



Carborundum Universal Limited

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CIN No. : L29224TN1954PLC000318.

January 14, 2016

Ms. Neha Gada
DCS- CRD
Bombay Stock Exchange Ltd.
1st Floor, New Trading Ring
Rotunda Building, P J Towers
Dalal Street, Fort
Mumbai 400 001

Stock Code: 513375
By Speed Post

The Manager
Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai 400 051

Stock Code: CARBORUNIV-EQ
By Speed Post

Dear Sir,

Corporate governance quarterly report

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 31st December 2015.

Kindly take the above on record.

Yours faithfully
For Carborundum Universal Limited

Rekha Surendhiran
Company Secretary

Encl:

1. Name of Listed Entity: Carborundum Universal Limited								ANNEXURE I
2. Quarter ending : 31 st December 2015								
I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN * & DIN	Category (Chairperson /Executive/Non-Executive/independent/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 Chairman	03.08.2015	NA	7	9	4
Mr	T L Palani Kumar	00177014	Non-Executive-Independent Director	01.08.2014	5years	1	1	1
Mr	Shobhan M Thakore	00031788	Non-Executive-Independent Director	01.08.2014	3years	6	6	2
Mr	M Lakshminarayanan	00064750	Non-Executive - Independent Director	01.08.2014	3years	5	3	1
Mr	Sanjay Jayavarthanavelu	00004505	Non-Executive - Independent Director	01.08.2014	5years	5	2	Nil
Mr	Aroon Raman	00201205	Non-Executive - Independent Director	01.08.2014	5years	4	2	Nil
Ms.	Bharati Rao	01892516	Non-Executive - Independent Director	03.08.2015	4years	5	9	Nil
Mr	K Srinivasan	00088424	Managing Director	01.02.2015	NA	2	3	Nil
<p>§PAN number of any director would not be displayed on the website of Stock Exchange</p> <p>&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</p> <p>* 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.</p> <p>**includes committee memberships in unlisted public companies.</p> <p># Date of original Date of Appointment: Mr. M M Murugappan- 17/10/1996 Mr. T L Palani Kumar-30/10/2000 Mr. Shobhan M Thakore-25/07/2008 Mr. M Lakshminarayan-20/01/2009 Mr. Sanjay Jayavarthanavelu-27/01/2010 Mr. Aroon Raman- 30/10/2013 Mrs. Bharati Rao-01/11/2014 Mr. K Srinivasan-01/02/2005</p>								
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					
		M Lakshminarayanan	Non-Executive - Independent Director					
		Sanjay Jayavarthanavelu	Non-Executive - Independent Director					
		Bharati Rao	Non-Executive - Independent Director					
2. Nomination & Remuneration Committee		M Lakshminarayanan	Chairman- Non-Executive - Independent Director					
		T L Palani Kumar	Non-Executive - Independent Director					
		Shobhan M Thakore	Non-Executive - Independent Director					
3. Risk Management Committee		M Lakshminarayanan	Chairman-Non-Executive - Independent Director					
		K Srinivasan	Managing Director					



4. Stakeholders Relationship Committee	M M Murugappan K Srinivasan	Non-executive Chairman Managing Director
5. Corporate Social Responsibility Committee	Shoban M Thakore	Chairman-Non-Executive - Independent Director
	Aroon Raman	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)
03.08.2015	31.10.2015	89

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)*
31.10.2015	Yes(Three members were Present)	03.08.2015	89

2. Corporate Social Responsibility Committee

31.10.2015	Yes(all members were present)	Nil	NA
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3. Nomination & Remuneration Committee

Nil	NA	03.08.2015	NA
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4. Risk Management Committee

Nil	NA	Nil	NA
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5. Stakeholder Relationship Committee

31.10.2015	Yes(all members were present)	03.08.2015	NA
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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

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 September was placed before the Board at its meeting held on 23rd October, 2015. This report will be placed at the meeting scheduled to be held on 5th February 2016.

Name & Designation

Rekha Surendhiran
Company Secretary / Compliance Officer / Managing Director / CEO

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.

