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Website : www.shanthigears.com  
CIN : L29130TZ1972PLC000649  
GST : 33AADCS0692L1Z7

15<sup>th</sup> OCTOBER 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 30<sup>th</sup> September 2019.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,  
For **SHANTHI GEARS LIMITED**

  
C SUBRAMANIAM  
COMPANY SECRETARY

**Annexure-1**  
**Annexure-1 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

whether the listed entity has a Regular Chairperson

YES

whether Chairperson is related to MD or CEO

NO

Sl.No	Title (Mr./Ms)	Name of the Director	PAN	DIN	Category 1 of director	Category 2 of director / category 3 of director	Date of Birth	initial date of Appointment	Date of Re Appointment	Date of Cessation	Tenure of Director (In Month)	No of Directorship in listed entities including this listed entity (Refer regulation 17 A of Listing Regulation)	No of independent Directorship in listed entities including this listed entity (refer regulation 17 A(1) of listing regulation)	No of Memberships in Audit/Stakeholder committee(s) including this listed entity (refer Regulation 26(1) of Listing Regulation)	No of post of chairperson in Audit/stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulation)	Notes for Not Providing PAN	Notes for Not Providing DIN
1	Mr.	L RAMKUMAR	AAIPR9727K	00090089	Chairperson - Non-Executive	Chairperson	09-04-1956	03-09-2012	23-07-2019			1	0	0	1		
2	Mr.	J BALAMURUGAN	ACZPB9566B	00023309	Independent- Non Executive	Not Applicable	31-03-1961	03-09-2012	23-07-2019		60	2	2	2	0		
3	Ms.	SOUNDARA KUMAR	AAXPS4712N	01974515	Independent- Non Executive	Not Applicable	15-08-1954	31-03-2015	30-07-2015		60	7	7	4	3		
4	Mr.	S K SUNDARARAMAN	AGVPS9509H	00002691	Independent- Non Executive	Not Applicable	15-04-1973	06-02-2018	02-08-2018		60	4	2	7	0		
5	Mr.	VELLAYAN SUBBIAH	AADPV8920B	01138759	Non-Independent & Non-Executive	Not Applicable	07-08-1969	01-02-2019	23-07-2019			4	2	2	0		
6	Mr.	N KRISHNA SAMARAJ	AKQPK1314H	00048547	Independent- Non Executive	Not Applicable	26-03-1955	25-03-2019	23-07-2019		60	2	1	2	0		



**II. Composition of Committees**

Disclosure of Notes on Composition of Committees explanatory  
Is there any change in information of Committees compare to Previous Quarter No

**Audit Committee Details**

Whether the Audit Committee has a regular Chairperson YES

Sl No	DIN	Name of Committee Members	Category 1 of director	Category 2 of director	Date of Appointment	Date of Cessation	Remarks
1	01974515	SOUNDARA KUMAR	Independent- Non Executive	Chairperson	29-04-2015		
2	00002691	S K SUNDARARAMAN	Independent- Non Executive	Member	03-08-2018		
3	00023309	J BALAMURUGAN	Independent- Non Executive	Member	03-09-2012		

**Nomination and Remuneration Committee**

Whether the Nomination and Remuneration Committee has a regular Chairperson YES

Sl No	DIN	Name of Committee Members	Category 1 of director	Category 2 of director	Date of Appointment	Date of Cessation	Remarks
1	00002691	S K SUNDARARAMAN	Independent- Non Executive	Member	03-08-2018		
2	00090089	L RAMKUMAR	Chairperson, Non Executive	Member	25-01-2018		
3	00023309	J BALAMURUGAN	Independent- Non Executive	Chairperson	03-09-2012		

