



Regd. Office :
304-A, Trichy Road,
Singanallur
Coimbatore - 641 005

Phone : +91-422-4545745
Fax : +91-422-4545700
E-mail : info@shanthigears.murugappa.com
Website : www.shanthigears.com
CIN : L29130TZ1972PLC000649
GST : 33AADCS0692L1Z7

15th May 2020

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 2020.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,
For **SHANTHI GEARS LIMITED**


C SUBRAMANIAM
COMPANY SECRETARY

Annexure-1

Annexure-1 to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of Notes on composition of Board of directors explanatory

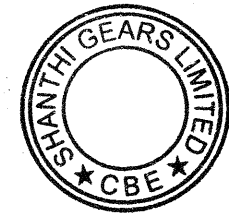
whether the listed entity has a Regular Chairperson

YES

whether Chairperson is related to MD or CEO

NO

Sl.No	Title (Mr./ Ms)	Name of the Director	PAN	DIN	Category 1 of director	Category 2 of director / category 3 of director	Date of Birth	initial date of Appointment	Date of Re Appointment	Date of Cessation	Tenure of Director (In Month)	No of Directorship in listed entities including this listed entity (Refer regulation 17 A of Listing Regulation)	No of independent Directorship in listed entities including this listed entity (refer regulation 17 A(1) of listing regulation)	No of Memberships in Audit/Stakeholder committee(s) including this listed entity (refer Regulation 26(1) of Listing Regulation)	No of post of chairperson in Audit/stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulation)	Notes for Not Providing PAN	Notes for Not Providing DIN
1	Mr.	L RAMKUMAR	AAIPR9727K	00090089	Chairperson -Non-Executive	Chairperson	09-04-1956	03-09-2012	23-07-2019			1	0	0	1		
2	Mr.	J BALAMURUGAN	ACZPB9566B	00023309	Independent- Non Executive	Not Applicable	31-03-1961	03-09-2012	23-07-2019		60	2	2	2	0		
3	Ms.	SOUNDARA KUMAR	AAXPS4712N	01974515	Independent- Non Executive	Not Applicable	15-08-1954	31-03-2015	30-07-2015		60	7	7	3	3		
4	Mr.	S K SUNDARARAMAN	AGVPS9509H	00002691	Independent- Non Executive	Not Applicable	15-04-1973	06-02-2018	02-08-2018		60	4	2	7	0		
	Mr.	VELLAYAN SUBBIAH	AADPV8920B	01138759	Non-Independent & Non-Executive	Not Applicable	07-08-1969	01-02-2019	23-07-2019			4	2	2	0		
6	Mr.	N KRISHNA SAMARAJ	AKQPK1314H	00048547	Independent- Non Executive	Not Applicable	26-03-1955	25-03-2019	23-07-2019		60	2	1	2	0		



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II. Composition of Committees

Disclosure of Notes on Composition of Committees explanatory
 Is there any change in information of Committees compare to Previous Quarter No

Audit Committee Details

Whether the Audit Committee has a regular Chairperson						YES	
Sl No	DIN	Name of Committee Members	Category 1 of director	Category 2 of director	Date of Appointment	Date of Cessation	Remarks
1	01974515	SOUNDARA KUMAR	Independent- Non Executive	Chairperson	29-04-2015		
2	00002691	S K SUNDARARAMAN	Independent- Non Executive	Member	03-08-2018		
3	00023309	J BALAMURUGAN	Independent- Non Executive	Member	03-09-2012		

Nomination and Remuneration Committee

Whether the Nomination and Remuneration Committee has a regular Chairperson						YES	
Sl No	DIN	Name of Committee Members	Category 1 of director	Category 2 of director	Date of Appointment	Date of Cessation	Remarks
1	00002691	S K SUNDARARAMAN	Independent- Non Executive	Member	03-08-2018		
2	00090089	L RAMKUMAR	Chairperson, Non Executive	Member	25-01-2018		
3	00023309	J BALAMURUGAN	Independent- Non Executive	Chairperson	03-09-2012		

Stakeholders Relationship Committee

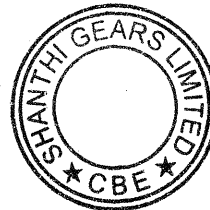
Whether the Stakeholders Relationship Committee has a regular Chairperson						YES	
Sl No	DIN	Name of Committee Members	Category 1 of director	Category 2 of director	Date of Appointment	Date of Cessation	Remarks
1	01974515	SOUNDARA KUMAR	Independent- Non Executive	Member	03-08-2018		
2	00090089	L RAMKUMAR	Chairperson, Non Executive	Chairperson	03-09-2012		
3	00023309	J BALAMURUGAN	Independent- Non Executive	Member	03-08-2018		

Risk Management Committee

Whether the Risk Management Committee has a regular Chairperson						YES	
Sl No	DIN	Name of Committee Members	Category 1 of director	Category 2 of director	Date of Appointment	Date of Cessation	Remarks
1		M.Karunakaran	CEO	Member	01-02-2019		
2	00023309	J BALAMURUGAN	Independent- Non Executive	chairperson	27-10-2014		
3	01974515	SOUNDARA KUMAR	Independent- Non Executive	Member	02-11-2017		

Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a regular Chairperson						YES	
Sl No	DIN	Name of Committee Members	Category 1 of director	Category 2 of director	Date of Appointment	Date of Cessation	Remarks
1	01974515	SOUNDARA KUMAR	Independent- Non Executive	chairperson	02-11-2017		
2	00090089	L RAMKUMAR	Independent- Non Executive	Member	03-08-2018		
3	00002691	S K SUNDARARAMAN	Independent- Non Executive	Member	03-08-2018		



