



11th January 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 31<sup>st</sup> December, 2016

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,  
For **SHANTHI GEARS LIMITED**

**C. Subramaniam**  
**Company Secretary**



1. Name of Listed Entity: **SHANTHI GEARS LIMITED**
2. Quarter ending: **31st December, 2016**

### I. Composition of Board of Directors

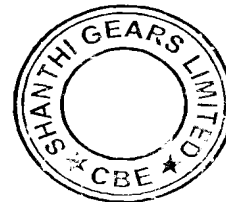
Title (Mr./Ms)	Name of the Director	PAN <sup>s</sup>	DIN	Category (Chairperson /Executive/ Non-Executive /Independent/Nominee) <sup>a</sup>	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing 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	-	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	1 Years	1	1	Not Applicable
Ms.	SOUNDARA KUMAR	AAXPS4712N	01974515	Independent-Non Executive	30th July, 2015	5 Years	4	6	Not Applicable

<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.

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



**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)



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
	Soundara Kumar	Non- Executive- Independent
2. Nomination & Remuneration Committee	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		



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<b>III. Meeting of Board of Directors</b>		
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)
25th July, 2016	26th October, 2016	92
<b>IV. Meeting of Committees</b>		
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)
<b>AUDIT COMMITTEE</b>		
25th July, 2016	26th October, 2016	92
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional		
<b>V. Related Party Transactions</b>		
<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
<b>VI. Affirmations</b>		
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		

**Name & Designation**  
Company Secretary / Compliance Officer / Managing Director / CEO



For SHANTHI GEARS LIMITED.

*(Signature)*  
(C. Subramaniam)  
Company Secretary

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