



Sundram Fasteners Limited

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October 9, 2017

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 & Half Yearly 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 / half year ended **September 30, 2017**.

Thanking you,

Yours truly,
For SUNDRAM FASTENERS LIMITED

R Dilip Kumar
Vice President – Finance & Company Secretary



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Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity: **SUNDRAM FASTENERS LIMITED**
2. Quarter ended: **September 30, 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	R Ramakrishnan**	PAN: ABTPR6146G DIN: 00236673	Independent Director	22-09-2014 (Retired with effect from 22-09-2017)	3 years	2	1	3
Mr	C V Karthik Narayanan	PAN: ARNPK2412N DIN: 00255676	Independent Director	22-09-2014	4 years	1	-	-
Mr	M Raghupathy**	PAN: AAAPR2774G DIN: 00012997	Independent Director	22-09-2014 (Retired with effect from 22-09-2017)	3 years	2	1	-



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	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	-

*Ms Preethi Krishna has been appointed as an Additional Director effective, July 5, 2017 and her appointment was regularised through Postal Ballot on August 8, 2017.

** Sri R Ramakrishnan and Sri M Raghupathy, Independent Directors, retired from the Board effective, September 22, 2017

***Sri Heramb R Hajarnavis has been appointed as an Additional Director / Independent Director effective, September 20, 2017

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* Sri R Ramakrishnan**	Chairperson Independent Director Additional Director / Independent 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 Sri R Ramakrishnan**	Chairperson Chairman and Managing Director Joint Managing Director Independent Director

*Sri Heramb R Hajarnavis, Additional Director /Independent Director has been appointed as a member of the Audit Committee effective, September 20, 2017.

** Sri R Ramakrishnan, Independent Director, retired from the Board effective, September 22, 2017

***Sri C V Karthik Narayanan, Independent Director has been appointed as the Chairperson of the Stakeholders' Relationship Committee effective, September 20, 2017.



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)
May 24, 2017	July 31, 2017	67 days between May 24, 2017 and July 31, 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			
July 31, 2017	Yes. The requisite quorum was present at the meeting held on July 31, 2017.	May 24, 2017	67 days between May 24, 2017 and July 31, 2017 (Date of both the meetings excluded)
Nomination and Remuneration Committee			
Nil	Not Applicable	May 24, 2017	Not Applicable
Stakeholders Relationship Committee			
July 31, 2017	Yes. The requisite quorum was present at the meeting held on July 31, 2017.	May 24, 2017	67 days between May 24, 2017 and July 31, 2017 (Date of both the meetings excluded)

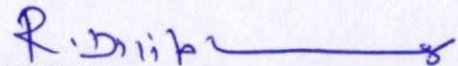
V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	There was no material RPT under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Whether details 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 July, August and September, 2017 (2 nd Quarter – Financial Year: 2017-18) at its meeting that will be convened during the 3 rd 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 (June 30, 2017) was placed before the Board of Directors at their meeting held on July 31, 2017. This report (for the quarter ended September 30, 2017) will be placed in the forthcoming Board Meeting.

For SUNDRAM FASTENERS LIMITED



R Dilip Kumar
Vice President – Finance & Company Secretary

Date: October 9, 2017



**Half Yearly Compliance Report on Corporate Governance
for the period ended September 30, 2017**

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)	No*
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
*Sri V Narayanan, Independent Director, was not present at the Company's Annual General Meeting due to his prior commitments.		
<p>For SUNDARAM FASTENERS LIMITED</p> <p align="center">  R Dilip Kumar Vice President – Finance & Company Secretary </p> <p align="center">Date: 09-10-2017</p> <p align="right">  </p>		