



## Sundram Fasteners Limited

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CIN : L35999TN1962PLC004943  
WEBSITE : www.sundram.com

July 19, 2022

**National Stock Exchange of India Limited**

*Scrip Code - SUNDRMFAST*

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

By NEAPS

**BSE Limited**

*Scrip Code - 500403*

Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort, Mumbai - 400 001

By Listing Centre

Dear Sir / Madam,

**Compliance Report on Corporate Governance**  
**Report based on Regulation 27 of the SEBI (Listing Obligations and Disclosure**  
**Requirements) Regulations, 2015 (SEBI LODR Regulations, 2015)**

As per Regulation 27(2) of the SEBI LODR Regulations, 2015 read with SEBI Circular No SEBI/HO/CFD/CMD-2/P/CIR/2021/567 dated May 31, 2021, we submit herewith a Compliance Report on the Corporate Governance for the quarter ended **June 30, 2022**.

Thanking you,

Yours truly,  
For SUNDRAM FASTENERS LIMITED

**G Anand Babu**  
Manager – Finance & Company Secretary

## Quarterly Compliance Report on Corporate Governance

Name of Listed Entity: **SUNDRAM FASTENERS LIMITED**  
 Quarter ended: June 30, 2022

I. Composition of Board of Directors													
S.No	Title (Mr / Ms)	Name of the Director	PAN & 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(s) held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
1	Mr	Suresh Krishna	PAN: AABPK3154E DIN: 00046919	Chairperson and Non - Executive Director - Non-Independent Director	26-Aug-64	1-Jul-21	-	-	24-12-1936	1	0	0	0
2	Ms	Arathi Krishna	PAN: AABPK3095Q DIN: 00517456	Executive Director	23-Aug-06	3-May-21	-	-	27-04-1968	1	0	1	0
3	Ms	Arundathi Krishna	PAN: AABPK3094R DIN: 00270935	Executive Director	18-Sep-08	18-Sep-18	-	-	03-12-1973	1	0	1	0
4	Ms	Preethi Krishna	PAN: AABPK3093J DIN: 02037253	Non - Executive Non - Independent Director	5-Jul-17	-	-	-	24-07-1965	1	0	0	0
5	Mr	B Muthuraman	PAN: AEHPB7489R DIN: 00004757	Independent Director	16-Apr-15	16-Apr-20	-	86	26-09-1944	2	2	1	2
6	Mr	Heramb R Hajarnavis**	PAN: ACMPH7265C DIN: 01680435	Independent Director	20-Sep-17	20-Sep-22	-	57	13-09-1974	1	1	1	0
7	Mr	S Mahalingam	PAN: AAEPM7962R DIN: 00121727	Independent Director	30-Jan-18	30-Jan-18	-	53	10-02-1948	3	3	2	2
8	Ms	Nirmala Lakshman	PAN: AAAPL4321R DIN: 00141632	Independent Director	20-Sep-18	20-Sep-18	-	45	30-01-1954	1	1	0	1
9	Mr	S Meenakshisundaram*	PAN: ACTPM1180G DIN: 00513901	Executive Director*	11-Jun-20	11-Jun-20	23-Apr-22	22	02-06-1957	*1	0	0	0

\*\* Sri Heramb R Hajarnavis was re-appointed as a Non-Executive Independent Director for a period of five consecutive years (September 20, 2022 to September 19, 2027) by the Board of Directors at their meeting held on April 22, 2022. The shareholders had approved the re-appointment through Postal Ballot process on June 16, 2022.

\* Retired from the Office of Whole-Time Director (Executive Director) effective April 23, 2022

Whether Regular Chairperson appointed : Yes

Whether Chairperson is related to Managing Director or CEO : Yes



**Quarterly Compliance Report on Corporate Governance**

**Name of Listed Entity: SUNDRAM FASTENERS LIMITED**

**Quarter ended: June 30, 2022**

**II. Composition of Committees**

<b>Name of the Committee</b>	<b>Whether Regular Chairperson appointed</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Executive/Non-Executive/independent/Nominee)</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
Audit Committee	Yes	Sri B Muthuraman	Chairperson and Independent Director	22-Sep-21	-
		Sri S Mahalingam	Independent Director	20-Sep-18	-
		Sri Heramb R Hajarnavis	Independent Director	20-Sep-17	-
Nomination & Remuneration Committee	Yes	Sri B Muthuraman	Chairperson and Independent Director	22-Sep-21	-
		Sri Suresh Krishna*	Non-Executive Director	04-Feb-15	01-Apr-22
		Sri Heramb R Hajarnavis	Independent Director	29-Jan-18	-
		Ms. Preethi Krishna**	Non-Executive Non-Independent Director	01-Apr-22	-
Risk Management Committee	Yes	Sri Suresh Krishna*	Chairperson and Non-Executive Director	01-Feb-19	01-Apr-22
		Ms Arathi Krishna***	Chairperson and Executive Director	01-Feb-19	-
		Ms Arundathi Krishna	Executive Director	01-Feb-19	-
		Sri S Mahalingam	Independent Director	22-Sep-21	-
		Ms Preethi Krishna	Non-Executive Non-Independent Director	25-Sep-21	-
Stakeholders Relationship Committee'	Yes	Sri Suresh Krishna*	Chairperson and Non-Executive Director	20-Sep-18	01-Apr-22
		Ms Arathi Krishna	Executive Director	09-Aug-16	-
		Ms. Arundathi Krishna****	Executive Director	01-Apr-22	-
		Dr Nirmala Lakshman#	Chairperson and Independent Director	20-Sep-18	-
Corporate Social Responsibility	Yes	Sri Suresh Krishna*	Chairperson and Non-Executive Director	30-May-14	01-Apr-22
		Ms Arathi Krishna***	Chairperson and Executive Director	30-May-14	-
		Ms Arundathi Krishna	Executive Director	30-May-14	-
		Dr Nirmala Lakshman	Independent Director	22-Sep-21	-

