

Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity: **SUNDRAM FASTENERS LIMITED**
2. Quarter ending: **December 31, 2015**

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 & Managing Director	01-07-2011	-	1	1	-
Ms	Arathi Krishna	PAN: AABPK3095Q DIN: 00517456	Joint Managing Director	03-05-2011	-	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	2	-
Mr	V Narayanan	PAN: AAEPN4335M DIN: 00081673	Independent Director	22-09-2014	4 years	2	2	1
Mr	R Srinivasan	PAN: ABTPS5434Q DIN: 00043658	Independent Director	22-09-2014	5 years	4	6	2
Mr	R Ramakrishnan	PAN: ABTPR6146G DIN: 00236673	Independent Director	22-09-2014	3 years	2	5	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	1	2	-

*Sri B Muthuraman is a Director and also a member of the Audit Committee and Stakeholders' Relationship Committee of Narayana Hrudayalaya Limited, the shares of which were listed on the National Stock Exchange of India Limited and BSE Limited, with effect from January 6, 2016. Hence, his Directorship in listed entities is shown 1 for the quarter ended December 31, 2015.



II. Composition of Committees		
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

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	Maximum gap between any two consecutive (in number of days)
August 14, 2015	November 2, 2015	79 days (Date of both the meetings excluded)

IV. Meeting of Committees			
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*
Audit Committee			
November 2, 2015	Yes. The Chairman of the Committee and all the members of the Committee were present.	August 13, 2015	80 days (Date of both the meetings excluded)

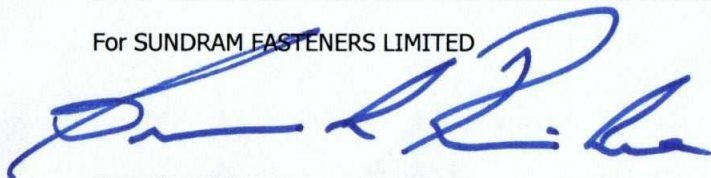
V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes. The Audit Committee has reviewed the details of related party transactions entered into by the Company during the months of April, May and June, 2015 at its meeting held on August 13, 2015 (1 st Quarter) and related party transactions entered during the months of July, August and September, 2015 at its meeting held on November 2, 2015 (2 nd Quarter). The Committee will review the details of related party transactions entered into by the Company during the months of October, November and December, 2015, at its meeting to be convened for review of the un-audited financial results for the 3 rd quarter ended December 31, 2015.



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 (September 30, 2015) was placed before the Board of Directors at their meeting held on 2nd November, 2015. This report (for the quarter ended 31st December, 2015) will be placed in the forthcoming Board Meeting.

For SUNDRAM FASTENERS LIMITED



Suresh Krishna
Chairman and Managing Director

Date: 14-01-2016