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

21st January 2022

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 2021.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,
For **SHANTHI GEARS LIMITED**



C SUBRAMANIAM
COMPANY SECRETARY

Annexure-1 to be submitted by listed entity on quarterly basis

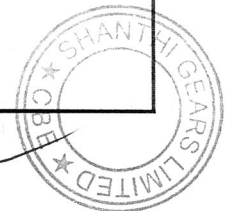
I. Composition of Board of Directors

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) 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)
1	Mr.	L RAMKUMAR	AAIPR9727K &00090089	Chairperson - Non-Executive	03-09-2012	21-07-2021			09-04-1956	2	1	3	2
2	Mr.	J BALAMURUGAN	ACZPB9566B &00023309	Independent-Non Executive	03-09-2012	23-07-2019		89	31-03-1961	2	2	2	0
3	Ms.	SOUNDARA KUMAR	AAAXPS4712N &01974515	Independent-Non Executive	31-03-2015	21-07-2020		77	15-08-1954	6	6	6	2
4	Mr.	S K SUNDARARAMAN	AGVPS9509H &00002691	Independent-Non Executive	06-02-2018	02-08-2018		41	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	5	1	4	1
6	Mr.	N KRISHNA SAMARAJ	AKQPK1314H &00048547	Independent-Non Executive	25-03-2019	23-07-2019		29	26-03-1955	2	1	2	0
7	Mr.	M Karunakaran	AIOPK3087H &09004843	Additional & Whole-time Director	10-02-2021	21-07-2021			31-07-1971	1	0	0	0
8	Mr.	M A M Arunachalam	AACPA9626N &00202958	Non-Executive	10-02-2021	21-07-2021			18-06-1967	4	0	6	2
9	Mr.	Mukesh Ahuja	AAUPA1487B &09364667	Non-Executive	22-10-2021				01-06-1972	1	0	0	0

Whether the listed entity has a Regular Chairperson
whether Chairperson is related to MD or CEO

YES
NO



II. Composition of Committees					
Name of the Committee	Whether Regular chariperson is appointed	Name of the committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment	Date of Cessation
Audit Committee	Yes	SOUNDARA KUMAR	Independent- Non Executive - Chariperson of the committee	29-04-2015	
		J BALAMURUGAN	Independent- Non Executive	03-09-2012	
		S K SUNDARARAMAN	Independent- Non Executive	03-08-2018	
Nomination and Renumeration Committee	Yes	J BALAMURUGAN	Independent- Non Executive - Chariperson of the committee	03-09-2012	
		L RAMKUMAR	Chairperson, Non Executive	25-01-2018	
		S K SUNDARARAMAN	Independent- Non Executive	03-08-2018	
Stakeholders Relationship committee	Yes	L RAMKUMAR	Chairperson, Non Executive- Chairperson of the Committee	03-09-2012	
		SOUNDARA KUMAR	Independent- Non Executive	03-08-2018	
		J BALAMURUGAN	Independent- Non Executive	03-08-2018	
Risk Management Committee	yes	J BALAMURUGAN	Independent- Non Executive- chairperson of the committee	27-10-2014	
		SOUNDARA KUMAR	Independent- Non Executive	02-11-2017	
		M.Karunakaran	Whole-time Director & CEO	01-02-2019	
Corporate Social Responsibility committee	Yes	SOUNDARA KUMAR	Independent- Non Executive	02-11-2017	
		L RAMKUMAR	Independent- Non Executive	03-08-2018	
		S K SUNDARARAMAN	Independent- Non Executive	03-08-2018	



AM

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)	Whether requirement of Quorum met(Yes/No)	Number of director Present	No of Independent Directors attending the meeting	Maximum gap between any two consecutive (in number of days)
1	21-07-2021		Yes	7	3	
2		22-10-2021	Yes	8	4	93

IV Meeting of Committees						
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)	Whether requirement of Quorum met(Yes/No)	Number of director Present	No of Independent Directors attending the meeting	Maximum gap between any two consecutive (in number of days)
1	21-07-2021		Yes	7	3	
2		22-10-2021	Yes	8	4	93

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 committee	Yes	

VI. Affirmations
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure
a. Audit Committee
b. Nomination & Remuneration Committee
c. Stakeholders Relationship Committee
d. Risk management committee (as applicable)
3. The committee members have been made aware of their powers, role and responsibilities as specified
4. The meetings of the board of directors and the above committees have been conducted in the manner
5. This report and/or the report submitted in the previous quarter has been placed before Board of

Date:21-01-2022
Place: Coimbatore

NAME : C SUBRAMANIAM
DESIGNATION : COMPANY SECRETARY

