



Sundram Fasteners Limited

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WEBSITE : www.sundram.com

April 12, 2024

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,

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 *fourth* quarter and *year* ended **March 31, 2024**.

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: **March 31, 2024**

I. Composition of Board of Directors

S.No	Title (Mr / Ms)	Name of the Director	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	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	DIN: 00517456	Executive Director	23-Aug-06	3-May-21	-	-	27-04-1968	1	0	1	0
3	Ms	Arundathi Krishna	DIN: 00270935	Executive Director	18-Sep-08	18-Sep-23	-	-	03-12-1973	1	0	1	0
4	Ms	Preethi Krishna	DIN: 02037253	Non - Executive Non - Independent Director	5-Jul-17	-	-	-	24-07-1965	1	0	0	0
5	Mr	B Muthuraman	DIN: 00004757	Independent Director	16-Apr-15	16-Apr-20	-	107.15	26-09-1944	1	1	1	1
6	Mr	Heramb R Hajarnavis	DIN: 01680435	Independent Director	20-Sep-17	20-Sep-22	-	78.11	13-09-1974	2	2	2	0
7	Mr	S Mahalingam	DIN: 00121727	Independent Director	30-Jan-18	30-Jan-23	-	74.02	10-02-1948	3	3	5	2
8	Ms	Nirmala Lakshman	DIN: 00141632	Independent Director	20-Sep-18	20-Sep-23	-	66.11	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: March 31, 2024

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 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: March 31, 2024

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)
03-Nov-23	02-Feb-24	Yes	8	4	90 Days between November 3, 2023 and February 2, 2024 (Date of both the meetings excluded)

Quarterly Compliance Report on Corporate Governance

Name of Listed Entity: SUNDRAM FASTENERS LIMITED

Quarter ended: March 31, 2024

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	02-Feb-24	Yes	3	3	03-Nov-23	90 Days between November 3, 2023 and February 2, 2024 (Date of both the meetings excluded)
Risk Management Committee	02-Feb-24	Yes	4	1	Nil	Not applicable
Stakeholders' Relationship Committee	02-Feb-24	Yes	3	1	Nil	Not applicable

Quarterly Compliance Report on Corporate Governance

Name of the Listed Entity : Sundram Fasteners Limited

Quarter Ended : March 31, 2024

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 : March 31, 2024

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 December 31, 2023 was reviewed by the Audit Committee at its meeting held on February 2, 2024. The details of RPT entered into by the Company during the quarter ended March 31, 2024 will be placed in the forthcoming Audit Committee meeting for their review.

**Half Yearly Compliance Report on Corporate Governance
for the period ended March 31, 2024**

I. Disclosure of Loans / guarantees / comfort letters / securities etc.			
A. Any loan or any other form of debt advanced by the listed entity directly or indirectly to:			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end six month	
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. Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, inconnection with any loan(s) or any other form of debt availed by:			
Entity	Type (guarantee, comfortletter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
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
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:			
Entity	Type of Security (Cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
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: April 12, 2024

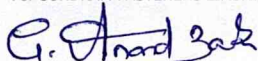
Quarterly Compliance Report on Corporate Governance

