



15th October, 2018

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 30th September, 2018.

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 Email: cs@shanthigears.murugappa.com

CIN: L29130TZ1972PLC000649

1. Name of Listed Entity: SHANTHI GEARS LIMITED									
2. Quarter ending: 30th September, 2018									
I. Composition of Board of Directors									
Title (Mr./Ms)	Name of the Director	PAN#	DIN	Category (Chairperson /Executive/ Non- Executive /Independent/Nominee)s	Date of Appointment in the current term /cessation	Tenure (Months)	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.	L Ramkumar	AAIPR9727K	00090089	Chairperson - Non-Executive	2nd August, 2018	-	1	0	1
Mr.	Balamurugan J	ACZPB9566B	00023309	Independent-Non Executive	26th July, 2014	60	2	2	Not Applicable
Ms.	SOUNDARA KUMAR	AAXPS4712N	01974515	Independent-Non Executive	30th July, 2015	60	6	3	4
Mr.	S K SUNDARARAMAN	AGVPS9509H	00002691	Independent-Non Executive	2nd August, 2018	60	4	5	Not Applicable

#PAN number of any director would not be displayed on the website of Stock Exchange
sCategory 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.

Note: 1) Mr. C R Swaminathan retired from the Board on the completion of his term on 2nd August, 2018
2) Details of date of Original Appointment: 1) Mr L Ramkumar- 3rd September, 2012; 2) Mr J Balamurugan- 3rd September, 2012; and 3) Ms. Soundara Kumar- 31st March, 2015 and 4) Mr. S K Sundararaman- 6th February, 2018



II. Composition of Committees		
<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non-Executive/Independent/Nominee) \$</i>
1. Audit Committee	Ms.Soundara Kumar	Chairperson- Non Executive-Independent
	Mr.J Balamurugan	Non- Executive- Independent
	Mr. S K Sundararaman	Non- Executive- Independent
2. Nomination & Remuneration Committee	Mr.J Balamurugan	Chairperson- Non Executive-Independent
	Mr. S K Sundararaman	Non- Executive- Independent
	Mr. L Ramkumar	Non- Executive
3. Risk Management Committee(if applicable)\$	Mr.J Balamurugan	Chairperson- Non Executive-Independent
	Ms.Soundara Kumar	Non- Executive- Independent
	Mr. Rajiv Narayanamoorthy*	Chief Executive Officer
4. Stakeholders Relationship Committee	Mr.L Ramkumar	Chairperson-Non-Executive
	Mr.J Balamurugan	Chairperson- Non Executive-
	Ms.Soundara Kumar	Non- Executive- Independent
5.CSR Committee	Ms.Soundara Kumar	Chairperson- Non Executive-Independent
	Mr.L Ramkumar	Non- Executive, Non- Independent
	Mr. S K Sundararaman	Non- Executive- Independent

&Category of directors means Chairperson/Executive/Non-executive/Independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

* Mr. Rajiv Narayanamoorthy, Chief Executive Officer is a member of Risk Management Committee



III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Maximum gap between any two consecutive (in number of days)
2nd May, 2018	2nd August, 2018	91

IV. Meeting of Committees		
Date(s) of meeting of the committee in the relevant quarter	Date(s) of Meeting (if any) in the previous quarter	Maximum gap between any two consecutive (in number of days)

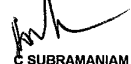
AUDIT COMMITTEE		
2nd August, 2018	2nd May, 2018	91

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

V. Related Party Transactions	
Subject	
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

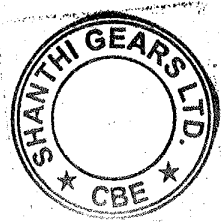
VI. Affirmations

- 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 companies): 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
- The report submitted in the previous quarter had been placed before the Board of Directors at their meeting held on 2nd August, 2018 and this report is being placed before the Board of Directors at the ensuing meeting to be held during August, 2018



Name: C SUBRAMANIAM
Designation: COMPANY SECRETARY

Note: Information at Table I and II above need to be necessarily given in the 1 quarter of each financial year. However if there is no change of information subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement 'same as previous year' may be given



ANNEXURE III

Affirmations

Broad Heading	Regulation Number	Compliance Status
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

