 2018. This report will be placed at the meeting scheduled to be held on 4th May 2018.

**Name & Designation**

  
**Rekha Surendhiran**  
Company Secretary / Compliance Officer / Managing Director / CEO  
Date: 06.04.2018



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 II**

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)refer note below</b>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)refer note below</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	NA



<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Maximum Directorship &amp; Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	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.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

**For Carborundum Universal Limited**



**Mrs. Rekha Surendhiran**  
**Company Secretary / Compliance Officer / Managing Director / CEO**

