



Sundram Fasteners Limited

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April 6, 2018

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 & Annual 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 / financial year ended **March 31, 2018**.

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: **March 31, 2018**

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	B Muthuraman	PAN: AEHPB7489R DIN: 00004757	Independent Director	16-04-2015	5 years	2	1	1
Mr	Heramb R Hajarnavis	PAN: ACMPH7265C DIN: 01680435	Independent Director	20-09-2017	5 years	1	1	-
Mr	S Mahalingam*	PAN: AAEPM7962R DIN: 00121727	Additional Director / Independent Director	30-01-2018	5 years	4	4	-

* Mr S Mahalingam has been appointed as an Additional Director / Independent Director effective, January 30, 2018.



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	Chairperson Independent Director Independent Director
2. Nomination & Remuneration Committee	Sri V Narayanan Sri Suresh Krishna Sri R Srinivasan Sri Heramb R Hajarnavis*	Chairperson Chairman and Managing Director Independent Director Independent Director
3. Risk Management Committee(if applicable)	Not Applicable	Not Applicable
4. Stakeholders' Relationship Committee	Sri V Narayanan** Sri Suresh Krishna Ms Arathi Krishna	Chairperson Chairman and Managing Director Joint Managing Director

*Sri Heramb R Hajarnavis, Independent Director has been appointed as a Member of the Nomination & Remuneration Committee, effective January 29, 2018.

**Sri V Narayanan, Independent Director has been appointed as the Chairperson of the Stakeholders' Relationship Committee, effective, March 22, 2018.

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)
1. November 2, 2017 2. November 22, 2017	1. January 30, 2018 2. March 22, 2018	1. 68 days between November 22, 2017 and January 30, 2018 (Date of both the meetings excluded) 2. 50 days between January 30, 2018 and March 22, 2018 (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			
January 29, 2018 January 30, 2018 (adjourned)	Yes. The requisite quorum was present at the meeting held on January 29 / 30, 2018.	November 2, 2017	87 / 88 days between November 2, 2017 and January 29 / 30, 2018 (Date of both the meetings excluded)
Nomination and Remuneration Committee			
1. January 30, 2018 2. March 22, 2018	Yes. The requisite quorum was present at the meetings held on January 30, 2018 and March 22, 2018.	Nil	50 days between January 30, 2018 and March 22, 2018 (Date of both the meetings excluded)
Stakeholders Relationship Committee			
March 30, 2018	Yes. The requisite quorum was present at the meeting held on March 30, 2018.	November 2, 2017	147 days between November 2, 2017 and March 30, 2018 (Date of both the meetings excluded)

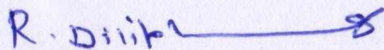
V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	There was no material RPT under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Whether details 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 January, February and March, 2018 (4 th Quarter – Financial Year: 2017-18) at its meeting that will be convened for review of the audited financial statements for the financial year ended March 31, 2018.



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 (December 31, 2017) was placed before the Board of Directors at their meeting held on January 30, 2018. This report (for the quarter ended March 31, 2018) will be placed in the forthcoming Board Meeting.

For SUNDRAM FASTENERS LIMITED



R Dilip Kumar
Vice President – Finance & Company Secretary

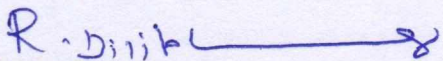
Date: 06-04-2018



**Annual Compliance Report on Corporate Governance for the
financial year ended on March 31, 2018**

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	
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	
E-mail 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	
New name and the old name of the listed entity	NA	
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)	Yes
Meeting of Board of directors	17(2)	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
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(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
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
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes



Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
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
<p>III Affirmations:</p> <p>The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.</p>		
<p>For SUNDRAM FASTENERS LIMITED</p> <p> R Dilip Kumar Vice President – Finance & Company Secretary</p> <p>Date: 06-04-2018</p>		

