



## Sundram Fasteners Limited

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CIN : L35999TN1962PLC004943  
WEBSITE : [www.sundram.com](http://www.sundram.com)

April 16, 2022.

### **National Stock Exchange of India Limited**

*Scrip Code - SUNDRMFAST*

Exchange Plaza, 5<sup>th</sup> 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 send herewith a Compliance Report on the Corporate Governance for the quarter/year ended **March 31, 2022**.

Thanking you,

Yours truly,  
For SUNDRAM FASTENERS LIMITED

**R Dilip Kumar**

Executive Vice President – Finance & Company Secretary

## Quarterly Compliance Report on Corporate Governance

Name of Listed Entity: **SUNDRAM FASTENERS LIMITED**  
 Quarter ended: March 31, 2022

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/ 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-Aug-64	1-Jul-21	-	-	24-12-1936	1	0	0	0
2	Ms	Arathi Krishna	PAN: AABPK3095Q DIN: 00517456	Executive Director	23-Aug-06	3-May-21	-	-	27-04-1968	1	0	1	0
3	Ms	Arundathi Krishna	PAN: AABPK3094R DIN: 00270935	Executive Director	18-Sep-08	18-Sep-18	-	-	03-12-1973	1	0	1	0
4	Ms	Preethi Krishna	PAN: AABPK3093J DIN: 02037253	Non - Executive Non - Independent Director	5-Jul-17	-	-	-	24-07-1965	1	0	0	0
5	Mr	B Muthuraman	PAN: AEHPB7489R DIN: 00004757	Independent Director	16-Apr-15	16-Apr-20	-	84	26-09-1944	2	2	2	1
6	Mr	Heramb R Hajarnavis	PAN: ACMPH7265C DIN: 01680435	Independent Director	20-Sep-17	20-Sep-17	-	54	13-09-1974	1	1	1	0
7	Mr	S Mahalingam	PAN: AAEPM7962R DIN: 00121727	Independent Director	30-Jan-18	30-Jan-18	-	50	10-02-1948	3	3	2	2
8	Ms	Nirmala Lakshman	PAN: AAAPL4321R DIN: 00141632	Independent Director	20-Sep-18	20-Sep-18	-	42	30-01-1954	1	1	0	1
9	Mr	V Anantha Nageswaran*	PAN: AJBPA4266C DIN: 00760377	Independent Director	16-Sep-21	16-Sep-21	28-Jan-22	5	05-10-1963	0	0	0	0
10	Mr	S Meenakshisundaram	PAN: ACTPM1180G DIN: 00513901	Whole-time Director	11-Jun-20	11-Jun-20	-	21	02-06-1957	1	0	0	0

\* Resigned from the Board of Directors on January 28, 2022

Whether Regular Chairperson appointed : Yes

Whether Chairperson is related to Managing Director or CEO : Yes



**Quarterly Compliance Report on Corporate Governance**

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

Quarter ended: **March 31, 2022**

**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 B Muthuraman	Chairperson and Independent Director	22-Sep-21	-
		Sri S Mahalingam	Independent Director	20-Sep-18	-
		Sri Heramb R Hajarnavis	Independent Director	20-Sep-17	-
Nomination & Remuneration Committee	Yes	Sri B Muthuraman	Chairperson and Independent Director	22-Sep-21	-
		Sri Suresh Krishna*	Non-Executive Director	04-Feb-15	01-Apr-22
		Sri Heramb R Hajarnavis	Independent Director	29-Jan-18	-
		Ms. Preethi Krishna**	Non-Executive Director	01-Apr-22	-
Risk Management Committee	Yes	Sri Suresh Krishna*	Chairperson and Non-Executive Director	01-Feb-19	01-Apr-22
		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	Sri Suresh Krishna*	Chairperson and Non-Executive Director	20-Sep-18	01-Apr-22
		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	Yes	Sri Suresh Krishna*	Chairperson and Non-Executive Director	30-May-14	01-Apr-22
		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	-

\*Sri Suresh Krishna, Chairman and Non-Executive Director has retired from the Committees of the Board effective April 1, 2022 (Closing hours of March 31, 2022)

\*\*Ms. Preethi Krishna, Non-Executive and Non-Independent Director has been nominated as a member of the Nomination & Remuneration Committee effective April 1, 2022

\*\*\*Ms Arathi Krishna, Executive Director (Managing Director) has been nominated as the Chairperson of Risk Management Committee and Corporate Social Responsibility Committee effective April 1, 2022

