



## Sundram Fasteners Limited

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REGISTERED & CORPORATE OFFICE  
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PAN : AAACS8779D  
CIN : L35999TN1962PLC004943  
WEBSITE : www.sundram.com

October 11, 2023

**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 **September 30, 2023**.

Thanking you,

Yours truly,

For SUNDRAM FASTENERS LIMITED

**G Anand Babu**

Senior Manager – Finance & Company Secretary

## Quarterly Compliance Report on Corporate Governance

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

Quarter ended: **September 30, 2023**

### 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/ Stakeholders Committee(s) 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-23	-	-	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	-	101.15	26-09-1944	1	1	1	1
6	Mr	Heramb R Hajarnavis	PAN: ACMPH7265C DIN: 01680435	Independent Director	20-Sep-17	20-Sep-22	-	72.11	13-09-1974	2	2	2	0
7	Mr	S Mahalingam	PAN: AAEPM7962R DIN: 00121727	Independent Director	30-Jan-18	30-Jan-23	-	68.02	10-02-1948	3	3	5	2
8	Ms	Nirmala Lakshman	PAN: AAAPL4321R DIN: 00141632	Independent Director	20-Sep-18	20-Sep-23	-	60.11	30-01-1954	1	1	1	1

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: September 30, 2023**

**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 Heramb R Hajarnavis	Independent Director	29-Jan-18	-
		Ms. Preethi Krishna	Non-Executive Non-Independent Director	01-Apr-22	-
Risk Management Committee	Yes	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	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 Committee	Yes	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	-



**Quarterly Compliance Report on Corporate Governance**

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

Quarter ended: **September 30, 2023**

**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)
04-Apr-23	27-Jul-23	Yes	8	4	<b>83 Days</b> between May 4, 2023 and July 27, 2023 (Date of both the meetings excluded)
04-May-23					



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### Quarterly Compliance Report on Corporate Governance

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

Quarter ended: **September 30, 2023**

IV. Meetings of Committees						
Name of the 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 meetings in number of days
Audit Committee	27-Jul-23	Yes	3	3	04-May-23	<b>83 Days</b> between May 4, 2023 and July 27, 2023 (Date of both the meetings excluded)
Risk Management Committee*	10-Aug-23	Yes	4	1	NIL	<b>Not applicable</b>
Stakeholders' Relationship Committee	27-Jul-23	Yes	3	1	NIL	<b>Not applicable</b>
Nomination & Remuneration Committee	NIL	<b>Not applicable</b>	NIL	NIL	01-May-23	<b>Not applicable</b>

\* The previous Risk Management Committee meeting was held on February 15, 2023. The gap between two Risk Management meeting did not exceed 180 days



## Quarterly Compliance Report on Corporate Governance

Name of the Listed Entity : Sundram Fasteners Limited

Quarter Ended : September 30, 2023

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 June 30, 2023 was reviewed by the Audit Committee at its meeting held on July 27, 2023. The details of RPT entered into by the Company during the quarter ended September 30, 2023 will be placed in the forthcoming Audit Committee meeting for their review.



## Quarterly Compliance Report on Corporate Governance

**Name of the Listed Entity : Sundram Fasteners Limited**

**Quarter Ended : September 30, 2023**

<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 June 30, 2023 was placed before the Board of Directors at their meeting held on July 27, 2023. This report (for the quarter ended September 30, 2023) will be placed in the forthcoming Board Meeting.

For SUNDRAM FASTENERS LIMITED



**G Anand Babu**

Senior Manager – Finance & Company Secretary

Date: October 11, 2023



## Quarterly Compliance Report on Corporate Governance

**Name of the Listed Entity : Sundram Fasteners Limited**

**Quarter Ended : September 30, 2023**

Details of Cyber Security Incidence	
Whether as per Regulation 27(2) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Date of event	Brief details of the event
No such event during the period	





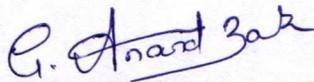
## Quarterly Compliance Report on Corporate Governance

**Name of the Listed Entity: Sundram Fasteners Limited**

**Quarter Ended: September 30, 2023**

<b>VII. Affirmations</b>		
<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
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
Presence of Chairperson of the Stakeholders' Relationship Committee at the Annual General Meeting	20(3)	Yes
Disclosure of the Secretarial Audit Report of the Company and the material subsidiaries in the Annual Report	24A(1)	Yes
Submission of Annual Secretarial Compliance Report	24A(2)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

For SUNDRAM FASTENERS LIMITED



**G Anand Babu**

Senior Manager – Finance & Company Secretary

Date: October 11, 2023



**Half Yearly Compliance Report on Corporate Governance  
for the period ended September 30, 2023**

<b>I. Disclosure of Loans / guarantees / comfort letters / securities etc.</b>			
<b>A. Any loan or any other form of debt advanced by the listed entity directly or indirectly to:</b>			
<b>Entity</b>	<b>Aggregate amount advanced during six months</b>	<b>Balance outstanding at the end six month</b>	
Promoter or any other entity controlled by them	Nil	Nil	
Promoter Group or any other entity controlled by them	Nil	Nil	
Directors (including relatives) or any other entity controlled by them	Nil	Nil	
KMPs or any other entity controlled by them	Nil	Nil	
<b>B. Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:</b>			
<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	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil	Nil
<b>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>			
<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	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil



Entity	Type of Security (Cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil	Nil

## II. Affirmation

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. – **Not Applicable**

For SUNDRAM FASTENERS LIMITED



**R Dilip Kumar**  
Chief Financial Officer



Date: October 11, 2023