



Sundram Fasteners Limited

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July 19, 2023

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 quarter ended **June 30, 2023**.

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: **June 30, 2023**

I. Composition of Board of Directors													
S.No	Title (Mr / Ms)	Name of the Director	PAN & 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	PAN: AABPK3154E 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	PAN: AABPK3095Q DIN: 00517456	Executive Director	23-Aug-06	3-May-21	-	-	27-04-1968	1	0	1	0
3	Ms	Arundathi Krishna	PAN: AABPK3094R DIN: 00270935	Executive Director	18-Sep-08	18-Sep-18	-	-	03-12-1973	1	0	1	0
4	Ms	Preethi Krishna	PAN: AABPK3093J DIN: 02037253	Non - Executive Non - Independent Director	5-Jul-17	-	-	-	24-07-1965	1	0	0	0
5	Mr	B Muthuraman	PAN: AEHPB7489R DIN: 00004757	Independent Director	16-Apr-15	16-Apr-20	-	98.15	26-09-1944	2	2	2	2
6	Mr	Heramb R Hajarnavis	PAN: ACMPH7265C DIN: 01680435	Independent Director	20-Sep-17	20-Sep-22	-	69.11	13-09-1974	2	2	2	0
7	Mr	S Mahalingam	PAN: AAEPM7962R DIN: 00121727	Independent Director	30-Jan-18	30-Jan-23	-	65.02	10-02-1948	3	3	6	3
8	Ms	Nirmala Lakshman*	PAN: AAAPL4321R DIN: 00141632	Independent Director	20-Sep-18	20-Sep-18	-	57.11	30-01-1954	1	1	1	1

*Ms. Nirmala Lakshman was re-appointed as an Independent Director for a period of five years (September 20, 2023 to September 19, 2028) by the Board of Directors at their meeting held on May 4, 2023. The shareholders had approved her re-appointment at the Annual General Meeting held on June 29, 2023.

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: June 30, 2023

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	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: **June 30, 2023**

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)
01-Feb-23	04-Apr-23	Yes	8	4	61 Days between February 1, 2023 and April 4, 2023 (Date of both the meetings excluded)
	04-May-23	Yes	7	3	29 Days between April 4, 2023 and May 4, 2023 (Date of both the meetings excluded)

Quarterly Compliance Report on Corporate Governance

Name of Listed Entity: **SUNDRAM FASTENERS LIMITED**
 Quarter ended: **June 30, 2023**

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	04-May-23	Yes	2	2	01-Feb-23	91 Days between Feb 1, 2023 and May 4, 2023 (Date of both the meetings excluded)
Risk Management Committee	NIL	Not applicable	NIL	NIL	15-Feb-23	Not applicable
Stakeholders' Relationship Committee	NIL	Not applicable	NIL	NIL	01-Feb-23	Not applicable
Nomination & Remuneration Committee	01-May-23	Yes	3	3	01-Feb-23	88 Days between Feb 1, 2023 and May 1, 2023 (Date of both the meetings excluded)

Quarterly Compliance Report on Corporate Governance

Name of the Listed Entity : Sundram Fasteners Limited

Quarter Ended : June 30, 2023

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 March 31, 2023 was reviewed by the Audit Committee at its meeting held on May 4, 2023. The details of RPT entered into by the Company during the quarter ended June 30, 2023 will be placed in the forthcoming Audit Committee meeting for their review.

Quarterly Compliance Report on Corporate Governance

Name of the Listed Entity : Sundram Fasteners Limited

Quarter Ended : June 30, 2023

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
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 Report on Corporate Governance for the quarter ended March 31, 2023 was placed before the Board of Directors at their meeting held on May 4, 2023. This report (for the quarter ended June 30, 2023) will be placed in the forthcoming Board Meeting.

For SUNDRAM FASTENERS LIMITED



G Anand Babu

Senior Manager – Finance & Company Secretary

Date: July 19, 2023