



Sundram Fasteners Limited

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April 18, 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 *fourth* quarter and *year* ended **March 31, 2023**.

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: **March 31, 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	-	95.15	26-09-1944	2	2	4	3
6	Mr	Heramb R Hajarnavis	PAN: ACMPH7265C DIN: 01680435	Independent Director	20-Sep-17	20-Sep-22	-	66.11	13-09-1974	2	2	2	0
7	Mr	S Mahalingam**	PAN: AAEPM7962R DIN: 00121727	Independent Director	30-Jan-18	30-Jan-23	-	62.02	02-10-1948	3	3	6	3
8	Ms	Nirmala Lakshman	PAN: AAAPL4321R DIN: 00141632	Independent Director	20-Sep-18	20-Sep-18	-	54.11	30-01-1954	1	1	1	1

* Ms. Arundathi Krishna was re-appointed as Joint Managing Director for a period of five years (September 18, 2023 to September 17, 2028) by the Board of Directors at their meeting held on November 8, 2022.

The shareholders had approved the re-appointment through Postal Ballot process on December 20, 2022.

** Sri S Mahalingam was re-appointed as a Non-Executive Independent Director for a period of five consecutive years (January 30, 2023 to January 29, 2028) by the Board of Directors at their meeting held on November 8, 2022.

The shareholders had approved the re-appointment through Postal Ballot process on December 20, 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: March 31, 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: **March 31, 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)
08-Nov-22	01-Feb-23	Yes	8	4	84 Days between November 8 , 2022 and February 1, 2023 (Date of both the meetings excluded)



Quarterly Compliance Report on Corporate Governance

Name of the Listed Entity : Sundram Fasteners Limited

Quarter Ended : March 31, 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 December 31, 2022 was placed before the Board of Directors at their meeting held on February 1, 2023. This report (for the quarter ended March 31, 2023) will be placed in the forthcoming Board Meeting.

For SUNDRAM FASTENERS LIMITED

G Anand Babu

Manager – Finance & Company Secretary

Date: April 18, 2023



Quarterly Compliance Report on Corporate Governance

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

Quarter ended: **March 31, 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	01-Feb-23	Yes	3	3	08-Nov-22	84 Days between Nov 08, 2022 and Feb 1, 2023 (Date of both the meetings excluded)
Risk Management Committee	15-Feb-23	Yes	4	1	NIL	Not applicable
Stakeholders' Relationship Committee	01-Feb-23	Yes	3	1	NIL	Not applicable
Nomination & Remuneration Committee	01-Feb-23	Yes	3	2	08-Nov-22	84 Days between Nov 08, 2022 and Feb 1, 2023 (Date of both the meetings excluded)



Quarterly Compliance Report on Corporate Governance

Name of the Listed Entity : Sundram Fasteners Limited

Quarter Ended : March 31, 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 December 31, 2022 was reviewed by the Audit Committee at its meeting held on February 1, 2023. The details of RPT entered into by the Company during the quarter ended March 31, 2023 will be placed in the forthcoming Audit Committee meeting for their review.



Quarterly/Half yearly Compliance Report on Corporate Governance

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

Year ending: **March 31, 2023**

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

R. Dilip Kumar

R Dilip Kumar
Chief Financial Officer
Date: April 18, 2023



**Annual Compliance Report on Corporate Governance for the
financial year ended on March 31, 2023**

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	
As per regulation 46(2) of the LODR:		
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	
New name and the old name of the listed entity	NA	
Advertisements as per regulation 47 (1)	Yes	
Credit rating or revision in credit rating obtained	Yes	
Separate audited financial statement of each subsidiary of the listed entity in respect of a relevant financial year	Yes	
As per other regulations of the LODR:		
Whether Company has provided information under separate section on its website as per Regulation 46(2)	Yes	
Materiality Policy as per Regulation 30	Yes	
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	
It is certified that these contents on the website of the listed entity are correct	Yes	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of Board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum number of Directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes



Composition of Nomination & Remuneration committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholders Relationship Committee	20(3A)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers Insurance	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

For SUNDRAM FASTENERS LIMITED

G. Anand Babu

G Anand Babu
Manager – Finance & Company Secretary



Date: April 18, 2023