

Shanthi Gears

AS 9100C

(Based on and including ISO 9001:2008)



SHANTHI GEARS LIMITED

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

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Website : www.shanthigears.com
CIN : L29130TZ1972PLC000649



murugappa

13th October, 2016

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, 2016

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)

ALL AGREEMENTS CONTINGENT UPON STRIKES, ACCIDENTS AND OTHER CONDITIONS BEYOND OUR CONTROL. ALL CONTRACTS ARE SUBJECT TO APPROVAL BY AN OFFICER OF THE COMPANY. SUBJECT TO COIMBATORE JURISDICTION



1. Name of Listed Entity: **SHANTHI GEARS LIMITED**
2. Quarter ending: **30th September, 2016**

I. Composition of Board of Directors

Title (Mr./Ms)	Name of the Director	PAN ^s	DIN	Category (Chairperson /Executive/ Non-Executive /Independent/Nominee) ^a	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 26(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	-	7	9	4
Mr.	LAKSHMINARAYANA RAMKUMAR	AAIPR9727K	00090089	Non-Executive	30th July, 2015	-	2	2	1
Mr.	CHERUKOORI RAMASWAMY NAIDU SWAMINATHAN	ALMPS1648F	00002169	Independent-Non Executive	26th July, 2014	3 Years	3	4	2
Mr.	Balamurugan J	ACZPB9566B	00023309	Independent-Non Executive	26th July, 2014	5 Years	2	1	Not Applicable
Mr.	Veeraraghavan Venkiteswaran	ACUPV5189M	00062246	Independent-Non Executive	25th July, 2016	2 Years	1	1	Not Applicable
Ms.	SOUNDARA KUMAR	AAFPS4712N	01974515	Independent-Non Executive	30th July, 2015	5 Years	4	6	Not Applicable

^sPAN number of any director would not be displayed on the website of Stock Exchange

^aCategory 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.

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; 5) Mr. V Venkiteswaran- 30th January, 2013 and 6) Ms. Soundara Kumar- 31st March, 2015

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II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) s
1. Audit Committee	C R Swaminathan	Chairperson- Non Executive- Independent
	J Balamurugan	Non- Executive- Independent
	MM Murugappan	Non-Executive
	V Venkiteswaran	Non- Executive- Independent
2. Nomination & Remuneration Committee	Soundara Kumar	Non- Executive- Independent
	C R Swaminathan	Chairperson- Non Executive- Independent
	J Balamurugan	Non- Executive- Independent
	MM Murugappan	Non-Executive
3. Risk Management Committee(if applicable)\$	J Balamurugan	Chairperson- Non Executive- Independent
	V Venkiteswaran	Non- Executive- Independent
4. Stakeholders Relationship Committee	L Ramkumar	Chairperson-Non-Executive
	C R Swaminathan	Non- Executive- Independent
5. CSR Committee	V Venkiteswaran	Chairperson- Non Executive- Independent
	C R Swaminathan	Non- Executive- Independent
	Soundara Kumar	Non- Executive- Independent
&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 & Mr Rajiv Narayanamoorthy, Chief Executive Officer is a member of Risk Management Committee		



III. Meeting of Board of Directors		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
27th April, 2016	25th July, 2016	88
IV. Meeting of Committees		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
AUDIT COMMITTEE		
27th April, 2016	25th July, 2016	88
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		
<i>Subject</i>		
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		
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015: YES		
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015		
a. Audit Committee: Yes		
b. Nomination & Remuneration Committee: Yes		
c. Stakeholders relationship Committee: Yes		
d. Risk Management Committee (applicable to the top 100 listed companies: Not Applicable		
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) : YesRegulations, 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 : Yes		

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ANNEXURE III

Annexure III to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

I. Affirmations

Sr	Broad heading	Regulation Number	Compliance Status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	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	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairman of the Nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Whether "Corporate Governance Report " disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
5.	This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be		Yes	

For SHANTHI GEARS LIMITED.

Name & Designation
Company Secretary / Compliance Officer / Managing Director / CEO
(C. Subramanian)
Company Secretary