



Sundram Fasteners Limited

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October 9, 2019

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

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 (SEBI LODR Regulations, 2015)**

As per Regulation 27(2) of the SEBI LODR Regulations, 2015 read with SEBI Circular No SEBI/HO/CFD/CMD1/CIR/P/2019/78 dated July 16, 2019, we send herewith a Compliance Report on the Corporate Governance for the quarter / half year ended **September 30, 2019**.

Thanking you,

Yours truly,
For SUNDRAM FASTENERS LIMITED



R Dilip Kumar
Vice President – Finance & Company Secretary



Intertek



Intertek



Intertek

Quarterly Compliance Report on Corporate Governance

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

Quarter ended: **September 30, 2019**

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	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	26/08/1964	01/07/2016	-	-	24/12/1936	1	0	0	1
2	Ms	Arathi Krishna	PAN: AABPK3095Q DIN: 00517456	Executive Director	23/08/2006	03/05/2016	-	-	27/04/1968	1	0	1	0
3	Ms	Arundathi Krishna	PAN: AABPK3094R DIN: 00270935	Executive Director	18/09/2008	18/09/2018	-	-	03/12/1973	1	0	0	0
4	Ms	Preethi Krishna	PAN: AABPK3093J DIN: 02037253	Non - Executive - Non - Independent Director	05/07/2017	-	-	-	24/07/1965	1	0	0	0
5	Mr	R Srinivasan	PAN: ABTPS5434Q DIN: 00043658	Independent Director	06/03/1995	22/09/2019	-	24	10/09/1941	4	4	3	2
6	Mr	B Muthuraman	PAN: AEHPB7489R DIN: 00004757	Independent Director	16/04/2015	-	-	60	26/09/1944	2	2	1	1
7	Mr	Heramb R Hajarnavis	PAN: ACPMPH7265C DIN: 01680435	Independent Director	20/09/2017	-	-	60	13/09/1974	1	0	1	0
8	Mr	S Mahalingam	PAN: AAEPM7962R DIN: 00121727	Independent Director	30/01/2018	-	-	60	10/02/1948	3	3	2	2
9	Ms	Nirmala Lakshman	PAN: AAAPL4321R DIN: 00141632	Independent Director	20/09/2018	-	-	60	30/01/1954	1	0	1	0

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, 2019**

II. Composition of Committees					
Name of the Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment	Date of Cessation
Audit Committee	Yes	Sri R Srinivasan	Chairperson and Independent Director	22-Sep-14	-
		Sri Heramb R Hajarnavis	Independent Director	20-Sep-17	-
		Sri S Mahalingam	Independent Director	20-Sep-18	-
Nomination & Remuneration Committee	Yes	Sri R Srinivasan**	Chairperson and Independent Director	20-Sep-18	-
		Sri Suresh Krishna	Non-Executive Director	04-Feb-15	-
		Sri Heramb R Hajarnavis	Independent Director	29-Jan-18	-
Risk Management Committee	Yes	Sri Suresh Krishna	Chairperson and Non-Executive Director	01-Feb-19	-
		Ms Arathi Krishna	Executive Director	01-Feb-19	-
		Ms Arundathi Krishna	Executive Director	01-Feb-19	-
Stakeholders Relationship Committee'	Yes	Sri Suresh Krishna^	Chairperson and Non-Executive Director	20-Sep-18	-
		Ms Arathi Krishna	Executive Director	09-Aug-16	-
		Dr Nirmala Lakshman	Independent Director	20-Sep-18	-

**Sri R Srinivasan, member of the Committee was re-designated as Chairperson with effect from 20.09.2018

^Sri Suresh Krishna, member of the Committee was re-designated as Chairperson with effect from 20.09.2018



Quarterly Compliance Report on Corporate Governance

Name of Listed Entity: SUNDRAM FASTENERS LIMITED

Quarter ended: September 30, 2019

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 (in number of days)
09-May-19	07-Aug-19	Yes	9	5	89



Quarterly Compliance Report on Corporate Governance

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

Quarter ended: **September 30, 2019**

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	07-Aug-19	Yes	3	3	09-May-19	89
Nomination & Remuneration Committee	NA	NA	NA	NA	09-May-19	NA
Risk Management Committee	NA	NA	NA	NA	NA	NA
Stakeholders Relationship Committee	07-Aug-19	Yes	3	1	09-May-19	89



Quarterly Compliance Report on Corporate Governance

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

Quarter ended: **September 30, 2019**

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 the Audit Committee	Yes



Quarterly Compliance Report on Corporate Governance

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

Quarter ended: **September 30, 2019**

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
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, 2019 was placed before the Board of Directors at their meeting held on August 7, 2019. This report (for the quarter ended September 30, 2019) will be placed in the forthcoming Board Meeting.

For SUNDRAM FASTENERS LIMITED



R Dilip Kumar

Vice President – Finance & Company Secretary

Date : 09.10.2019



**Half Yearly Compliance Report on Corporate Governance
for the period ended September 30, 2019**

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
Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p>For SUNDRAM FASTENERS LIMITED</p> <p></p> <p>R Dilip Kumar Vice President – Finance & Company Secretary</p> <p>Date: 09.10.2019</p> 		