



Sundram Fasteners Limited

REGISTERED & CORPORATE OFFICE
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July 8, 2019

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 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 year ended **June 30, 2019**.

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: **June 30, 2019**

I. Composition of Board of Directors

Title (Mr / Ms)	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(s) held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr	Suresh Krishna	PAN: AABPK3154E DIN: 00046919	Chairperson and Non - Executive Director	01-07-2016	-	1	-	1
Ms	Arathi Krishna	PAN: AABPK3095Q DIN: 00517456	Executive Director	03-05-2016	-	1	1	-
Ms	Arundathi Krishna	PAN: AABPK3094R DIN: 00270935	Executive Director	18-09-2018	-	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	R Srinivasan	PAN: ABTPS5434Q DIN: 00043658	Independent Director	22-09-2014	5 years	4	3	2
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	Independent Director	30-01-2018	5 years	3	2	2
Dr	Nirmala Lakshman	PAN: AAAPL4321R DIN: 00141632	Independent Director	20-09-2018	5 years	1	1	-

* Sri K Ramesh, Non-Executive Independent Director had resigned from the closing hours of June 17, 2019.



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 Heramb R Hajarnavis Sri S Mahalingam	Chairperson and Independent Director Independent Director Independent Director
2. Nomination & Remuneration Committee	Sri R Srinivasan Sri Suresh Krishna Sri Heramb R Hajarnavis	Chairperson and Independent Director Non-Executive Director Independent Director
3. Risk Management Committee	Sri Suresh Krishna Ms Arathi Krishna Ms Arundathi Krishna	Chairperson and Non-Executive Director Executive Director Executive Director
4. Stakeholders' Relationship Committee	Sri Suresh Krishna Ms Arathi Krishna Dr Nirmala Lakshman	Chairperson and Non-Executive Director Executive Director Independent Director

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)
February 1, 2019 March 22, 2019	May 9, 2019	<ol style="list-style-type: none"> 48 days between February 1, 2019 and March 22, 2019 (Date of both the meetings excluded) 47 days between March 22, 2019 and May 9, 2019 (Date of both the meetings excluded)



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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			
May 9, 2019	Yes. 3 out of 3 members were present.	February 1, 2019	96 days between February 1, 2019 and May 9, 2019 (Date of both the meetings excluded)
Nomination and Remuneration Committee			
May 9, 2019	Yes. 3 out of 3 members were present.	February 1, 2019	96 days between February 1, 2019 and May 9, 2019 (Date of both the meetings excluded)
Stakeholders Relationship Committee			
May 9, 2019	Yes. 3 out of 3 members were present.	February 1, 2019	96 days between February 1, 2019 and May 9, 2019 (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.



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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 Quarterly / Annual Compliance Report on Corporate Governance for the year ended (March 31, 2019) was placed before the Board of Directors at their meeting held on May 9, 2019. This report (for the quarter ended June 30, 2019) will be placed in the forthcoming Board Meeting.

For SUNDRAM FASTENERS LIMITED



R Dilip Kumar
Vice President – Finance & Company Secretary

Date: 08-07-2019

