



ISO 9001 : 2015
ISO 14001 : 2015
OHSAS 18001 : 2007
EN 9100 : 2016 (AS 9100 D)
ISO/TS 22163 : 2017

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CIN : L29130TZ1972PLC000649
GST : 33AADCS0692L1Z7

13th July, 2019

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 June, 2019.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,
For **SHANTHI GEARS LIMITED**

C SUBRAMANIAM
COMPANY SECRETARY

General information about company	
Scrip code	522034
NSE Symbol	SHANTIGEAR
MSEI Symbol	NOT APPLICABLE
ISIN	INE631A01022
Name of the entity	SHANTHI GEARS LIMITED
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Quarterly
Date of Report	30-06-2019
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities



Annexure I

Annexure I 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

Wether the listed entity has a Regular Chairperson: Yes

Wether Chairperson is related to MD or CEO: No

Sr. No	Title (Mr/ Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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)
1	Mr	L RAMKUMAR	AAIPR9727K	00090089	Non-Executive - Non Independent Director	Chairperson		09-04-1956	03-09-2012	02-08-2018			1	0	0	1
2	Mr	J BALAMURUGAN	ACZPB9566B	00023309	Non-Executive - Independent Director	Not Applicable	Shareholder Director	31-03-1961	03-09-2012	26-07-2014		60	2	2	2	0
3	Ms	SOUNDARA KUMAR	AAAXPS4712N	01974515	Non-Executive - Independent Director	Not Applicable	Shareholder Director	15-08-1954	31-03-2015	30-07-2015		60	6	6	3	3
4	Mr	S K SUNDARARAMAN	AGVPS9509H	00002691	Non-Executive - Independent Director	Not Applicable	Shareholder Director	15-04-1973	06-02-2018	02-08-2018		60	4	2	7	0
5	Mr	VELLAYAN SUBBIAH	AADPV8920B	01138759	Non-Executive - Non Independent Director	Not Applicable		07-08-1969	01-02-2019				4	2	2	0
6	Mr	KRISHNA SAMARAJ	AKQPK1314H	00048547	Non-Executive - Independent Director	Not Applicable	Shareholder Director	26-03-1955	25-03-2019			4	2	1	2	0



II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson: Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01974515	SOUNDARA KUMAR	Non-Executive - Independent Director	Chairperson	29-04-2015		
2	00023309	J BALAMURUGAN	Non-Executive - Independent Director	Member	03-09-2012		
3	00002691	S K SUNDARARAMAN	Non-Executive - Independent Director	Member	03-08-2018		

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson: Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00023309	J BALAMURUGAN	Non-Executive - Independent Director	Chairperson	03-09-2012		
2	00090089	L RAMKUMAR	Non-Executive - Non Independent Director	Member	25-01-2018		
3	00002691	S K SUNDARARAMAN	Non-Executive - Independent Director	Member	03-08-2018		

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson: Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00090089	L RAMKUMAR	Non-Executive - Non Independent Director	Chairperson	03-09-2012		
2	00023309	J BALAMURUGAN	Non-Executive - Independent Director	Member	03-08-2018		
3	01974515	SOUNDARA KUMAR	Non-Executive - Independent Director	Member	03-08-2018		

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson: Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00023309	J BALAMURUGAN	Non-Executive - Independent Director	Chairperson	27-10-2014		
2	01974515	SOUNDARA KUMAR	Non-Executive - Independent Director	Member	02-11-2017		
3	99999999	M KARUNAKARAN	Member	Member	01-02-2019		

Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson: Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessat	Remarks
1	01974515	SOUNDARA KUMAR	Non-Executive - Independent Director	Chairperson	02-11-2017		
2	00090089	L RAMKUMAR	Non-Executive - Non Independent Director	Member	03-08-2018		
3	00002691	S K SUNDARARAMAN	Non-Executive - Independent Director	Member	03-08-2018		



III. Meeting of Board of Directors						
Disclosure of notes on meeting of board of directors explanatory						
Sr	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 Directors present*	No. of Independent Directors attending the meeting*
1	01-02-2019			Yes	5	3
2	25-03-2019	51		Yes	5	3
3	29-04-2019	34		Yes	6	4

IV. Meeting of Committees									
Disclosure of notes on meeting of committees explanatory									
Sr	Name of Committee	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 date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*	Reason for not providing date
1	Audit Committee	01-02-2019				Yes	3	3	
2	Audit Committee	29-04-2019	86			Yes	3	3	

V. Related Party Transactions			
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	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed	Yes	
Disclosure of notes on related party transactions			
Disclosure of notes of material transaction with related party			



VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

For SHANTHI GEARS LIMITED


C SUBRAMANIAM
COMPANY SECRETARY



COIMBATORE
13th July, 2019