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CIN : L29130TZ1972PLC000649
GST : 33AADCS0692L1Z7

15th July 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 June 2021.

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

Sl.No	Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee) &	initial date of Appointment	Date of Re Appointment	Date of Cessation	Tenure of Director (In Month)	Date of Birth	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) 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)
1	Mr.	L RAMKUMAR	AAIPR9727K &00090089	Chairperson - Non-Executive	03-09-2012	23-07-2019			09-04-1956	2	1	3	2
2	Mr.	J BALAMURUGAN	ACZPB95668 &00023309	Independent- Non Executive	03-09-2012	23-07-2019		63	31-03-1961	2	2	2	0
3	Ms.	SOUNDARA KUMAR	AAXPS4712N &01974515	Independent- Non Executive	31-03-2015	21-07-2020		71	15-08-1954	5	5	4	2
4	Mr.	S K SUNDARARAMAN	AGVP95909H &00002691	Independent- Non Executive	06-02-2018	02-08-2018		35	15-04-1973	4	2	7	0
5	Mr.	VELLAYAN SUBBIAH	AADPV8920B &01138759	Non-Independent & Non-Executive	01-02-2019	21-07-2020			07-08-1969	6	1	5	1
6	Mr.	N KRISHNA SAMARAJ	AKQPK1314H &00048547	Independent- Non Executive	25-03-2019	23-07-2019		23	26-03-1955	2	1	1	0
7	Mr.	M Karunakaran	AIOPK3087H &09004843	Additional & Whole-time Director	10-02-2021				31-07-1971	1	0	0	0
8	Mr.	M A M Arunachalam	AACPA9626N &00202958	Additional Director	10-02-2021				18-06-1967	5	0	7	3

Whether the listed entity has a Regular Chairperson
whether Chairperson is related to MD or CEOYES
NO

\$PAN 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.



ii. **Composition of Committees**

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	SOUNDARA KUMAR	ID	Chairperson	29-Apr-2015	
2	J BALAMURUGAN	ID	Member	03-Sep-2012	
3	S K SUNDARARAMAN	ID	Member	03-Aug-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	L RAMKUMAR	C & NED	Chairperson	03-Sep-2012	
2	J BALAMURUGAN	ID	Member	03-Aug-2018	
3	SOUNDARA KUMAR	ID	Member	03-Aug-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	SOUNDARA KUMAR	ID	Member	02-Nov-2017	
2	M KARUNAKARAN	ED	Member	01-Feb-2019	
3	J BALAMURUGAN	ID	Chairperson	27-Oct-2014	

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	J BALAMURUGAN	ID	Chairperson	03-Sep-2012	
2	L RAMKUMAR	C & NED	Member	25-Jan-2018	
3	S K SUNDARARAMAN	ID	Member	03-Aug-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes



iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
10-Feb-2021	24-May-2021	Yes	8	4
29-Mar-2021		Yes	7	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	55

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	10-Feb-2021		Yes	3	3
Audit Committee		24-May-2021	Yes	3	3
Nomination & Remuneration Committee	10-Feb-2021		Yes	3	2
Nomination & Remuneration Committee		24-May-2021	Yes	3	2

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	102

v. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. Affirmations

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**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Yes**
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. - **Yes**
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.- **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:

hm
Name : **C SUBRAMANIAM**
Designation : **Company Secretary & Compliance Officer**

