



Sundram Fasteners Limited

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May 6, 2020

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 / yearly 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/CMD1/CIR/P/2019/78 dated July 16, 2019, we send herewith a Compliance Report on the Corporate Governance for the quarter / year ended **March 31, 2020**.

Thanking you,

Yours truly,
For SUNDRAM FASTENERS LIMITED

-sd/-

R Dilip Kumar
Vice President – Finance & Company Secretary

Quarterly Compliance Report on Corporate Governance

Name of Listed Entity: **SUNDRAM FASTENERS LIMITED**
 Quarter / Year ended: **March 31, 2020**

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	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	26-08-1964	01-07-2016	-	-	24-12-1936	1	0	0	1
2	Ms	Arathi Krishna	PAN: AABPK3095Q DIN: 00517456	Executive Director	23-08-2006	03-05-2016	-	-	27-04-1968	1	0	1	0
3	Ms	Arundathi Krishna	PAN: AABPK3094R DIN: 00270935	Executive Director	18-09-2008	18-09-2018	-	-	03-12-1973	1	0	0	0
4	Ms	Preethi Krishna	PAN: AABPK3093J DIN: 02037253	Non - Executive Non - Independent Director	05-07-2017	-	-	-	24-07-1965	1	0	0	0
5	Mr	R Srinivasan	PAN: ABTPS5434Q DIN: 00043658	Independent Director	06-03-1995	22-09-2019	-	24	10-09-1941	3	3	3	1
6	Mr	B Muthuraman*	PAN: AEHPB7489R DIN: 00004757	Independent Director	16-04-2015	16-04-2020	-	48	26-09-1944	2	2	1	1
7	Mr	Heramb R Hajarnavis	PAN: ACMPH7265C DIN: 01680435	Independent Director	20-09-2017	-	-	60	13-09-1974	1	0	1	0
8	Mr	S Mahalingam	PAN: AAEPM7962R DIN: 00121727	Independent Director	30-01-2018	-	-	60	10-02-1948	3	3	2	2
9	Ms	Nirmala Lakshman	PAN: AAAPL4321R DIN: 00141632	Independent Director	20-09-2018	-	-	60	30-01-1954	1	0	1	0

Whether Regular Chairperson appointed : Yes

Whether Chairperson is related to Managing Director or CEO : Yes

* Sri B Muthuraman was re-appointed by the Board on January 29, 2020 and approved by the shareholders on March 13, 2020 vide 9th Postal ballot

Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

Quarterly Compliance Report on Corporate Governance

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

Quarter / Year ended: **March 31, 2020**

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	-
		Sri Heramb R Hajarnavis	Independent Director	20-Sep-17	-
		Sri S Mahalingam	Independent Director	20-Sep-18	-
Nomination & Remuneration Committee	Yes	Sri R Srinivasan**	Chairperson and Independent Director	20-Sep-18	-
		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	-
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	-

**Sri R Srinivasan, member of the Committee was re-designated as Chairperson with effect from 20.09.2018

^Sri Suresh Krishna, member of the Committee was re-designated as Chairperson with effect from 20.09.2018

*Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

Quarterly Compliance Report on Corporate Governance

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

Quarter / Year ended: **March 31, 2020**

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)
04-Nov-19	29-Jan-20	Yes	9	5	85
	26-Feb-20	Yes	7	3	27

Quarterly Compliance Report on Corporate Governance

Name of Listed Entity: SUNDRAM FASTENERS LIMITED

Quarter / Year ended: March 31, 2020

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	29-Jan-20	Yes	3	3	04-Nov-19	85
Nomination & Remuneration Committee	29-Jan-20	Yes	Yes	2	NA	NA
Risk Management Committee	NA	NA	NA	NA		NA
Stakeholders Relationship Committee	29-Jan-20	Yes	3	1	04-Nov-19	85

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

* To be filled in only for the current quarter meetings

Quarterly Compliance Report on Corporate Governance

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

Quarter / Year ended: **March 31, 2020**

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

Quarterly Compliance Report on Corporate Governance

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

Quarter / Year ended: **March 31, 2020**

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, 2019 was placed before the Board of Directors at their meeting held on January 29, 2020. This report (for the quarter/ year ended March 31, 2020) will be placed in the forthcoming Board Meeting.

For SUNDRAM FASTENERS LIMITED

Sd/-

R Dilip Kumar

Vice President – Finance & Company Secretary

Date: May 5, 2020

**Annual Compliance Report on Corporate Governance for the
financial year ended on March 31, 2020**

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	If Yes, provide link to website. If No / NA, provide reasons
Details of business	Yes	https://sundram.com/about-us.php
Terms and conditions of appointment of Independent Directors	Yes	https://sundram.com/investor.php
Composition of various committees of Board of Directors	Yes	https://sundram.com/investor.php
Code of conduct of Board of Directors and Senior Management personnel	Yes	https://sundram.com/investor.php
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://sundram.com/investor.php
Criteria of making payments to non-executive directors	Yes	https://sundram.com/investor.php
Policy on dealing with related party transactions	Yes	https://sundram.com/investor.php
Policy for determining 'material' subsidiaries	Yes	https://sundram.com/investor.php
Details of familiarization programmes imparted to Independent Directors	Yes	https://sundram.com/investor.php
E-mail address for grievance redressal and other relevant details	Yes	https://sundram.com/investor.php
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://sundram.com/investor.php
Financial results	Yes	https://sundram.com/investor.php
Shareholding pattern	Yes	https://sundram.com/investor.php
Details of agreements entered into with the media companies and/or their associates	NA	There was no requirement to enter into an agreement with the media companies and / or their associates.
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://sundram.com/investor.php No presentation was made to the analyst / institutional investors.
New name and the old name of the listed entity	NA	There is no change in the name of the Company for last five decades.
Advertisements as per regulation 47(1)	Yes	https://sundram.com/investor.php
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	https://sundram.com/investor.php
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://sundram.com/investor.php
As per other Regulations of the LODR:		
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	https://sundram.com/investor.php
Materiality Policy as per Regulation 30	Yes	https://sundram.com/investor.php
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	https://sundram.com/investor.php

It is certified that these contents on the website of the Company are correct.

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 directorship	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 & Remuneration Committee	19(3A)	Yes
Composition of Stakeholders 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)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	No
Maximum Directorship & 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

Sd/-

R Dilip Kumar

Vice President – Finance & Company Secretary

Date: 05-05-2020