



ISO 9001 : 2015
ISO 14001 : 2015
OHSAS 18001 : 2007
EN 9100 : 2016 (AS 9100 D)
ISO/TS 22163 : 2017

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Fax : +91-422-4545700
E-mail : info@shanthigears.murugappa.com
Website : www.shanthigears.com
CIN : L29130TZ1972PLC000649
GST : 33AADCS0692L1Z7

13th April, 2019

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 31st March, 2019.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,
For **SHANTHI GEARS LIMITED**


C SUBRAMANIAM
COMPANY SECRETARY

Works: "C" Unit, Avinashi Road, Muthugounden Pudur Post, Coimbatore - 641 406, India.
Tel: +91 422 4545745 / Fax: +91 422 4545700 / Mobile: +91 96262 60500 (8 Lines)



SHANTHI GEARS LIMITED

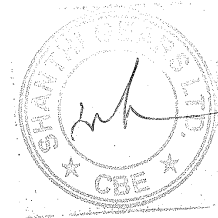
304-A, Trichy Road, Singanallur, Coimbatore-641005
 Tel: 91-422-4545745 Fax: 91-422-4545700
 Website: www.shanthigears.com Email: cs@shanthigears.murugappa.com
 CIN: L29130TZ1972PLC000649

1. Name of Listed Entity: SHANTHI GEARS LIMITED
 2. Quarter ending: 31st December, 2018

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 (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
Mr.	VELLAYAN SUBBIAH	AADPV8920B	01138759	Non-Independent & Non-Executive	1st February,2019		4	2	Not Applicable
Mr.	N KRISHNA SAMARAJ	AKQPK1314H	00048547	Independent-Non Executive	25th March,2019	4	2	2	Not Applicable

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

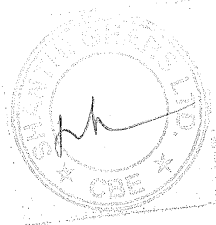
2) Details of date of Original Appointment: 1) Mr L Ramkumar- 3rd September, 2012; 2) Mr J Balamurugan- 3rd September, 2012; and 3) Ms. Soundara Kumar- 31st March, 2015 and 4) Mr. S K Sundararaman- 6th February, 2018 5) Mr. Vellayan Subbiah-1st February,2019 and 6) Mr. N Krishna samaraj- 25th March,2019



II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
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. M Karunakaran*	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. M Karunakaran, Chief Executive Officer has been appointed as member of Risk Management Committee on 1st February, 2019



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)
26th October, 2018	1st February, 2019	36
26th December, 2018	25th March, 2019	51

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		
1st February, 2019	26th October, 2018	97

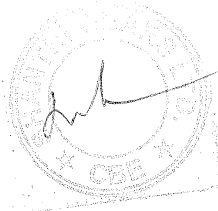
This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

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 1st February, 2019 and this report is being placed before the Board of Directors at the ensuing meeting to be held during April, 2019

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 II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

1. Name of the Listed entity : Shanthi Gears Limited
 2. Year ending : 31st March, 2019

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status	
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 programs 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	Not Applicable	
New name and the old name of the listed entity	Not Applicable	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	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)	Not Applicable
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)	Not Applicable
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Not Applicable
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	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. - **Not Applicable**

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

