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E-mail : info@shanthigears.murugappa.com
Website : www.shanthigears.com
CIN : L29130TZ1972PLC000649
GST : 33AADCS0692L1Z7

13th January, 2018

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 December, 2017

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,
For **SHANTHI GEARS LIMITED**


C SUBRAMANIAM
COMPANY SECRETARY



Shanthi Gears

SHANTHI GEARS LIMITED

304-A, Trichy Road, Singanallur, Coimbatore-641005

Tel: 91-422-4545745 Fax: 91-44-4545700

Website: www.shanthigears.com Email: cs@shanthigears.murugappa.com

CIN: L29130TZ1972PLC000649

1. Name of Listed Entity: SHANTHI GEARS LIMITED

2. Quarter ending: 31st Decemebr, 2017

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.	M M Murugappan	AAGPM1775L	00170478	Chairperson - Non-Executive	25th July, 2016	-	2	6	4
Mr.	L Ramkumar	AAIPR9727K	00090089	Non-Executive	26h July, 2017	-	0	1	1
Mr.	C R Swaminathan	ALMPS1648F	00002169	Independent-Non Executive	26th July, 2017	1 Year	3	4	2
Mr.	Balamurugan J	ACZPB9566B	00023309	Independent-Non Executive	26th July, 2014	5 Years	2	1	Not Applicable
Ms.	SOUNDARA KUMAR	AAXPS4712N	01974515	Independent-Non Executive	30th July, 2015	5 Years	5	6	2

\$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.

Note: 1) Mr M M Murugappan resigned as Chairman and Director with effet from 2nd November, 2017

2) 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; and 6) Ms. Soundara Kumar- 31st March, 2015



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
	Soundara Kumar	Non- Executive- Independent
2. Nomination & Remuneration Committee	C R Swaminathan	Chairperson- Non Executive- Independent
	J Balamurugan	Non- Executive- Independent
3. Risk Management Committee(if applicable)\$	J Balamurugan	Chairperson- Non Executive- Independent
	Soundara Kumar	Non- Executive- Independent
4. Stakeholders Relationship Committee	L Ramkumar	Chairperson-Non-Executive
	C R Swaminathan	Non- Executive- Independent
	C R Swaminathan	Chairperson- Non Executive- Independent
5.CSR Committee	L Ramkumar	Non- Executive, Non- 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>
26th July, 2017	2nd November, 2017	98
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		
26th July, 2017	2nd November, 2017	98
* 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

- 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 3rd May, 2017 and this report is being placed before the Board of Directors at the ensuing meeting to be held during July, 2017

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

