

14th October 2020

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 September, 2020.

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			2	1	1	2		
2	Mr.	J.BALAMURUGAN	ACZPB89566B	00023309	Independent- Non Executive	Not Applicable	31-03-1961	03-09-2012	23-07-2019		74	2	2	2	0		
3	Ms.	SOUNDARA KUMAR	AAXPS4712N	01974515	Independent- Non Executive	Not Applicable	15-08-1954	31-03-2015	30-07-2015		62	6	6	3	2		
4	Mr.	S.K.SUNDARARAMAN	AGVPS89509H	00002691	Independent- Non Executive	Not Applicable	15-04-1973	06-02-2018	02-08-2018		26	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		14	2	1	1	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	00023309	J BALAMURUGAN	Independent- Non Executive	Member	03-09-2012		
3	00002691	S K SUNDARARAMAN	Independent- Non Executive	Member	03-08-2018		

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	00023309	J BALAMURUGAN	Independent- Non Executive	Chairperson	03-09-2012		
2	00090089	L RAMKUMAR	Chairperson, Non Executive	Member	25-01-2018		
3	00002691	S K SUNDARARAMAN	Independent- Non Executive	Member	03-08-2018		

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	00090089	L RAMKUMAR	Chairperson, Non Executive	Chairperson	03-09-2012		
2	01974515	SOUNDARA KUMAR	Independent- Non Executive	Member	03-08-2018		
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	00023309	J BALAMURUGAN	Independent- Non Executive	chairperson	27-10-2014		
2	01974515	SOUNDARA KUMAR	Independent- Non Executive	Member	02-11-2017		
3		M.Karunakaran	CEO	Member	01-02-2019		

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 (if any) in the Current quarter	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	26-05-2020				Yes	6	4
2		21-07-2020	55		Yes	6	4

IV Meeting of Committees

Disclosure of Notes on meeting of Board of Directors explanatory

Sl No	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 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	26-05-2020				Yes	3	3	
2	Audit Committee	21-07-2020	55			Yes	3	3	
3	Nomination Remuneration committee	21-07-2020				Yes	3	2	
4	Corporate Social Responsibility	21-07-2020				Yes	3	2	

V. Related Party Transaction

Sr	Subject	Compliance Status (Yes/No/Na)	If status id "No" details of Non compliance May be
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 committee	Yes	



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	
	a. Audit committee	YES
	b. Nomination & remuneration committee	YES
	c. Stake holders relationship Committee	YES
	d. Risk Management Committee (Applicable to the top 100 Listed Entities)	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) Regulation 2015	Yes
4	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
5	a. This report and/or the report submitted in the previous quarter has been placed before board of Directors.	YES
	b. Any comments/ observations/advice of Board of Directors may be mentioned here	NIL

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	46(2)	Yes
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
3	Presence of Chairperson of Nomination and remuneration Committee at the Annual General Meeting	19(3)	Yes
4	Presence of Chairperson of Stakeholder Relationship Committee at the Annual General Meeting	20(3)	Yes
5	whether "corporate Governance" disclosed in Annual report	34(3) Read with Para c of schedule V	Yes

Date: 14-10-2020
Place: Coimbatore

NAME : C SUBRAMANIAM
DESIGNATION : COMPANY SECRETARY

