

1. Name of Listed Entity: Carborundum Universal Limited

2. Quarter ending : 31st March 2023

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.	Jayavarthanavelu Sanjay	00004505	Non-Executive - Independent Director	01-08-2014	01-08-2019	-	104	15-06-1968	5	1	1	1
Mr.	Aroon Raman	00201205	Non-Executive - Independent Director	01-08-2014	01-08-2019	-	104	21-03-1960	4	4	4	0
Mr.	Pundi Srinivasan Raghavan	07812320	Non-Executive - Independent Director	09-05-2017	09-05-2022	-	70.23	19-07-1955	1	1	1	0
Mr.	Sujjain Talwar	01756539	Non-Executive - Independent Director	09-05-2017	09-05-2022	-	70.23	22-03-1964	2	2	3	1
Mrs.	Soundara Kumar	01974515	Non-Executive - Independent Director	03-08-2019	03-08-2019	-	43.29	15-08-1954	6	6	6	2
Mr.	Narayanan Ananthaseshan	02402921	Managing Director	26-04-2019	23-11-2022	-	NA	14-12-1962	2	0	3	1
Mr.	Sridharan R	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>6</sup>	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Jayavarthanavelu Sanjay Sujain Talwar Aroon Raman Sridharan R 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	Jayavarthanavelu Sanjay Aroon Raman Pundi Srinivasan 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	Pundi Srinivasan Raghavan Aroon Raman Narayanan 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 Pundi Srinivasan Raghavan Sridharan R Narayanan Ananthaseshan	Chairman- Non Executive- Non Independent Director 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 Pundi Srinivasan Raghavan Narayanan 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)
28-10-2022	31-01-2023	Yes	8	5	94
	16-02-2023	Yes	8	5	15
	29-03-2023	Yes	8	5	40

\*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)*
31-01-2023	Yes (All five members were present)	5	4	28-10-2022	94
29-03-2023	Yes (All five members were present)	5	4		56

**2. Corporate Social Responsibility Committee**

31-01-2023	Yes (All three members were present)	3	2	-	-
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**3. Nomination & Remuneration Committee**

29-03-2023	Yes(All three members were present)	3	3	28-10-2022	151
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**4. Risk Management committee**

29-03-2023	Yes(All three members were present)	3	2	28-10-2022	151
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5. Stakeholder Relationship Committee					
31-01-2023	Yes (All four members were present)	4	1	28-10-2022	94
* 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 December 2022 was placed before the Board at its meeting held on 31st January 2023. This report will be placed at the Board meeting to be held on May 8th 2023.					
Name & Designation					
sd/-					
Rekha Surendhiran					
Company Secretary / Compliance Officer / <del>Managing Director</del> / CEO / CFO					
Date: 20-04-2023					
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 II

## Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

## I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="https://www.cumi-murugappa.com/">https://www.cumi-murugappa.com/</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://www.cumi-murugappa.com/regulation-46-of-sebi-lodr-regulations/">https://www.cumi-murugappa.com/regulation-46-of-sebi-lodr-regulations/</a>
3	Composition of various committees of board of directors	Yes		<a href="https://www.cumi-murugappa.com/regulation-46-of-sebi-lodr-regulations/">https://www.cumi-murugappa.com/regulation-46-of-sebi-lodr-regulations/</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://www.cumi-murugappa.com/regulation-46-of-sebi-lodr-regulations/">https://www.cumi-murugappa.com/regulation-46-of-sebi-lodr-regulations/</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://www.cumi-murugappa.com/regulation-46-of-sebi-lodr-regulations/">https://www.cumi-murugappa.com/regulation-46-of-sebi-lodr-regulations/</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://www.cumi-murugappa.com/regulation-46-of-sebi-lodr-regulations/">https://www.cumi-murugappa.com/regulation-46-of-sebi-lodr-regulations/</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://www.cumi-murugappa.com/regulation-46-of-sebi-lodr-regulations/">https://www.cumi-murugappa.com/regulation-46-of-sebi-lodr-regulations/</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="https://www.cumi-murugappa.com/regulation-46-of-sebi-lodr-regulations/">https://www.cumi-murugappa.com/regulation-46-of-sebi-lodr-regulations/</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://www.cumi-murugappa.com/regulation-46-of-sebi-lodr-regulations/">https://www.cumi-murugappa.com/regulation-46-of-sebi-lodr-regulations/</a>
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://www.cumi-murugappa.com/regulation-46-of-sebi-lodr-regulations/">https://www.cumi-murugappa.com/regulation-46-of-sebi-lodr-regulations/</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="https://www.cumi-murugappa.com/regulation-46-of-sebi-lodr-regulations/">https://www.cumi-murugappa.com/regulation-46-of-sebi-lodr-regulations/</a>
12	Financial results	Yes		<a href="https://www.cumi-murugappa.com/intimation-to-stock-exchanges/">https://www.cumi-murugappa.com/intimation-to-stock-exchanges/</a>
13	Shareholding pattern	Yes		<a href="https://www.cumi-murugappa.com/shareholding-pattern/">https://www.cumi-murugappa.com/shareholding-pattern/</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		<a href="https://www.cumi-murugappa.com/press-release-presentations/">https://www.cumi-murugappa.com/press-release-presentations/</a>
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="https://www.cumi-murugappa.com/intimation-to-stock-exchanges/">https://www.cumi-murugappa.com/intimation-to-stock-exchanges/</a>
18	Credit rating or revision in credit rating obtained	Yes		<a href="https://www.cumi-murugappa.com/credit-ratings/">https://www.cumi-murugappa.com/credit-ratings/</a>
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		<a href="https://www.cumi-murugappa.com/annual-reports/#">https://www.cumi-murugappa.com/annual-reports/#</a>
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="https://www.cumi-murugappa.com/intimation-to-stock-exchanges/">https://www.cumi-murugappa.com/intimation-to-stock-exchanges/</a>
21	Materiality Policy as per Regulation 30	Yes		<a href="https://www.cumi-murugappa.com/policies-disclosure/">https://www.cumi-murugappa.com/policies-disclosure/</a>
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		<a href="https://www.cumi-murugappa.com/policies-disclosure/">https://www.cumi-murugappa.com/policies-disclosure/</a>

*It is certified that these contents on the website of the listed entity are correct*

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>	

**Annexure II**

<b>II. Annual Affirmations</b>				
<b>Sr</b>	<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>	<b>If status is "No" details of non-compliance may be given here.</b>
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	

34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
<b>For Carborundum Universal Limited</b> <b>Sd/-</b> <b>Mrs. Rekha Surendhiran</b> <b>Company Secretary / Compliance Officer / <del>Managing Director</del> / CEO / CFO</b>		

<b>Applicability of disclosure (Yes/No)</b>	Yes
<b>Reason for Non Applicability</b>	-

**I. Disclosure of Loans/ guarantees/comfort letters /securities etc. (refer note below)**

**(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:**

<b>Entity</b>	<b>Aggregate amount advanced during six months</b>	<b>Balance outstanding at the end of six months</b>
Promoter or any other entity controlled by them	0	0
Promoter Group or any other entity controlled by them	0	0
Directors (including relatives) or any other entity controlled by them	0	0
KMPs or any other entity controlled by them	0	0

**(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any**

<b>Entity</b>	<b>Type (guarantee, comfort letter etc.)</b>	<b>Aggregate amount of issuance during six months</b>	<b>Balance outstanding at the end of six months(taking into account any invocation)</b>
Promoter or any other entity controlled by them	Nil	0	0
Promoter Group or any other entity controlled by them	Nil	0	0



Directors (including relatives) or any other entity controlled by them	Nil	0	0
KMPs or any other entity controlled by them	Nil	0	0

**C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:**

<b>Entity</b>	<b>Type of security (cash, shares etc.)</b>	<b>Aggregate value of security provided during six months</b>	<b>Balance outstanding at the end of six months</b>
Promoter or any other entity controlled by them	Nil	0	0
Promoter Group or any other entity controlled by them	Nil	0	0
Directors (including relatives) or any other entity controlled by them	Nil	0	0
KMPs or any other entity controlled by them	Nil	0	0

**II. Affirmations:**

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

Sd/-

**P Padmanabhan**

**Chief Financial Officer**

**Note:**

1. These disclosures shall exclude any loan (or other form of debt), guarantee /comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;

a) by a government company to/for the Government or government company

b) by the listed entity to/for its subsidiary [and joint-venture company whose accounts are consolidated with the listed entity.

c) by a banking company or an insurance company; and

d) by the listed entity to its employees or directors as a part of the service conditions.

2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.