



Sundram Fasteners Limited

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REGISTERED & CORPORATE OFFICE
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October 11, 2021

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 send herewith a Compliance Report on the Corporate Governance for the quarter / half-year ended **September 30, 2021**.

Thanking you,

Yours truly,
For SUNDRAM FASTENERS LIMITED


R Dilip Kumar
Executive Vice President – Finance & Company Secretary

Quarterly Compliance Report on Corporate Governance

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

Quarter ending: **September 30, 2021**

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/ Stakeholder Committee(s) held in listed entities 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	1
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	0	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	R Srinivasan*	PAN: ABTP55434Q DIN: 00043658	Independent Director	6-Mar-95	22-Sep-19	22-Sep-21	-	10-09-1941	3	3	3	1
6	Mr	B Muthuraman	PAN: AEHPB7489R DIN: 00004757	Independent Director	16-Apr-15	16-Apr-20	-	53	26-09-1944	2	2	1	1
7	Mr	Heramb R Hajarnavis	PAN: ACMPH7265C DIN: 01680435	Independent Director	20-Sep-17	-	-	60	13-09-1974	1	1	1	0
8	Mr	S Mahalingam	PAN: AAEPM7962R DIN: 00121727	Independent Director	30-Jan-18	-	-	60	10-02-1948	3	3	2	2
9	Ms	Nirmala Lakshman	PAN: AAAPL4321R DIN: 00141632	Independent Director	20-Sep-18	-	-	60	30-01-1954	1	1	1	0
10	Mr	V Anantha Nageswaran**	PAN: AJBPA4266C DIN: 00760377	Independent Director	16-Sep-21	-	-	60	05-10-1963	2	2	0	0
11	Mr	S Meenakshisundaram	PAN: ACTPM1180G DIN: 00513901	Whole-time Director	11-Jun-20	-	-	24	02-06-1957	1	0	0	0

*Retired from the Board effective September 22, 2021

**Appointed as an Additional Director of the Company effective September 16, 2021

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 ending: **September 30, 2021**

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 R Srinivasan [#]	Chairperson and Independent Director	22-Sep-14	22-Sep-21
		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 R Srinivasan [#]	Chairperson and Independent Director	20-Sep-18	22-Sep-21
		Sri B Muthuraman*	Chairperson and Independent Director	22-Sep-21	-
		Sri Suresh Krishna	Non-Executive Director	04-Feb-15	-
		Sri Heramb R Hajarnavis	Independent Director	29-Jan-18	-
Risk Management Committee	Yes	Sri Suresh Krishna	Chairperson and Non-Executive Director	01-Feb-19	-
		Ms Arathi Krishna	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	Sri Suresh Krishna	Chairperson and Non-Executive Director	20-Sep-18	-
		Ms Arathi Krishna	Executive Director	09-Aug-16	-
		Dr Nirmala Lakshman	Independent Director	20-Sep-18	-
Corporate Social Responsibility	Yes	Sri Suresh Krishna	Chairperson and Non-Executive Director	30-May-14	-
		Ms Arathi Krishna	Executive Director	30-May-14	-
		Ms Arundathi Krishna	Executive Director	30-May-14	-
		Sri R Srinivasan [#]	Independent Director	20-Sep-17	22-Sep-21
		Dr Nirmala Lakshman [^]	Independent Director	22-Sep-21	-

[#]Sri R Srinivasan, Director has retired from the Board effective September 22, 2021.

* Sri B Muthuraman has been appointed as the Chairperson of the Audit Committee and the Nomination & Remuneration Committee effective September 22, 2021.

** Sri S Mahalingam has been appointed as a member of the Risk Management Committee effective September 22, 2021

*** Ms Preethi Krishna has been appointed as a member of the Risk Management Committee effective September 25, 2021.

[^] Dr Nirmala lakshman has been appointed as a member of the Corporate Social Responsibility Committee effective September 22, 2021



Quarterly Compliance Report on Corporate Governance

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

Quarter ending: **September 30, 2021**

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)
06-May-21	12-Aug-21	Yes	10	5	97 Days between May 6, 2021 and August 12, 2021 (Date of both the meetings excluded)



Quarterly Compliance Report on Corporate Governance

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

Quarter ending: **September 30, 2021**

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	11-Aug-21	Yes	3	3	05-May-21	97 Days between May 5, 2021 and August 11, 2021 (Date of both the meetings excluded)
Nomination & Remuneration Committee	11-Aug-21	Yes	3	3	05-May-21	97 Days between May 5, 2021 and August 11, 2021 (Date of both the meetings excluded)
	06-Sep-21	Yes	3	3		25 Days between August 11, 2021 and September 6, 2021 (Date of both the meetings excluded)



Quarterly Compliance Report on Corporate Governance

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

Quarter ending: **September 30, 2021**

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 the Audit Committee	Yes. The details of RPT entered into by the Company during the quarter ended June 30, 2021 was reviewed by the Audit Committee at its meeting held on August 11, 2021. The details of RPT entered into by the Company during the quarter ended September 30, 2021 will be placed in the forthcoming Audit Committee meeting for their review.




Quarterly Compliance Report on Corporate Governance

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

Quarter ending: **September 30, 2021**

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 June 30, 2021 was placed before the Board of Directors at their meeting held on August 12, 2021. This report (for the quarter ended September 30, 2021) will be placed in the forthcoming Board Meeting.

For SUNDRAM FASTENERS LIMITED



R Dilip Kumar

Executive Vice President – Finance & Company Secretary

Date: October 11, 2021



Quarterly Compliance Report on Corporate Governance

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

Quarter ending: **September 30, 2021**

VI. Affirmations		
Broad Heading	Regulation Number	Compliance status (Yes/No/NA)
Copy of the Annual Report including Balance Sheet, Profit and Loss Account, Directors Report, Corporate Governance Report, Business Responsibility Report displayed on Website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

For SUNDRAM FASTENERS LIMITED



R Dilip Kumar

Executive Vice President – Finance & Company Secretary

Date: October 11, 2021



Quarterly Compliance Report on Corporate Governance

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

Half year ending: **September 30, 2021**

I. Disclosure of Loans / guarantees / comfort letters / securities etc.			
A. Any loan or any other form of debt advanced by the listed entity directly or indirectly to:			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end six month	
Promoter or any other entity controlled by them	Nil	Nil	
Promoter Group or any other entity controlled by them	Nil	Nil	
Directors (including relatives) or any other entity controlled by them	Nil	Nil	
KMPs or any other entity controlled by them	Nil	Nil	
B. Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil	Nil
C. Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:			
Entity	Type of Security (Cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil	Nil

For SUNDRAM FASTENERS LIMITED



S Meenakshisundaram

Whole Time Director & Chief Financial Officer

Date: October 11, 2021

