



Sundram Fasteners Limited

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January 10, 2018

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,

Quarterly Compliance Report on Corporate Governance Report based on Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

As per Regulation 27(2), we send herewith a Compliance Report on the Corporate Governance for the quarter ended **December 31, 2017**.

Thanking you,

Yours truly,
For SUNDRAM FASTENERS LIMITED


R Dilip Kumar
Vice President – Finance & Company Secretary



Intertek

Quarterly Compliance Report on Corporate Governance



1. Name of Listed Entity: **SUNDRAM FASTENERS LIMITED**

2. Quarter ended: **December 31, 2017**

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	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	-	-
Ms	Preethi Krishna	PAN: AABPK3093J DIN: 02037253	Non - Executive Non-Independent Director	05-07-2017	-	1	-	-
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	3	1
Mr	C V Karthik Narayanan*	PAN: ARNPK2412N DIN: 00255676	Independent Director	Date of cessation 13-12-2017	4 years	1	-	-
Mr	B Muthuraman	PAN: AEHPB7489R DIN: 00004757	Independent Director	16-04-2015	5 years	2	1	1
Mr	Heramb R Hajarnavis	PAN: ACMPH7265C DIN: 01680435	Additional Director / Independent Director	20-09-2017	5 years	1	1	-

*Sri C V Karthik Narayanan has ceased to be a Director effective December 13, 2017 due to his demise.





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 Heramb R Hajarnavis	Chairperson Independent Director Additional 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 C V Karthik Narayanan* Sri Suresh Krishna Ms Arathi Krishna	Chairperson Chairman and Managing Director Joint Managing Director

*Sri C V Karthik Narayanan, ceased to be the Chairperson / Member of the Committees effective December 13, 2017 due to his demise.

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 meetings (in number of days)
July 31, 2017	1. November 2, 2017 2. November 22, 2017	1. 93 days between July 31, 2017 and November 2, 2017 (Date of both the meetings excluded) 2. 19 days between November 2, 2017 and November 22, 2017 (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, 2017	Yes. The requisite quorum was present at the meeting held on November 2, 2017.	July 31, 2017	93 days between July 31, 2017 and November 2, 2017 (Date of both the meetings excluded)
Nomination and Remuneration Committee			
Nil	Not Applicable	Nil	Not Applicable
Stakeholders Relationship Committee			
November 2, 2017	Yes. The requisite quorum was present at the meeting held on November 2, 2017.	July 31, 2017	93 days between July 31, 2017 and November 2, 2017 (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	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 October, November and December, 2017 (3 rd Quarter – Financial Year: 2017-18) at its meeting that will be convened during the 4 th quarter of financial year 2017-18.





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, 2017) was placed before the Board of Directors at their meeting held on November 2, 2017. This report (for the quarter ended December 31, 2017) will be placed in the forthcoming Board Meeting.

For SUNDRAM FASTENERS LIMITED


R Dilip Kumar

Vice President – Finance & Company Secretary

Date: January 10, 2018

