



13<sup>th</sup> October 2017

The Manager,  
Listing Department,  
National Stock Exchange of India Ltd,  
Exchange Plaza, 5th Floor,  
Plot No. C/1, G Block,  
Bandra-Kurla Complex,  
Mumbai-400 051.

BSE Ltd,  
1st Floor,  
New Trading Ring, Rotunda Building,  
P J Towers, Dalal Street,  
Fort,  
Mumbai- 400 001.

Dear Sir,


**Sub: Corporate Governance report**

Please find attached herewith Corporate Governance Report for the quarter ended 30<sup>th</sup> September, 2017

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,  
For **SHANTHI GEARS LIMITED**

  
**C. Subramaniam**  
Company Secretary



# **SHANTHI GEARS LIMITED**

304-A, Trichy Road, Singanallur, Coimbatore-641005

Tel: 91-422-4545745 Fax: 91-44-4545700

Website: [www.shanthigears.com](http://www.shanthigears.com) Email: [cs@shanthigears.murugappa.com](mailto:cs@shanthigears.murugappa.com)

CIN: L29130TZ1972PLC000649

1. Name of Listed Entity: **SHANTHI GEARS LIMITED**

2. Quarter ending: **30th September, 2017**

I. Composition of Board of Directors									
Title (Mr./Ms)	Name of the Director	PAN <sup>s</sup>	DIN	Category (Chairperson /Executive/ Non-Executive /Independent/Nominee) <sup>a</sup>	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.	Murugappan Murugappan Muthiah	AAGPM1775L	00170478	Chairperson - Non-Executive	25th July, 2016	-	2	6	4
Mr.	LAKSHMINARAYANAN RAMKUMAR	AAIPR9727K	00090089	Non-Executive	26th July, 2017	-	0	1	1
Mr.	CHERUKOORI RAMASWAMY NAIDU SWAMINATHAN	ALMPS1648F	00002169	Independent-Non Executive	26th July, 2017	1 Year	3	4	2
Mr.	Balamurugan J	ACZPB9566B	00023309	Independent-Non Executive	26th July, 2014	5 Years	2	1	Not Applicable
Ms.	SOUNDARA KUMAR	AAXPS4712N	01974515	Independent-Non Executive	30th July, 2015	5 Years	5	6	2

<sup>s</sup>PAN number of any director would not be displayed on the website of Stock Exchange

<sup>a</sup>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.

I) Details of date of Original Appointment: 1) Mr MM Murugappan- 3rd September, 2012; 2) Mr L Ramkumar- 3rd September, 2012; 3) Mr. C R Swaminathan- 3rd September, 2012; 4) Mr J Balamurugan- 3rd September, 2012; and 6) Ms. Soundara Kumar- 31st March, 2015

II) Mr. V Venkiteswaran retired on 26th July, 2017



## SHANTHI GEARS LIMITED

304-A, Trichy Road, Singanallur, Coimbatore-641005

Tel: 91-422-4545745 Fax: 91-44-4545700

Website: [www.shanthigears.com](http://www.shanthigears.com) Email: [cs@shanthigears.murugappa.com](mailto:cs@shanthigears.murugappa.com)

CIN: L29130TZ1972PLC000649

### II. Composition of Committees

Audit Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	SOUNDARA KUMAR	NED,ID	Member
2	Balamurugan J	NED,ID	Member
3	CHERUKOORI RAMASWAMY NAIDU SWAMINATHAN	NED,ID	Chairperson
4	Murugappan Murugappan Muthiah	C & NED	Member

Stakeholders Relationship Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	CHERUKOORI RAMASWAMY NAIDU SWAMINATHAN	NED,ID	Member
2	LAKSHMINARAYANAN RAMKUMAR	NED	Chairperson

Risk Management Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Rajiv Narayanamoorthy	CEO	Member
2	Balamurugan J	NED,ID	Chairperson

Nomination and Remuneration Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Balamurugan J	NED,ID	Member
2	CHERUKOORI RAMASWAMY NAIDU SWAMINATHAN	NED,ID	Chairperson
3	Murugappan Murugappan Muthiah	C & NED	Member

### 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 (in number of days)
03-May-2017	26-Jul-2017	83



## SHANTHI GEARS LIMITED

304-A, Trichy Road, Singanallur, Coimbatore-641005

Tel: 91-422-4545745 Fax: 91-44-4545700

Website: [www.shanthigears.com](http://www.shanthigears.com) Email: [cs@shanthigears.murugappa.com](mailto:cs@shanthigears.murugappa.com)

CIN: L29130TZ1972PLC000649

### IV. Meeting of Committees

Name of the committee	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 (in number of days)
Audit Committee	26-Jul-2017	Yes	03-May-2017	83

### 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	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

### VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
- The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - Audit Committee - **Yes**
  - Nomination & remuneration committee - **Yes**
  - Stakeholders relationship committee - **Yes**
  - Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
- 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**
- 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**
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
  - Any comments/observations/advice of Board of Directors may be mentioned here:

NIL

Name : **C SUBRAMANIAM**  
Designation : **Company Secretary**



**SHANTHI GEARS LIMITED**

304-A, Trichy Road, Singanallur, Coimbatore-641005

Tel: 91-422-4545745 Fax: 91-44-4545700

Website: [www.shanthigears.com](http://www.shanthigears.com) Email: [cs@shanthigears.murugappa.com](mailto:cs@shanthigears.murugappa.com)

CIN: L29130TZ1972PLC000649

**ANNEXURE III****Affirmations**

<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

**Note:**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

Name :  
Designation :  
**C SUBRAMANIAM**  
Company Secretary