



14th April, 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,

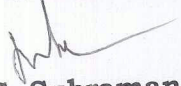
Sub: Corporate Governance report

Please find attached herewith Corporate Governance Report for the quarter ended 31st March, 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 March, 2016**

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*	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	26th July, 2014	-	7	9	4
Mr.	LAKSHMINARAYANA N 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	3	1	Not Applicable
Mr.	Veeraraghavan Venkiteswaran	ACUPV5189M	00062246	Independent-Non Executive	26th July, 2014	2 Years	1	1	Not Applicable
Ms.	SOUNDARA KUMAR	AAXPS4712N	01974515	Independent-Non Executive	30th July, 2015	5 Years	5	4	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.

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)



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

II. Composition of Committees		
<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non-Executive/independent/Nominee) s</i>
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
	V Venkiteswaran	Chairperson- Non Executive- Independent
5. CSR Committee	C R Swaminathan	Non- Executive- Independent
	Soundara Kumar	Non- Executive- Independent

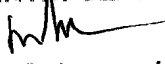
Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

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



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)



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>
28th October, 2015	27th January, 2016	77
11th November, 2015	24th March, 2016	57
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		
28th October, 2015	27th January, 2016	77
	24th March, 2016	57
* 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		
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015		
a. Audit Committee		
b. Nomination & Remuneration Committee		
c. Stakeholders relationship Committee		
d. Risk Management Committee (applicable to the top 100 listed companies)		
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 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.		
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 mentioned here:		
<p>For SHANTHI GEARS LIMITED.</p>  <p>(C. Subramaniam) Name & Designation Company Secretary Company Secretary / Compliance Officer / Managing Director / CEO</p>		

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)



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 (Yes/No/NA)	
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	Not Applicable	
Details of familiarization programmes 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)
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)	Yes
Meeting of Board of directors	17(2)	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
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes

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)



Composition of nomination & remuneration committee	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)	Yes
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 :
Designation :


C SUBRAMANIAM
Company Secretary

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)