

Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity: **SUNDRAM FASTENERS LIMITED**
2. Quarter ending: **March 31, 2016**

I. Composition of Board of Directors

Title (Mr / Mrs)	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	Suresh Krishna	PAN: AABPK3154E DIN: 00046919	Chairman and Managing Director	01-07-2011	-	1	1	-
Ms	Arathi Krishna	PAN: AABPK3095Q DIN: 00517456	Joint Managing Director	03-05-2011	-	1	-	-
Ms	Arundathi Krishna	PAN: AABPK3094R DIN: 00270935	Deputy Managing Director	18-09-2013	-	1	1	-
Mr	K Ramesh	PAN: AASPR9993H DIN: 00556922	Non – Executive Non-Independent Director	21-12-1971	-	2	-	-
Mr	Venu Srinivasan	PAN: AACPS3217K DIN: 00051523	Non – Executive Non-Independent Director	15-06-1979	-	4	2	-
Mr	V Narayanan	PAN: AAEPN4335M DIN: 00081673	Independent Director	22-09-2014	4 years	2	2	1
Mr	R Srinivasan	PAN: ABTPS5434Q DIN: 00043658	Independent Director	22-09-2014	5 years	4	6	2
Mr	R Ramakrishnan	PAN: ABTPR6146G DIN: 00236673	Independent Director	22-09-2014	3 years	2	5	3
Mr	C V Karthik Narayanan	PAN: ARNPK2412N DIN: 00255676	Independent Director	22-09-2014	4 years	1	-	-
Mr	M Raghupathy	PAN: AAAPR2774G DIN: 00012997	Independent Director	22-09-2014	3 years	2	1	-
Mr	B Muthuraman	PAN: AEHPB7489R DIN: 00004757	Independent Director	16-04-2015	5 years	2	2	1



II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
1. Audit Committee	Sri R Srinivasan Sri V Narayanan Sri R Ramakrishnan	Chairperson Independent Director Independent Director
2. Nomination & Remuneration Committee	Sri V Narayanan Sri Suresh Krishna Sri R Srinivasan Sri C V Karthik Narayanan	Chairperson Chairman and Managing Director Independent Director Independent Director
3. Risk Management Committee(if applicable)	Not Applicable	Not Applicable
4. Stakeholders Relationship Committee'	Sri R Ramakrishnan Sri Suresh Krishna Sri Venu Srinivasan	Chairperson Chairman and Managing Director Non-Executive Non-Independent Director

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)
November 2, 2015	January 18, 2016, February 4, 2016 March 9, 2016 March 31, 2016	1. 76 days between November 2, 2015 and January 18, 2016 (Date of both the meetings excluded) 2. 16 days between January 18, 2016 and February 4, 2016 (Date of both the meetings excluded) 3. 33 days between February 4, 2016 and March 9, 2016 (Date of both the meetings excluded) 4. 21 days between March 9, 2016 and March 31, 2016 (Date of both the meetings excluded)



IV. Meeting of Committees			
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 meetings in number of days*
Audit Committee			
January 18, 2016 February 4, 2016 March 31, 2016	Yes. The requisite quorum was present at the meetings held on January 18, 2016, February 4, 2016 and March 31, 2016.	November 2, 2015	1. 76 days between November 2, 2015 and January 18, 2016 (Date of both the meetings excluded) 2. 16 days between January 18, 2016 and February 4, 2016 (Date of both the meetings excluded) 3. 55 days between February 4, 2016 and March 31, 2016 (Date of both the meetings excluded)
Nomination and Remuneration Committee			
March 31, 2016	Yes. The requisite quorum was present at the meeting held on March 31, 2016.	May 29, 2015	
Stakeholders Relationship Committee			
February 4, 2016	Yes. The requisite quorum was present at the meeting held on February 4, 2016.	November 2, 2015	

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes. The Audit Committee will review the details of related party transactions entered into by the Company during the months of January, February and March, 2016 (4 th Quarter) at its meeting to be convened for review of the audited financial results for the financial year ended March 31, 2016.



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 100 listed entities): **Not Applicable**
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. The Quarterly Compliance Report on Corporate Governance for the previous quarter (December 31, 2015) was placed before the Board of Directors at their meeting held on February 4, 2016. This report (for the quarter ended March 31, 2016) will be placed in the forthcoming Board Meeting.

For SUNDRAM FASTENERS LIMITED



R Dilip Kumar

Vice President – Finance & Company Secretary



Date: 15-4-2016

**Annual Compliance Report on Corporate Governance for the
financial year ended on March 31, 2016**

I. Disclosure on website in terms of Listing Regulations		
	Item	Compliance status (Yes/No/NA) refer note below
	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
	E-mail 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
II Annual Affirmations		
	Particulars	Regulation Number
		Compliance status (Yes/No/NA) refer note below
	Independent Director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)
	Board composition	17(1)
	Meeting of Board of directors	17(2)
	Review of Compliance Reports	17(3)
	Plans for orderly succession for appointments	17(4)
	Code of Conduct	17(5)
	Fees/compensation	17(6)
	Minimum Information	17(7)
	Compliance Certificate	17(8)
	Risk Assessment & Management	17(9)
	Performance Evaluation of Independent Directors	17(10)
	Composition of Audit Committee	18(1)
	Meeting of Audit Committee	18(2)
	Composition of Nomination & Remuneration Committee	19(1) & (2)
	Composition of Stakeholder Relationship Committee	20(1) & (2)
	Composition and role of risk management committee	21(1),(2),(3),(4)
	Vigil Mechanism	22
	Policy for related party Transaction	23(1),(5),(6),(7) & (8)
	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)
	Approval for material related party transactions	23(4)
	Composition of Board of Directors of unlisted material Subsidiary	24(1)
	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)
	Maximum Directorship & Tenure	25(1) & (2)
	Meeting of independent directors	25(3) & (4)
	Familiarization of independent directors	25(7)

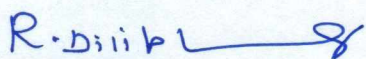


Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of Directors and Senior Management	26(2) & 26(5)	Yes

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 SUNDRAM FASTENERS LIMITED



R Dilip Kumar

Vice President – Finance & Company Secretary