\* Sri Suresh Krishna, Non-Executive Director has retired from the Nomination & Remuneration Committee (member), Risk Management Committee (Chairman), Stakeholder Relationship Committee (Chairman) and Corporate Social Responsibility Committee (Chairman) effective April 1, 2022

\*\*Ms. Preethi Krishna, Non-Executive and Non-Independent Director has been nominated as a member of the Nomination & Remuneration Committee effective April 1, 2022

\*\*\*Ms Arathi Krishna, Executive Director (Managing Director) has been nominated as the Chairperson of Risk Management Committee and Corporate Social Responsibility Committee effective April 1, 2022

\*\*\*\*Ms. Arundathi Krishna, Executive Director (Joint Managing Director) has been nominated as a member of Stakeholders Relationship Committee effective April 1, 2022

#Dr Nirmala Lakshman, Non-Executive Independent Director has been nominated as the Chairperson of Stakeholders Relationship Committee effective from April 1, 2022



**Quarterly Compliance Report on Corporate Governance**

Name of Listed Entity: **SUNDRAM FASTENERS LIMITED**  
 Quarter ended: **June 30, 2022**

**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	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present	Maximum gap between any two consecutive meetings (in number of days)
27-Jan-22	22-Apr-22	Yes	9	4	<b>13 Days</b> between January 27, 2022 and February 10, 2022 (Date of both the meetings excluded)
10-Feb-22					<b>47 Days</b> between February 10, 2022 and March 30, 2022 (Date of both the meetings excluded)
30-Mar-22					<b>22 Days</b> between March 30, 2022 and April 22, 2022 (Date of both the meetings excluded)



**Quarterly Compliance Report on Corporate Governance**

Name of Listed Entity: **SUNDRAM FASTENERS LIMITED**

Quarter ended: **June 30, 2022**

<b>IV. Meetings of Committees</b>						
<b>Name of the Committee</b>	<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Number of Directors present</b>	<b>Number of independent directors present</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days</b>
Audit Committee	21-Apr-22	Yes	3	3	27-Jan-22	<b>12 Days</b> between January 27, 2022 and February 9, 2022 (Date of both the meetings excluded)
					09-Feb-22	<b>70 Days</b> between February 9, 2022 and April 21, 2022 (Date of both the meetings excluded)
Risk Management Committee*	NIL	-	-	-	04-Mar-22	<b>70 Days</b> between December 23, 2021 and March 4, 2022 (Date of both the meetings excluded)
Stakeholders Relationship Committee	NIL	-	-	-	10-Feb-22	<b>Not applicable</b>
Corporate Social Responsibility Committee	NIL	-	-	-	30-Mar-22	<b>Not applicable</b>
Nomination & Remuneration Committee	21-Apr-22	Yes	3	2	Nil*	<b>Not applicable</b>

\* The previous Nomination & Remuneration Committee meeting was held on November 10, 2021

\* The previous Risk Management Committee meeting was held on December 23, 2021



## Quarterly Compliance Report on Corporate Governance

Name of Listed Entity: SUNDRAM FASTENERS LIMITED

Quarter ended: June 30, 2022

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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes. The details of RPT entered into by the Company during the quarter ended March 31, 2022 was reviewed by the Audit Committee at its meeting held on April 21, 2022. The details of RPT entered into by the Company during the quarter ended June 30, 2022 will be placed in the forthcoming Audit Committee meeting for their review.



## Quarterly Compliance Report on Corporate Governance

Name of Listed Entity: **SUNDRAM FASTENERS LIMITED**

Quarter ended: **June 30, 2022**

<b>VI. Affirmations</b>	
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
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 Report on Corporate Governance for the quarter ended March 31, 2022 was placed before the Board of Directors at their meeting held on April 22, 2022. This report (for the quarter ended June 30, 2022) will be placed in the forthcoming Board Meeting.

For SUNDRAM FASTENERS LIMITED



**G Anand Babu**

Manager – Finance & Company Secretary

Date: July 19, 2022

