

## Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity: **SUNDRAM FASTENERS LIMITED**
2. Quarter ending: **June 30, 2016**

I. Composition of Board of Directors								
Title (Mr / Mrs)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/ Non Executive/ Independent/ Nominee)	Date of Appointment in the current term / cessation	Tenure	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	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 held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr	Suresh Krishna	PAN: AABPK3154E DIN: 00046919	Chairman and Managing Director	01-07-2016*	-	1	1	-
Ms	Arathi Krishna	PAN: AABPK3095Q DIN: 00517456	Joint Managing Director	03-05-2016	-	1	-	-
Ms	Arundathi Krishna	PAN: AABPK3094R DIN: 00270935	Deputy Managing Director	18-09-2013	-	1	1	-
Mr	K Ramesh	PAN: AASPR9993H DIN: 00556922	Non – Executive Non-Independent Director	21-12-1971	-	2	-	-
Mr	Venu Srinivasan	PAN: AACPS3217K DIN: 00051523	Non – Executive Non-Independent Director	15-06-1979	-	4	4	-
Mr	V Narayanan	PAN: AAEPN4335M DIN: 00081673	Independent Director	22-09-2014	4 years	2	1	2
Mr	R Srinivasan	PAN: ABTPS5434Q DIN: 00043658	Independent Director	22-09-2014	5 years	4	2	2
Mr	R Ramakrishnan	PAN: ABTPR6146G DIN: 00236673	Independent Director	22-09-2014	3 years	2	1	3
Mr	C V Karthik Narayanan	PAN: ARNPK2412N DIN: 00255676	Independent Director	22-09-2014	4 years	1	-	-
Mr	M Raghupathy	PAN: AAAPR2774G DIN: 00012997	Independent Director	22-09-2014	3 years	2	1	-
Mr	B Muthuraman	PAN: AEHPB7489R DIN: 00004757	Independent Director	16-04-2015	5 years	2	1	1

\*New 5 year tenure commenced on July 1, 2016. Earlier tenure of 5 years ended on June 30, 2016.



<b>II. Composition of Committees</b>		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
1. Audit Committee	Sri R Srinivasan Sri V Narayanan Sri R Ramakrishnan	Chairperson Independent Director Independent Director
2. Nomination & Remuneration Committee	Sri V Narayanan Sri Suresh Krishna Sri R Srinivasan Sri C V Karthik Narayanan	Chairperson Chairman and Managing Director Independent Director Independent Director
3. Risk Management Committee(if applicable)	Not Applicable	Not Applicable
4. Stakeholders' Relationship Committee	Sri R Ramakrishnan Sri Suresh Krishna Sri Venu Srinivasan	Chairperson Chairman and Managing Director Non-Executive Non-Independent Director

<b>III. Meeting of Board of Directors</b>		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)
January 18, 2016, February 4, 2016 March 9, 2016 March 31, 2016	May 20, 2016	<ol style="list-style-type: none"> <li>1. 16 days between January 18, 2016 and February 4, 2016 (Date of both the meetings excluded)</li> <li>2. 33 days between February 4, 2016 and March 9, 2016 (Date of both the meetings excluded)</li> <li>3. 21 days between March 9, 2016 and March 31, 2016 (Date of both the meetings excluded)</li> <li>4. 49 days between March 31, 2016 and May 20, 2016 (Date of both the meetings excluded)</li> </ol>





<b>IV. Meeting of Committees</b>			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
<b>Audit Committee</b>			
May 20, 2016	Yes. The requisite quorum was present at the meetings held on May 20, 2016.	January 18, 2016 February 4, 2016 March 31, 2016	1. 16 days between January 18, 2016 and February 4, 2016 (Date of both the meetings excluded)  2. 55 days between February 4, 2016 and March 31, 2016 (Date of both the meetings excluded)  3. 49 days between March 31, 2016 and May 20, 2016 (Date of both the meetings excluded)
<b>Nomination and Remuneration Committee</b>			
May 20, 2016	Yes. The requisite quorum was present at the meeting held on May 20, 2016.	March 31, 2016	49 days between March 31, 2016 and May 20, 2016 (Date of both the meetings excluded)
<b>Stakeholders Relationship Committee</b>			
May 20, 2016	Yes. The requisite quorum was present at the meeting held on May 20, 2016.	February 4, 2016	105 days between February 4, 2016 and May 20, 2016 (Date of both the meetings excluded)

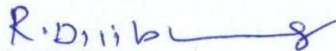
<b>V. Related Party Transactions</b>	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	There was no material RPT under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes. The Audit Committee will review the details of related party transactions entered into by the Company during the months of April, May and June, 2016 (1 <sup>st</sup> Quarter – Financial Year: 2016-17) at its first meeting that will be convened during the 2 <sup>nd</sup> quarter of financial year 2016-17.



## 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 (applicable to the top 100 listed entities): Not Applicable
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 Quarterly Compliance Report on Corporate Governance for the previous quarter (March 31, 2016) / Annual Compliance Report on Corporate Governance for the financial year ended March 31, 2016 was placed before the Board of Directors at their meeting held on May 20, 2016. This report (for the quarter ended June 30, 2016) will be placed in the forthcoming Board Meeting.

For SUNDRAM FASTENERS LIMITED



**R Dilip Kumar**

Vice President – Finance & Company Secretary

Date: 7-7-2016

