

21<sup>st</sup>, July 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 30<sup>th</sup> June 2022.

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**

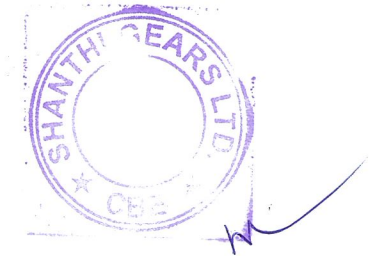
**I. Composition of Board of Directors**

**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	Non-Executive - Independent Director	03-09-2012	07-05-2022		118	09-04-1956	2	1	3	2
2	Mr.	J BALAMURUGAN	ACZPB9566B & 00023309	Non-Executive - Independent Director	03-09-2012	23-07-2019		95	31-03-1961	2	2	2	0
3	Ms.	SOUNDARA KUMAR	AAFPS4712N & 01974515	Non-Executive - Independent Director	31-03-2015	21-07-2020		83	15-08-1954	6	6	7	3
4	Mr.	S K SUNDARARAMAN	AGVPS9509H & 00002691	Non-Executive - Independent Director	06-02-2018	02-08-2018		47	15-04-1973	4	2	6	0
5	Mr.	N KRISHNA SAMARAJ	AKQPK1314H & 00048547	Non-Executive - Independent Director	25-03-2019	23-07-2019		35	26-03-1955	2	1	2	0
6	Mr.	M A M Arunachalam	AACPA9626N & 00202958	Non-Executive - Non-Independent Director, Chairperson related to Promoter	10-02-2021	10-02-2021		16	18-06-1967	4	0	6	2
7	Mr.	M Karunakaran	AIOPK3087H & 09004843	Executive Director, CEO-MD	10-02-2021	10-02-2021		16	31-07-1971	1	0	0	0
8	Mr.	MUKESH AHUJA	AAUPA1487B & 9364667	Non-Executive - Non Independent Director	22-10-2021	22-10-2021		8	01-06-1972	2	0	0	0

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

YES  
NO



Name of the Committee	Whether Regular chairperson 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 - Chairperson 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 Remuneration Committee	Yes	J BALAMURUGAN	Independent- Non Executive - Chairperson of the committee	03-09-2012	
		L RAMKUMAR	Non-Executive - Independent Director	25-01-2018	
		S K SUNDARARAMAN	Independent- Non Executive	03-08-2018	
Stakeholders Relationship committee	Yes	L RAMKUMAR	Non-Executive - Independent Director-chairperson	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	Executive director	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	



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	03-02-2022		Yes	7	4	0
2	22-03-2022		Yes	7	3	46
3		07-05-2022	yes	8	4	45

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)	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	Audit Committee	03-02-2022		Yes	3	3	0
2	Audit Committee		07-05-2022	Yes	3	3	92
3	Nomination and remuneration committee	03-02-2022		Yes	3	3	0
4	Corporate Social Responsibility Committee	03-02-2022		Yes	2	2	0
5	Corporate Social Responsibility Committee		07-05-2022	Yes	3	3	0

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	



<b>VI. Affirmations</b>	
The composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	YES
The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	YES
The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	YES
The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	YES
The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	YES
he committee members have been made aware of their powers, role and responsibilities as specified in of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	YES
The meetings of the board of directors and the above committees have been conducted in the manner as specified SEBI (Listing obligations and disclosure requirements) Regulations, 2015	YES
This report and/or the report submitted in the previous quarter has been placed before board of directors	YES

**Date:21-07-2022**  
**Place: Coimbatore**

**NAME : C SUBRAMANIAM**  
**DESIGNATION : COMPANY SECRETAR**

