



Sundram Fasteners Limited

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April 23, 2025

National Stock Exchange of India Limited

Scrip Symbol - 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 **March 31, 2025**.

Thanking you,

Yours truly,
For SUNDRAM FASTENERS LIMITED

G Anand Babu
Senior Manager – Finance & Company Secretary

Quarterly Integrated Filing (Governance)

Name of Listed Entity: SUNDRAM FASTENERS LIMITED

Quarter ending: March 31, 2025

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	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	DIN: 00517456	Executive Director	23-Aug-06	3-May-21	-	-	27-04-1968	1	0	1	0
3	Ms	Arundathi Krishna	DIN: 00270935	Executive Director	18-Sep-08	18-Sep-23	-	-	03-12-1973	1	0	1	0
4	Ms	Preethi Krishna	DIN: 02037253	Non - Executive Non - Independent Director	5-Jul-17	-	-	-	24-07-1965	1	0	0	0
5	Mr	Heramb R Hajarnavis	DIN: 01680435	Independent Director	20-Sep-17	20-Sep-22	-	90.11	13-09-1974	2	2	3	1
6	Mr	S Mahalingam	DIN: 00121727	Independent Director	30-Jan-18	30-Jan-23	-	86.02	10-02-1948	2	2	4	2
7	Ms	Nirmala Lakshman	DIN: 00141632	Independent Director	20-Sep-18	20-Sep-23	-	78.11	30-01-1954	1	1	1	1
8	Mr	R Vijayaraghavan	DIN: 00026763	Independent Director	26-Sep-24	26-Sep-24	-	6.05	02-01-50	3	3	7	3

Whether Regular Chairperson appointed : Yes

Whether Chairperson is related to Managing Director or CEO : Yes

Quarterly Integrated Filing (Governance)

Name of Listed Entity: **SUNDRAM FASTENERS LIMITED**
 Quarter ended: **March 31, 2025**

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 S Mahalingam	Chairperson and Independent Director	20-Sep-18	-
		Sri Heramb R Hajarnavis	Independent Director	20-Sep-17	-
		Sri R Vijayaraghavan	Independent Director	26-Sep-24	-
Nomination & Remuneration Committee	Yes	Sri Heramb R Hajarnavis	Chairperson and Independent Director	29-Jan-18	-
		Ms. Preethi Krishna	Non-Executive Non-Independent Director	01-Apr-22	-
		Dr Nirmala Lakshman	Independent Director	26-Sep-24	-
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 Committee	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 Integrated Filing (Governance)

Name of Listed Entity: **SUNDRAM FASTENERS LIMITED**
Quarter ended: **March 31, 2025**

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present	Date(s) of Meeting (if any) in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
27-Jan-25	Yes	7	3	05-Nov-24	82 Days between November 5, 2024 and January 27, 2025 (Date of both the meetings excluded)

Quarterly Integrated Filing (Governance)

Name of Listed Entity: SUNDRAM FASTENERS LIMITED

Quarter ended: March 31, 2025

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	27-Jan-25	Yes	2	2	05-Nov-24	82 Days between November 5, 2024 and January 27, 2025 (Date of both the meetings excluded)
Risk Management Committee	17-Feb-25	Yes	4	1	Nil	Not Applicable
Stakeholders Relationship Committee	27-Jan-25	Yes	3	1	Nil	Not Applicable
Corporate Social Responsibility Committee	28-Mar-25	yes	3	1	Nil	Not Applicable

Quarterly Integrated Filing (Governance)

Name of the Listed Entity : Sundram Fasteners Limited

Quarter Ended : March 31, 2025

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, 2024 was reviewed by the Audit Committee at its meeting held on January 27, 2025. The details of RPT entered into by the Company during the quarter ended March 31, 2025 will be placed in the forthcoming Audit Committee meeting for their review.

Quarterly Integrated Filing (Governance)

Name of the Listed Entity : Sundram Fasteners Limited

Quarter Ended : March 31, 2025

VII. Affirmations		Compliance Status (Yes/No)
Sr	Subject	
1	The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.	Yes
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	Yes
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.	Yes
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.	Yes
5	The Report on Corporate Governance for the quarter ended September 30, 2024 was placed before the Board of Directors at their meeting held on November 5, 2024. This report (for the quarter ended December 31, 2024) will be placed in the forthcoming Board Meeting.	Yes

For SUNDRAM FASTENERS LIMITED

sd/-

G Anand Babu

Senior Manager – Finance & Company Secretary

Date: April 23, 2025

Quarterly Integrated Filing (Governance)

Name of the Listed Entity : Sundram Fasteners Limited

Quarter Ended : March 31, 2025

B. Investor Grievance Redressal Report	
No. of investor complaints pending at the beginning of Quarter	1
No. of investor complaints received during the Quarter	1
No. of investor complaints disposed off during the Quarter	2
No. of investor complaints those remaining unresolved at the end of the Quarter	0

Quarterly Integrated Filing (Governance)

Name of the Listed Entity : Sundram Fasteners Limited

Quarter Ended : March 31, 2025

C. Disclosure of Acquisition of shares or voting rights in Unlisted Companies

The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

S. No	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
Not Applicable					

Quarterly Integrated Filing (Governance)

Name of the Listed Entity : Sundram Fasteners Limited

Quarter Ended : March 31, 2025

D. DISCLOSURE OF IMPOSITION OF FINE OR PENALTY

The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

S. No	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
Not Applicable					

Quarterly Integrated Filing (Governance)