Name of the Listed Entity : Sundram Fasteners Limited

Quarter Ended : March 31, 2024

I. Disclosure on website in terms of Listing Regulations		Compliance status (Yes/No/NA)	Web address
1	Details of business	Yes	https://www.sundram.com/high-tensile-fasteners.php
2	Terms and conditions of appointment of independent directors	Yes	https://www.sundram.com/pdf/InvestorInformation/Financials/Outcomeof51stAGMheldon22ndSeptember2014/Terms_of_Appointment_of_Independent_Directors.pdf
3	Composition of various committees of board of directors	Yes	https://www.sundram.com/boardofdir.php
4	Code of conduct of board of directors and senior management personnel	Yes	https://www.sundram.com/pdf/corporate/CODE_OF_CONDUCT.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://www.sundram.com/pdf/WhistleBlowerPolicy_new.pdf
6	Criteria of making payments to non-executive directors	Yes	https://www.sundram.com/pdf/corporate/NominationandRemunerationPolicy_rev.pdf
7	Policy on dealing with related party transactions	Yes	https://www.sundram.com/pdf/corporate/CSRProjectsforWebsiteUpload.pdf
8	Policy for determining 'material' subsidiaries	Yes	https://www.sundram.com/pdf/corporate/SFL_MATERIAL%20SUBSIDIARY%20POLICY_01022019.pdf
9	Details of familiarization programmes imparted to independent directors	Yes	https://www.sundram.com/pdf/SFLFamiliarisationprogramme2024.pdf
10	Email address for grievance redressal and other relevant details	Yes	https://www.sundram.com/contactus.php
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://www.sundram.com/contactus.php
12	Financial results	Yes	https://www.sundram.com/finanres.php
13	Shareholding pattern	Yes	https://www.sundram.com/pdf/SFLSELetterSHP31122023.PDF
14	Details of agreements entered into with the media companies and/or their associates	NA	
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	https://www.sundram.com/pdf/SFLSELetterInvmeet07022024meetingcoordinates.pdf
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes	https://www.sundram.com/pdf/SFLSELetterInvmeettranscript13022024.PDF
16	New name and the old name of the listed entity	NA	
17	Advertisements as per regulation 47 (1)	Yes	https://www.sundram.com/pdf/SELetterPaperAdvBMDt02022024.pdf
18	Credit rating or revision in credit rating obtained	Yes	https://www.sundram.com/pdf/SFLSELetterCrisilRating15032024.pdf
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://www.sundram.com/corpgov.php
20	Secretarial Compliance Report	Yes	https://www.sundram.com/pdf/SFLSELetterASCL31032023.pdf
21	Materiality Policy as per Regulation 30 (4)	Yes	https://www.sundram.com/pdf/SFLMaterialityPolicy03112023.pdf
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	https://www.sundram.com/pdf/SFLMaterialityPolicy03112023.pdf
23	Disclosures under regulation 30(8) - General Disclosures under Part-A and Part-B	Yes	https://www.sundram.com/corpgov.php
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA	
25	Dividend Distribution policy as per Regulation 43A(1)	Yes	https://www.sundram.com/pdf/corporate/DividendDistributionPolicy0202017.pdf
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes	https://www.sundram.com/pdf/SFLAnnualReturn31032023.pdf
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	Yes
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	Yes
29	Disclosure of notes on website in terms of Listing Regulations	Yes	Nil

For SUNDRAM FASTENERS LIMITED


G Anand Babu

Senior Manager – Finance & Company Secretary
Date: 12.04.2024



Quarterly Compliance Report on Corporate Governance

Name of the Listed Entity : Sundram Fasteners Limited

Quarter Ended : March 31, 2024

VI. Affirmations		Compliance Status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.	Yes
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	Yes
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.	Yes
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.	Yes
5	The Report on Corporate Governance for the quarter ended December 31, 2023 was placed before the Board of Directors at their meeting held on February 2, 2024. The report (for the quarter ended March 31, 2024) will be placed in the forthcoming Board Meeting.	Yes

For SUNDRAM FASTENERS LIMITED



G Anand Babu

Senior Manager – Finance & Company Secretary

Date: 12.04.2024



Annual Compliance Report on Corporate Governance

Name of the Listed Entity : Sundram Fasteners Limited
Quarter Ended : March 31, 2024

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of Board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum number of Directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Role of Audit Committee and information to be reviewed by the Audit Committee	18(3)	Yes
Composition of Nomination & Remuneration committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Role of Nomination and Remuneration Committee	19(4)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholders Relationship Committee	20(3A)	Yes
Role of Stakeholders Relationship Committee	20(4)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Quorum of Risk Management Committee	21(3B)	Yes
Gap between the Meetings of the Risk Management Committee	21(3C)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Appointment, Re-appointment or removal of an Independent Director through special resolution or alternate mechanism	25(2A)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers Insurance	25(10)	Yes
Confirmation with respect of appointment of Independent Directors who resigned from the listed entity	25(11)	NA
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
Approval of the Board and Shareholders for compensation or profit sharing in connection with dealings with the securities of the listed entity	26(6)	NA
Vacancies with respect to Key Managerial Personnel	26A(1) & 26A(2)	NA
III Affirmations:		
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.	Yes	
<p>For SUNDAM FASTENERS LIMITED</p> <p><i>G. Anand Babu</i></p> <p>G Anand Babu Senior Manager – Finance & Company Secretary</p> <p>Date: 12.04.2024</p> 