



Sundram Fasteners Limited

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PAN : AAACS8779D
CIN : L35999TN1962PLC004943
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October 7, 2016

National Stock Exchange of India Limited

Scrip Code - SUNDRMFAST

Exchange Plaza, 5th Floor,
Plot No. C/1, G Block, Bandra-Kurla Complex,
Bandra (East),
Mumbai - 400 051

By NEAPS

BSE Limited

Scrip Code - 500403

Corporate Relationship Department
1st Floor, New Trading Ring, Rotunda Building,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai - 400 001

By Listing Centre

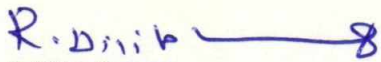
Dear Sir / Madam,

Quarterly & Half Yearly Compliance Report on Corporate Governance
Report based on Regulation 27 of the SEBI (Listing Obligations and Disclosure
Requirements) Regulations, 2015

As per Regulation 27(2), we send herewith a Compliance Report on Corporate Governance for the quarter / half year ended **September 30, 2016**.

Thanking you,

Yours truly,
For SUNDRAM FASTENERS LIMITED



R Dilip Kumar
Vice President – Finance & Company Secretary



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Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity: **SUNDRAM FASTENERS LIMITED**
2. Quarter ended: **September 30, 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	01-07-2016	-	1	1	-
Ms	Arathi Krishna	PAN: AABPK3095Q DIN: 00517456	Joint Managing Director	03-05-2016	-	1	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. Resigned with effect from 08-08-2016	-	4	4	-
Mr	V Narayanan	PAN: AAEPN4335M DIN: 00081673	Independent Director	22-09-2014	4 years	2	1	2
Mr	R Srinivasan	PAN: ABTPS5434Q DIN: 00043658	Independent Director	22-09-2014	5 years	4	2	2
Mr	R Ramakrishnan	PAN: ABTPR6146G DIN: 00236673	Independent Director	22-09-2014	3 years	2	1	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	1	1

*Sri Venu Srinivasan, Non – Executive Non-Independent Director, resigned from the Board effective, August 8, 2016

** Ms Arathi Krishna, Joint Managing Director has been appointed as a member of the Stakeholders' Relationship Committee effective, August 9, 2016.



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 Ms Arathi Krishna** Sri Venu Srinivasan*	Chairperson Chairman and Managing Director Joint Managing Director Non-Executive Non-Independent Director

*Sri Venu Srinivasan, Non – Executive Non-Independent Director, resigned from the Board effective, August 8, 2016

** Ms Arathi Krishna, Joint Managing Director has been appointed as a member of the Stakeholders' Relationship Committee effective, August 9, 2016.

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)
May 20, 2016	August 9, 2016	80 days between May 20, 2016 and August 9, 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			
August 9, 2016	Yes. The requisite quorum was present at the meetings held on August 9, 2016.	May 20, 2016	80 days between May 20, 2016 and August 9, 2016 (Date of both the meetings excluded)
Nomination and Remuneration Committee			
Nil	Not Applicable	May 20, 2016	Not Applicable
Stakeholders Relationship Committee			
August 9, 2016	Yes. The requisite quorum was present at the meeting held on August 9, 2016.	May 20, 2016	80 days between May 20, 2016 and August 9, 2016 (Date of both the meetings excluded)



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	There was no material RPT under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
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 July, August and September, 2016 (2 nd Quarter – Financial Year: 2016-17) at its meeting that will be convened during the 3 rd quarter of financial year 2016-17.

VI. Affirmations
<ol style="list-style-type: none"> 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 <ol style="list-style-type: none"> 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 (June 30, 2016) was placed before the Board of Directors at their meeting held on August 9, 2016. This report (for the quarter ended September 30, 2016) will be placed in the forthcoming Board Meeting.

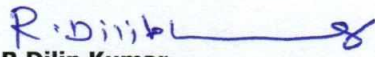

For SUNDRAM FASTENERS LIMITED


R Dilip Kumar
Vice President – Finance & Company Secretary



Date: 07-10-2016

**Half Yearly Compliance Report on Corporate Governance
for the period ended September 30, 2016**

Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)
Copy of the Annual Report including Balance Sheet, Profit and Loss Account, Directors Report, Corporate Governance Report, Business Responsibility Report displayed on Website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p>For SUNDARAM FASTENERS LIMITED</p> <div style="display: flex; justify-content: space-between; align-items: flex-start;"> <div style="width: 40%;">  <p>R Dilip Kumar Vice President – Finance & Company Secretary</p> <p>Date: 07-10-2016</p> </div> <div style="width: 50%; text-align: center;">  </div> </div>		