Name of the Listed Entity : Sundram Fasteners Limited

Quarter Ended : March 31, 2025

E. DISCLOSURE OF UPDATES TO ONGOING TAX LITIGATIONS OR DISPUTES

The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

S. No	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
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Not Applicable

Quarterly Integrated Filing (Governance)

Name of the Listed Entity : Sundram Fasteners Limited

Quarter Ended : March 31, 2025

Details of Cyber Security Incidence	
Whether as per Regulation 27(2) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Date of event	Brief details of the event
No such event during the period	

Quarterly Compliance Report on Corporate Governance

Name of the Listed Entity : Sundram Fasteners Limited
Quarter Ended : March 31, 2025

I. Disclosure on website in terms of Listing Regulations		Compliance status (Yes/No/NA)	Web address
As per Regulation 46(2) of LODR Regulations			
1	Details of business	Yes	https://www.sundram.com/high-tensile-fasteners.php
2	Memorandum of Association and Articles of Association	Yes	https://www.sundram.com/corpgov.php
3	Brief profile of board of directors including directorship and full-time positions in body corporates	Yes	https://www.sundram.com/boardofdir.php#
4	Terms and conditions of appointment of independent directors	Yes	https://www.sundram.com/pdf/InvestorInformation/Financials/Outcomeof51stAGMheldon22ndSeptember2014/Terms_of_Appointment_of_Independent_Directors.pdf
5	Composition of various committees of board of directors	Yes	https://www.sundram.com/boardofdir.php
6	Code of conduct of board of directors and senior management personnel	Yes	https://www.sundram.com/pdf/corporate/CODE_OF_CONDUCT.pdf
7	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://www.sundram.com/pdf/WhistleBlowerPolicy_new.pdf
8	Criteria of making payments to non-executive directors	Yes	https://www.sundram.com/pdf/corporate/SFLNRCPolicy.pdf
9	Policy on dealing with related party transactions	Yes	https://www.sundram.com/pdf/corporate/SFLRPTPolicy.pdf
10	Policy for determining 'material' subsidiaries	Yes	https://www.sundram.com/pdf/corporate/SFLMaterialsubsidiaryPolicy.pdf
11	Details of familiarization programmes imparted to independent directors	Yes	https://www.sundram.com/pdf/SFLFamiliarisationprogramme2025.pdf
12	Email address for grievance redressal and other relevant details	Yes	https://www.sundram.com/contactus.php
13	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://www.sundram.com/contactus.php
14	Financial results	Yes	https://www.sundram.com/finances.php
15	Shareholding pattern	Yes	https://www.sundram.com/pdf/SFLSELetterSHP31122024.pdf
16	Details of agreements entered into with the media companies and/or their associates	NA	
17	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	https://www.sundram.com/pdf/SFLSELetterAnalystMeetMeetingCoordination1.pdf
18	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes	https://www.sundram.com/pdf/SFLSELetterAnalystMeetOutcome.pdf
19	New name and the old name of the listed entity	NA	
20	Advertisements as per regulation 47 (1)	Yes	https://www.sundram.com/pdf/SELetterPaperAdvBM4128012025.pdf
21	Credit rating or revision in credit rating obtained	Yes	https://www.sundram.com/pdf/SFLSELetterCrisiRating08032025.pdf
22	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://www.sundram.com/corpgov.php
23	Secretarial Compliance Report	Yes	https://www.sundram.com/pdf/SFLSELetterASCR.pdf
24	Materiality Policy as per Regulation 30 (4)	Yes	https://www.sundram.com/pdf/SFLMaterialityPolicy03112023.pdf
25	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	https://www.sundram.com/pdf/SFLMaterialityPolicy03112023.pdf
26	Disclosures under regulation 30(8) - General Disclosures under Part-A and Part-B	Yes	https://www.sundram.com/corpgov.php
27	Statements of deviation(s) or variations(s) as specified in regulation 32	NA	
28	Dividend Distribution policy as per Regulation 43A(1)	Yes	https://www.sundram.com/pdf/corporate/DividendDistributionPolicy02022017.pdf
29	Annual return as provided under section 92 of the Companies Act, 2013	Yes	https://www.sundram.com/pdf/SFLAnnualreturn31032024.pdf
30	Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	NA	
31	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	Yes
32	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	Yes

For SUNDAM FASTENERS LIMITED

Sd/-
G Anand Babu
 Senior Manager – Finance & Company Secretary
 Date: April 23, 2025

Annual Compliance Report on Corporate Governance

Name of the Listed Entity : Sundram Fasteners Limited
Quarter Ended : March 31, 2025

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(1C), 17(1D) & 17(1E)	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
Role of Audit Committee and information to be reviewed by the Audit Committee	18(3)	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
Role of Nomination and Remuneration Committee	19(4)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholders Relationship Committee	20(3A)	Yes
Role of Stakeholders Relationship Committee	20(4)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Quorum of Risk Management Committee	21(3B)	Yes
Gap between the Meetings of the Risk Management Committee	21(3C)	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)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Appointment, Re-appointment or removal of an Independent Director through special resolution or alternate mechanism	25(2A)	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
Confirmation with respect of appointment of Independent Directors who resigned from the listed entity	25(11)	NA
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
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
Approval of the Board and Shareholders for compensation or profit sharing in connection with dealings with the securities of the listed entity	26(6)	NA
Vacancies with respect to Key Managerial Personnel	26A(1) & 26A(2)	NA
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.	Yes	
For SUNDARAM FASTENERS LIMITED		
sd/- G Anand Babu Senior Manager – Finance & Company Secretary Date: April 23, 2025		