



Sundram Fasteners Limited

Email: investorshelpdesk@sfl.co.in

REGISTERED & CORPORATE OFFICE
98-A, VII FLOOR
DR. RADHAKRISHNAN SALAI,
MYLAPORE, CHENNAI - 600 004, INDIA
TELEPHONE : +91 - 44 - 28478500
PAN : AAACS8779D
CIN : L35999TN1962PLC004943
WEBSITE : www.sundram.com

May 30, 2025

National Stock Exchange of India Limited

Symbol - *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,

Mumbai - 400 001

By Listing Centre

Dear Sir / Madam,

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2025, pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find attached the Annual Secretarial Compliance Report issued by M/s Sriram Krishnamurthy & Co., Practicing Company Secretaries for the financial year 2024-25.

The report will also be hosted on the Company's website at www.sundram.com.

Please take the above information on record.

Thanking you,

Yours truly,

For SUNDRAM FASTENERS LIMITED

G Anand Babu

Senior Manager - Finance & Company Secretary



Sriram Krishnamurthy & Co.,
(formerly known as S. Krishnamurthy & Co.)
Company Secretaries

Annual Secretarial Compliance Report

for the financial year ended 31st March 2025

[Pursuant to Regulation 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019]

To,

Sundram Fasteners Limited

[CIN: L35999TN1962PLC004943]

98-A, VII Floor, Dr. Radhakrishnan Salai,
Mylapore, Chennai – 600 004.

A. We have examined:

- (i) all the **documents and records** made available to us and information, explanation and representations provided by the key managerial personnel of **Sundram Fasteners Limited** ('the listed entity');
- (ii) the **filings/** submissions made by the listed entity **to the Stock Exchanges** viz; BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), on which its Equity shares are listed;
- (iii) **website** of the listed entity; and
- (iv) other documents / filings as may be relevant, which have been relied upon to make this Report,

for the financial year ended 31st March 2025 ('the year' / 'the financial year' / 'review period') in respect of compliance by the listed entity with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ('**SEBI Act**') and the regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ('**SCRA**'), rules made thereunder and the regulations, circulars and guidelines issued thereunder by the Securities and Exchange Board of India (SEBI).

B. The **specific Regulations** whose provisions and the circulars / guidelines issued thereunder, have been examined are:

- (i) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (ii) SEBI (Prohibition of Insider Trading) Regulations, 2015;
- (iii) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; and
- (iv) SEBI (Depositories and Participants) Regulations, 2018.

T-1, "Shobana", 3rd Floor, 17, Nandanam Main Road, Nandanam Extension, Chennai – 600 035.

ICSI Firm Unique Identification Number: P1994TN045300

E-mail ID: skco.cs@gmail.com Mobile: 94440 80328

Annual Secretarial Compliance Report of Sundram Fasteners Limited
for the financial year ended 31st March 2025

C. Based on such examination, **we hereby report** as follows:

C.1 The listed entity has complied with the provisions of the specific Regulations and circulars/ guidelines issued thereunder, as detailed in paragraph (B) above, during the review period, subject to the reporting made hereinafter.

C.2 The listed entity was not required to comply with the following SEBI Regulations during the review period, since there were no relevant transactions:

- (i) SEBI (Buy-back of Securities) Regulations, 2018; and
- (ii) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (iii) SEBI (Issue and Listing of Non-convertible Securities) Regulations, 2021; and
- (iv) SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

C.3 The listed entity was not required to take any action to comply with the observations made in previous report for the financial year ended 31st March 2024 ('previous year'), or reports pertaining to the periods prior to the previous year.

C.4 The listed entity has complied with the specific requirements set-out in Circular Numbers NSE/CML/2023/21 dated 16th March 2023 and NSE/CML/2023/30 dated 10th April 2023 issued by NSE and Circular Numbers 20230316-14 dated 16th March 2023 and 20230410-41 dated 10th April 2023 issued by BSE, as detailed hereunder, during the review period.

| Sr. No. | Particulars | Compliance Status (Yes / No / NA) | Observations / Remarks by the Auditor (PCS) |
|---------|---|-----------------------------------|--|
| 1. | Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI). | Yes | Compliant with mandatory standards |
| 2. | Adoption and timely updation of the Policies: (a) All applicable policies under SEBI Regulations are adopted with the approval of Board of directors of the listed entity. (b) All the policies are in conformity with SEBI Regulations and have been reviewed and updated on time, as per the regulations / circulars/ guidelines issued by SEBI. | Yes Yes | Board approval taken Reviewed and updated wherever required |

Annual Secretarial Compliance Report of Sundram Fasteners Limited
for the financial year ended 31st March 2025

| Sr. No. | Particulars | Compliance Status (Yes / No / NA) | Observations / Remarks by the Auditor (PCS) |
|---------|--|-----------------------------------|---|
| 3. | Maintenance and disclosures on Website: (a) The listed entity is maintaining a functional website. (b) Timely dissemination of the documents / information under a separate section on the website. (c) Web-links provided in annual corporate governance reports under Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are accurate and specific, which redirects to the relevant document(s) / section of the website. | Yes Yes Yes | Nil Nil Nil |
| 4. | Disqualification of Director(s): None of the directors of the listed entity are disqualified under Section 164 of the Companies Act, 2013, as confirmed by the listed entity. | Yes | Confirmed by the directors and the listed entity |
| 5. | Details related to subsidiaries of the listed entity have been examined w.r.t.: (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries. | NA Yes | The listed entity does not have any material subsidiary Nil |
| 6. | Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records is as per the policy on preservation of documents and archival policy prescribed under the SEBI (Listing Obligations and Disclosure Regulations), 2015. | Yes | The listed entity is maintaining records under the SEBI Regulations mentioned in paragraph B above. |