III. Meeting of Board of Directors

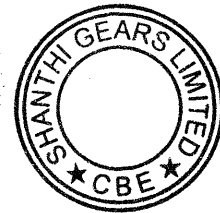
Disclosure of Notes on meeting of Board of Directors explanatory

Sl No	date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (Enter dates of Previous quarter and current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met(Yes/No)	Number of director Present	No of Independent Directors attending the meeting
1	22-10-2019	22-10-2019	96		Yes	5	3
2		27-01-2020			Yes	6	4
3		28-02-2020			Yes	4	3
4		27-03-2020			Yes	5	3

IV Meeting of Committees

Disclosure of Notes on meeting of Board of Directors explanatory

Sl No	Name of Committee	date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (Enter dates of Previous quarter and current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	name of other committee	Reason for Not providing data	Whether requirement of Quorum met(Yes/No)	Number of director Present	No of Independent Directors attending the meeting	Reason for Not providing data
1	Audit Committee	22-10-2019	22-10-2019	96			Yes	2	2	
	Audit Committee		27-01-2020				Yes	3	2	
	Stakeholders Relationship Committee		27-03-2020				Yes	3	2	



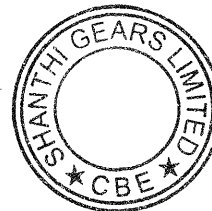
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V. Related Party Transaction			
Sr	Subject	Compliance Status (Yes/No/Na)	If status is "No" details of Non compliance May be given here.
1	whether prior approval of audit committee obtained	Yes	
2	whether shareholder approval obtained for material RPT	Not Applicable	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit com	Yes	

VI. Affirmations		
Sr	Subject	Compliance Status (Yes/No/Na)
1	Regulation 2015	Yes
2	Regulation 2015	
	a. Audit committee	YES
	b. Nomination & remuneration committee	YES
	c. Stake holders relationship Committee	YES
	d. Risk Management Committee (Applicable to the top 100 Listed Entities)	Not applicable
3	(Listing obligations and disclosure requirements) Regulation 2015	Yes
4	in SEBI (Listing obligations and disclosure requirements) Regulation 2015	Yes
5	a. This report and/or the report submitted in the previous quarter has been placed before board of Directors.	YES
	b. Any comments/ observations/advice of Board of Directors may be mentioned here	NIL

Date: 15-05-2020
Place: Coimbatore

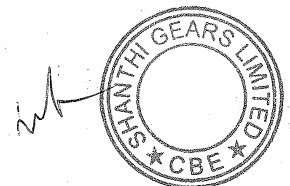
NAME : C SUBRAMANIAM
DESIGNATION : COMPANY SECRETARY



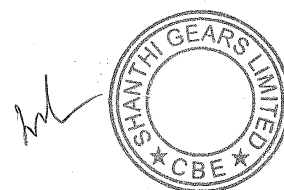
ANNEXURE II

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

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.shanthigears.com
Terms and conditions of appointment of	Yes		www.shanthigears.com
Composition of various committees of	Yes		www.shanthigears.com
Code of conduct of board of directors and	Yes		www.shanthigears.com
Details of establishment of vigil mechanism/	Yes		www.shanthigears.com
Criteria of making payments to non-	Yes		www.shanthigears.com
Policy on dealing with related party	Yes		www.shanthigears.com
Policy for determining 'material' subsidiaries	Yes		www.shanthigears.com
Details of familiarization programs imparted	Yes		www.shanthigears.com
Email address for grievance redressal and other relevant details entity who are	Yes		www.shanthigears.com
Contact information of the designated	Yes		www.shanthigears.com
Financial results	Yes		www.shanthigears.com
Shareholding pattern	Yes		www.shanthigears.com
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed	Yes		www.shanthigears.com
New name and the old name of the listed	Not		
Advertisements as per regulation 47 (1)	Yes		www.shanthigears.com
Credit rating or revision in credit rating	Yes		www.shanthigears.com
Separate audited financial statements of	Not		
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.shanthigears.com
Materiality Policy as per Regulation 30	Yes		www.shanthigears.com
Dividend Distribution policy as per	Not		
It is certified that these contents on the	Yes		www.shanthigears.com
II Annual Affirmations			
Particulars	Regulation Number	Compliance status	Company Remark
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 directorship	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 & remuneration committee	19(3A)	Yes	
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	
Meeting of stakeholder relationship committee	20(3A)	Yes	
Composition and role of risk management committee	21(1),(2),(3),(4)	Not Applicable	
Meeting of Risk Management Committee	22	Not Applicable	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(1A),(5),(6)	Yes	
Prior or Omnibus approval of Audit Committee for all related party	23(2), (3)	Yes	
Approval for material related party transactions	23(4)	Yes	
Disclosure of related party transactions on consolidated basis	23(9)	Yes	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable	
Other Corporate Governance requirements with respect to subsidiary of Annual Secretarial Compliance Report	24(2),(3),(4),(5) & (6)	Not Applicable	
Alternate Director to Independent Director	24(A)	Yes	
Maximum Tenure	25(1)	Yes	
Meeting of independent directors	25(2)	Yes	
Familiarization of independent directors	25(3) & (4)	Yes	
Declaration from Independent Director	25(7)	Yes	
D & O Insurance for Independent	25(8) & (9)	Yes	
Memberships in Committees	25(10)	Not Applicable	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(1)	Yes	
Disclosure of Shareholding by Non-Executive Directors	26(3)	Yes	
	26(4)	Yes	



Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
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Other Information	
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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**

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