\*\*\*\*Ms. Arundathi Krishna, Executive Director (Joint Managing Director) has been nominated as a member of Stakeholders Relationship Committee effective April 1, 2022

#Dr Nirmala Lakshman, Non-Executive Independent Director has been nominated as the Chairperson of Stakeholders Relationship Committee effective from April 1, 2022



**Quarterly Compliance Report on Corporate Governance**

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

Quarter ended: **March 31, 2022**

**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)
11-Nov-21	27-Jan-22	Yes	9	4	<b>76 Days</b> between November 11, 2021 and January 27, 2022 (Date of both the meetings excluded)
	10-Feb-22	Yes	9	4	<b>13 Days</b> between January 27, 2022 and February 10, 2022 (Date of both the meetings excluded)
	30-Mar-22	Yes	8	3	<b>47 Days</b> between February 10, 2022 and March 30, 2022 (Date of both the meetings excluded)



### Quarterly Compliance Report on Corporate Governance

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

Quarter ended: **March 31, 2022**

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-22	Yes	3	3	10-Nov-21	<b>77 Days</b> between November 10, 2021 and January 27, 2022 (Date of both the meetings excluded)
Audit Committee	09-Feb-22	Yes	3	3	10-Nov-21	<b>12 Days</b> between January 27, 2022 and February 9, 2022 (Date of both the meetings excluded)
Risk Management Committee	04-Mar-22	Yes	5	1	23-Dec-21	<b>70 Days</b> between December 23, 2021 and March 4, 2022 (Date of both the meetings excluded)
Stakeholders Relationship Committee	10-Feb-22	Yes	3	1	Nil*	<b>Not applicable</b>
Corporate Social Responsibility Committee	30-Mar-22	Yes	3	-	Nil**	<b>Not applicable</b>

\*The previous Stakeholders Relationship Committee meeting was held on August 12, 2021

\*\*The previous Corporate Social Responsibility Committee meeting was held on March 24, 2021



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## Quarterly Compliance Report on Corporate Governance

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

Quarter ended: **March 31, 2022**

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
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, 2021 was reviewed by the Audit Committee. The details of RPT entered into by the Company during the quarter ended March 31, 2022 will be placed in the forthcoming Audit Committee meeting for their review.



## Quarterly Compliance Report on Corporate Governance

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

Quarter ended: **March 31, 2022**

<b>VI. Affirmations</b>	
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, 2021 was placed before the Board of Directors at their meeting held on February 10, 2022. This report (for the quarter ended March 31, 2022) will be placed in the forthcoming Board Meeting.

For SUNDRAM FASTENERS LIMITED



**R Dilip Kumar**

Executive Vice President – Finance & Company Secretary

Date: April 16, 2022



**Annual Compliance Report on Corporate Governance for the  
financial year ended on March 31, 2022**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
Item	Compliance status (Yes/No/NA)	
<b>As per regulation 46(2) of the LODR:</b>		
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	
email 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	
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	
New name and the old name of the listed entity	NA	
Advertisements as per regulation 47 (1)	Yes	
Credit rating or revision in credit rating obtained	Yes	
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	
<b>As per other regulations of the LODR:</b>		
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	
Materiality Policy as per Regulation 30	Yes	
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	
It is certified that these contents on the website of the listed entity are correct	Yes	
<b>II Annual Affirmations</b>		
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 Directorships	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 and Remuneration Committee	19(3A)	Yes
Composition of Stakeholder 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)	NA
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum 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

  
**R Dilip Kumar**  
 Executive Vice President – Finance & Company Secretary





Date: April 16, 2022

Quarterly/Half yearly Compliance Report on Corporate Governance

Name of Listed Entity: SUNDRAM FASTENERS LIMITED

Half year ending: March 31, 2022

I. Disclosure of Loans / guarantees / comfort letters / securities etc.			
A. Any loan or any other form of debt advanced by the listed entity directly or indirectly to:			
Entity		Aggregate amount advanced during six months	Balance outstanding at the end six month
Promoter or any other entity controlled by them		Nil	Nil
Promoter Group or any other entity controlled by them		Nil	Nil
Directors (including relatives) or any other entity controlled by them		Nil	Nil
KMPs or any other entity controlled by them		Nil	Nil
B. Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil	Nil
C. Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:			
Entity	Type of Security (Cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil	Nil

For SUNDRAM FASTENERS LIMITED



**S Meenakshisundaram**

Whole Time Director & Chief Financial Officer

Date: April 16, 2022