



Sundram Fasteners Limited

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REGISTERED & CORPORATE OFFICE
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October 14, 2022

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 and half-year ended **September 30, 2022**.

Thanking you,

Yours truly,
For SUNDRAM FASTENERS LIMITED

G Anand Babu

Manager – Finance & Company Secretary

Quarterly Compliance Report on Corporate Governance

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

Quarter ended: **September 30, 2022**

| 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 | 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 | - | 89 | 26-09-1944 | 2 | 2 | 1 | 2 |
| 6 | Mr | Heramb R Hajarnavis* | PAN: ACMPH7265C DIN: 01680435 | Independent Director | 20-Sep-17 | 20-Sep-22 | - | 60 | 13-09-1974 | 2 | 2 | 1 | 0 |
| 7 | Mr | S Mahalingam | PAN: AAEPM7962R DIN: 00121727 | Independent Director | 30-Jan-18 | 30-Jan-18 | - | 56 | 10-02-1948 | 3 | 3 | 2 | 2 |
| 8 | Ms | Nirmala Lakshman | PAN: AAAPL4321R DIN: 00141632 | Independent Director | 20-Sep-18 | 20-Sep-18 | - | 48 | 30-01-1954 | 1 | 1 | 0 | 1 |

* Sri Heramb R Hajarnavis was re-appointed as a Non-Executive Independent Director for a period of five consecutive years (September 20, 2022 to September 19, 2027) by the Board of Directors at their meeting held on April 22, 2022. The shareholders had approved the re-appointment through Postal Ballot process on June 16, 2022.

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: September 30, 2022

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: **September 30, 2022**

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) |
|---|---|-----------------------------------|-----------------------------|---|---|
| 22-Apr-22 | 29-Jul-22 | Yes | 8 | 4 | 97 Days between April 22 , 2022 and July 29, 2022 (Date of both the meetings excluded) |



Quarterly Compliance Report on Corporate Governance

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

Quarter ended: **September 30, 2022**

| 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 | 28-Jul-22 | Yes | 3 | 3 | 21-Apr-22 | 97 Days between April 21, 2022 and July 28, 2022 (Date of both the meetings excluded) |
| Risk Management Committee | 26-Aug-22 | Yes | 4 | 1 | 04-Mar-22 | 174 Days between March 04, 2022 and August 26, 2022 (Date of both the meetings excluded) |
| Stakeholders Relationship Committee | 04-Aug-22 | Yes | 3 | 1 | 10-Feb-22 | 174 Days between February 10, 2022 and August 04, 2022 (Date of both the meetings excluded) |
| Nomination & Remuneration Committee | 27-Jul-22 | Yes | 3 | 2 | 21-Apr-22 | 96 Days between April 21, 2022 and July 27, 2022 (Date of both the meetings excluded) |



Quarterly Compliance Report on Corporate Governance

Name of the Listed Entity : Sundram Fasteners Limited

Quarter Ended : September 30, 2022

| 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 June 30, 2022 was reviewed by the Audit Committee at its meeting held on July 28, 2022. The details of RPT entered into by the Company during the quarter ended September 30, 2022 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 : September 30, 2022

| 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, 2022 was placed before the Board of Directors at their meeting held on July 29, 2022. This report (for the quarter ended September 30, 2022) will be placed in the forthcoming Board Meeting. |

For SUNDRAM FASTENERS LIMITED

G Anand Babu

Manager – Finance & Company Secretary

Date: October 14, 2022



Quarterly Compliance Report on Corporate Governance

Name of the Listed Entity : Sundram Fasteners Limited

Quarter Ended : September 30, 2022

| 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 Stakeholders' 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



G Anand Babu

Manager – Finance & Company Secretary

Date: October 14, 2022



**Half Yearly Compliance Report on Corporate Governance
for the period ended September 30, 2022**

| 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, comfortletter 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 |

| Entity | Type of Security (Cash, shares etc.) | Aggregate value of security provided during six months | Balance outstanding at the end of six months |
|--|--------------------------------------|--|--|
| Directors (including relatives) or any other entity controlled by them | Nil | Nil | Nil |
| KMPs or any other entity controlled by them | Nil | Nil | Nil |

II. Affirmation

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to Promoter(s), Promoter Group, Director(s) (including their relatives), Key Managerial Personnel (including their relatives) or any entity controlled by them are in the economic interest of the Company. – **Not Applicable**

For SUNDRAM FASTENERS LIMITED



R Dilip Kumar
Chief Financial Officer



Date: October 14, 2022