



Sundram Fasteners Limited

REGISTERED & CORPORATE OFFICE
98-A, VII FLOOR
DR. RADHAKRISHNAN SALAI,
MYLAPORE, CHENNAI - 600 004, INDIA
TELEPHONE : +91 - 44 - 28478500
FAX : +91 - 44 - 28478508 / 28478510
PAN : AAACS8779D
CIN : L35999TN1962PLC004943
WEBSITE : www.sundram.com

May 29, 2019

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, 2019 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 for the financial year 2018-19.

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

R Dilip Kumar
Vice President - Finance & Company Secretary





S. Krishnamurthy & Co.,
Company Secretaries

Secretarial Compliance Report of

SUNDRAM FASTENERS LIMITED for the year ended 31st March 2019

[Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. 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, **S. Krishnamurthy & Co.**, Company Secretaries, have **examined:**

- (a) all the documents and records made available to us and explanation/ representation provided by **Sundram Fasteners Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), where its equity shares are listed ("the stock exchanges"),
- (c) website of the listed entity; and
- (d) other relevant documents/filings which have been relied upon to make this certification,

for the year ended 31st March 2019 ("Review Period") in respect of compliance 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, 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:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR");
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SAST");
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("PIT"); and
- (d) Other regulations applicable:
 - (i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, replaced by The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 ("DP") (with effect from 3rd October 2018).

C. Based on the above examination and the information, explanation and representations provided to us by the listed entity, its officers, agents (including Share Transfer Agent - RTA) and authorised representatives during such examination, **we hereby report that**, during the Review



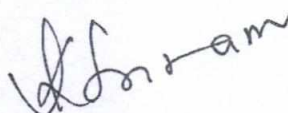
**Secretarial compliance report of
Sundram Fasteners Limited for the year ended 31st March 2019**

- (a) The listed entity has generally complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) The listed entity has maintained records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- (c) No action has been taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.
- (d) This report being the first report under Regulation 24A of LODR, the requirement to take any actions to comply with the observations made in previous reports did not arise.
- (e) The following SEBI Regulations were not applicable to the Listed entity during the Review Period:
- (i) Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998, which was replaced by Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (*with effect from 11th September 2018*);
 - (ii) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (iii) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, which was replaced by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (*with effect from 10th November 2018*).
 - (iv) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013; and
 - (v) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

This report has to be read along with our submissions in Annexure "A" hereto



For **S. KRISHNAMURTHY & CO.**,
Company Secretaries


K SRIRAM

Partner

Membership No: **F6312**

Certificate of Practice No: **2215**

Date: **28th May 2019**

Place: Chennai

**Secretarial compliance report of
Sundram Fasteners Limited for the year ended 31st March 2019**

Annexure – A to Secretarial Compliance Report of even date

To,

SUNDRAM FASTENERS LIMITED (CIN: L35999TN1962PLC004943)

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

Our Secretarial Compliance Report of even date for the financial year ended 31st March 2019 is to be read along with this letter.

1. The Company's management is responsible for maintenance of records and compliance with the provisions of the Securities and Exchange Board of India Act, 1992 ("SEBI Act"), the Securities Contracts (Regulation) Act, 1956 ("SCRA"), the Rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").
2. We have followed such audit practices and processes as we considered appropriate to obtain reasonable assurance about the correctness of the contents of the said records.
3. While forming an opinion on compliance and issuing this report, we have taken an overall view based on the compliance process/ procedures followed by the Company.
4. We have considered compliance related actions taken by the Company based on independent legal/ professional opinion obtained as being in compliance with law.
5. We have verified the 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 opinion.
6. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
7. We have obtained the Management's representation about compliance of rules, regulations, circulars and guidelines issued by SEBI under SEBI Act and SCRA and the happening of events, wherever required.
8. 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.



Date: **28th May 2019**

Place: Chennai

For **S. KRISHNAMURTHY & CO.,**

Company Secretaries

A handwritten signature in black ink, appearing to read "K. Sriram".

K SRIRAM

Partner

Membership No: **F6312**

Certificate of Practice No: **2215**