Annual Secretarial Compliance Report of Sundram Fasteners Limited
for the financial year ended 31st March 2025

| Sr. No. | Particulars | Compliance Status (Yes / No / NA) | Observations / Remarks by the Auditor (PCS) |
|---------|--|-----------------------------------|---|
| 7. | Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year / during the financial year as prescribed in SEBI Regulations. | Yes | Conducted once during the financial year |
| 8. | Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit Committee. | Yes NA | Prior approvals were obtained No such instance during the financial year |
| 9. | Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, within the time-limits prescribed thereunder. | Yes | As confirmed by the listed entity |
| 10. | Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) and 3(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015. | Yes | Nil |

Annual Secretarial Compliance Report of Sundram Fasteners Limited
for the financial year ended 31st March 2025

| Sr. No. | Particulars | Compliance Status (Yes / No / NA) | Observations / Remarks by the Auditor (PCS) |
|---------|---|-----------------------------------|---|
| 11. | <p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been taken against the listed entity / its promoters / directors / subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.</p> <p>(or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</p> | Yes | No action taken during the review period |
| 12. | <p>Resignation of statutory auditors from the listed entity or its material subsidiaries:</p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of Section V-D of Chapter V of the Master Circular issued by SEBI for compliance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, by listed entities.</p> | NA | There was no such instance during the review period. |
| 13. | <p>Additional Non-compliances, if any:</p> <p>No additional non-compliances observed for any SEBI Regulation / circular/ guidance note etc., except as reported above.</p> | Yes | No specific instances of non-compliance were observed during the review period. |

Annual Secretarial Compliance Report of Sundram Fasteners Limited
for the financial year ended 31st March 2025

C.5 The terms of appointment of Statutory Auditors of the listed entity are in compliance with the provisions of paragraph 6(A) and 6(B) of SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019. The listed entity does not have any material subsidiaries.

C.6 The listed entity was not required to comply with the disclosure requirements of Employee Benefit Scheme Documents in terms of Regulation 46(2) (za) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, since there was no relevant transaction during the review period.

D. This Report is to be read along with our submissions in Annexure – I to this Report.

For **Sriram Krishnamurthy & Co.,**
(formerly known as S. Krishnamurthy & Co.)
Company Secretaries
[Firm Unique Identification Number: **P1994TN045300**]
[Peer Review Certificate No.6684/2025]

Place: Chennai
Date: **29th May 2025**

K Sriram
Partner (Membership No.**F6312**)
C.P. No.2215
UDIN: F006312G000498641

**Annual Secretarial Compliance Report of Sundram Fasteners Limited
for the financial year ended 31st March 2025**

Annexure – I to the Annual Secretarial Compliance Report

To,

Sundram Fasteners Limited

[CIN: L35999TN1962PLC004943]

98-A, VII Floor, Dr. Radhakrishnan Salai,

Mylapore, Chennai – 600 004.

Our Annual Secretarial Compliance Report of even date for the **financial year ended 31st March 2025** is to be read along with this letter.

1. Responsibility of the Management:

The Company's management is responsible for maintenance of secretarial records, making the requisite statutory / regulatory disclosures / filings, compliance with the provisions of corporate and other applicable laws, rules, regulations and standards and ensuring the authenticity of the records, documents and information furnished to us for the purposes of this Report.

2. Auditors' responsibility:

Our responsibility as the Secretarial Auditors is to express an opinion on the compliance with the applicable laws and maintenance of records based on our audit.

3. The audit was conducted in accordance with applicable auditing standards issued by The Institute of Company Secretaries of India. Those Standards require that the Auditor comply with statutory and regulatory requirements and plan and perform the audit in a manner so as to obtain reasonable assurance about compliance with applicable laws and maintenance of records.
4. We have followed such audit practices and processes as we considered appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records.
5. While forming an opinion on compliance and issuing this report, we have also considered compliance related action taken by the Company after 31st March 2025 but before the issue of this report.
6. We have considered compliance related actions taken by the Company based on independent legal / professional opinion / certification obtained as being in compliance with law, wherever there was scope for multiple interpretations.

**Annual Secretarial Compliance Report of Sundram Fasteners Limited
for the financial year ended 31st March 2025**

7. We have verified the secretarial records furnished to us on a test basis to see whether the correct facts are reflected therein. We also examined the compliance procedures followed by the Company on a test basis. We believe that the processes and practices we followed provide a reasonable basis for our reporting.
8. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company, as they are subject to audit by the Auditors of the Company appointed under Section 139 of the Companies Act, 2013.
9. We have obtained the Management's representation about compliance of laws, rules and regulations and happening of events, wherever required.
10. Our Secretarial Compliance Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company during the year.
11. Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some mis-statements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Auditing Standards.

For **Sriram Krishnamurthy & Co.,**
(formerly known as S. Krishnamurthy & Co.)
Company Secretaries
[Firm Unique Identification Number: **P1994TN045300**]
[Peer Review Certificate No.6684/2025]

| | |
|---------------------------------------|--|
| Place: Chennai | K Sriram |
| Date: 29th May 2025 | Partner (Membership No. F6312) |
| | C.P. No.2215 |
| | UDIN: F006312G000498641 |