**Stakeholders Relationship Committee**

Whether the Stakeholders Relationship Committee has a regular Chairperson YES

Sl No	DIN	Name of Committee Members	Category 1 of director	Category 2 of director	Date of Appointment	Date of Cessation	Remarks
1	01974515	SOUNDARA KUMAR	Independent- Non Executive	Member	03-08-2018		
2	00090089	L RAMKUMAR	Chairperson, Non Executive	Chairperson	03-09-2012		
3	00023309	J BALAMURUGAN	Independent- Non Executive	Member	03-08-2018		

**Risk Management Committee**

Whether the Risk Management Committee has a regular Chairperson YES

Sl No	DIN	Name of Committee Members	Category 1 of director	Category 2 of director	Date of Appointment	Date of Cessation	Remarks
1		M.Karunakaran	CEO	Member	01-02-2019		
2	00023309	J BALAMURUGAN	Independent- Non Executive	chairperson	27-10-2014		
3	01974515	SOUNDARA KUMAR	Independent- Non Executive	Member	02-11-2017		

**Corporate Social Responsibility Committee**

Whether the Corporate Social Responsibility Committee has a regular Chairperson YES

Sl No	DIN	Name of Committee Members	Category 1 of director	Category 2 of director	Date of Appointment	Date of Cessation	Remarks
1	01974515	SOUNDARA KUMAR	Independent- Non Executive	chairperson	02-11-2017		
2	00090089	L RAMKUMAR	Independent- Non Executive	Member	03-08-2018		
3	00002691	S K SUNDARARAMAN	Independent- Non Executive	Member	03-08-2018		



**III. Meeting of Board of Directors**

**Disclosure of Notes on meeting of Board of Directors explanatory**

SL No	date(s) of meeting (if any) in the previous quarter	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 director Present	No of Independent Directors attending the meeting
1	29-04-2019	29-04-2019			Yes	6	4
		23-07-2019	84		Yes	5	3

**IV Meeting of Committees**

**Disclosure of Notes on meeting of Board of Directors explanatory**

SL No	Name of Committee	date(s) of meeting (if any) in the previous quarter	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 data	Whether requirement of Quorum met(Yes/No)	Number of director Present	No of Independent Directors attending the meeting	Reason for Not providing data
1	Audit Committee	29-04-2019	29-04-2019	84			Yes	3	3	
	Audit Committee		23-07-2019	84			Yes	2	2	
2	Nomination & Remuneration Committee	29-04-2019	29-04-2019	84			Yes	3	2	
	Nomination & Remuneration Committee		23-07-2019	84			Yes	2	1	

**V. Related Party Transaction**

Sr	Subject	Compliance Status (Yes/No/Na)	If status id "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	Not Applicable	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit	Yes	



**Annexure 1****VI. Affirmations**

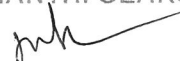
Sr	Subject	Compliance Status (Yes/No/Na)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulation 2015	Yes
2	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulation 2015 <b>a. Audit committee</b>	Yes
3	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulation 2015 <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulation 2015 <b>C. Stake holders relationship Committee</b>	Yes
5	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulation 2015 <b>d. Risk Management Committee(applicable to the top 100 listed entities)</b>	Not Applicable
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulation 2015	Yes
7	The meetings of the board of Directors and the above committees have been constituted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulation 2015	Yes
8	This report and/or the report submitted in the previous quarter has been placed before board of Directors.	Yes

**Annexure 2****VII. Affirmations**

Sr	Subject	Regulation Number	Compliance Status (Yes/No/Na)
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report business responsibility report displayed on website		
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	46(2)	Yes
3	Presence of Chairperson of Nomination and remuneration Committee at the Annual General Meeting	18(1)(d)	Yes
4	Presence of Chairperson of Stakeholder Relationship Committee at the Annual General Meeting	19(3)	Yes
5	whether "corporate Governance" disclosed in Annual report	20(3)	Yes
		34(3) Read with Para c of schedule	Yes

Date: 15-10-2019  
Place: Coimbatore

For SHANTHI GEARS LIMITED.

  
(C. Subramaniam)  
Company Secretary