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CIN : L29130TZ1972PLC000649
GST : 33AADCS0692L1Z7

21st January, 2023

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, 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	AAIPR972K &00090089	Independent-Non Executive	03-09-2012	25-07-2022		124	09-04-1956	2	2	3	2
2	Mr.	J BALAMURUGAN	ACZPB9566B & 00023309	Independent-Non Executive	03-09-2012	23-07-2019		101	31-03-1961	2	2	1	0
3	Ms.	SOUNDARA KUMAR	AAXPS4712N & 01974515	Independent-Non Executive	31-03-2015	21-07-2020		89	15-08-1954	6	6	6	2
4	Mr.	S K SUNDARARAMAN	AGVPS9509H &00002691	Independent-Non Executive	06-02-2018	02-08-2018		53	15-04-1973	4	2	8	1
5	Mr.	N KRISHNA SAMARAJ	AKQPK1314H &00048547	Independent-Non Executive	25-03-2019	23-07-2019		41	26-03-1955	2	1	3	0
6	Mr.	M Karunakaran	AIOPK3087H & 09004843	Executive Director,CEO-MD	10-02-2021	10-02-2021		22	31-07-1971	1	0	1	0
7	Mr.	M A M Arunachalam	AACPA9626N & 00202958	Non-Executive - Non Independent Director,	10-02-2021	25-07-2022		22	18-06-1967	4	0	6	2
8	Mr.	MUKESH AHUJA	AAUPA1487B& 9364667	Non-Executive - Non Independent Director	22-10-2021	25-07-2022		14	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

\$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 * 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

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	L RAMKUMAR	Non-Executive - Independent Director,Chairperson,	26-07-2022	
		SOUNDARA KUMAR	Non-Executive - Independent Director,Member	29-04-2015	
		J BALAMURUGAN	Non-Executive - Independent Director,Member	03-09-2012	
		S K SUNDARARAMAN	Non-Executive - Independent Director,Member	03-08-2018	
Nomination and Remuneration Committee	Yes	SOUNDARA KUMAR	Non-Executive - Independent Director,Chairperson,	26-07-2022	
		M A M ARUNACHALAM	Non-Executive - Non Independent Director,Member,	26-07-2022	
		J BALAMURUGAN	Non-Executive - Independent Director,Member,	03-09-2021	
Stakeholders Relationship committee	Yes	S K SUNDARARAMAN	Non-Executive - Independent Director,Chairperson,	26-07-2022	
		KRISHNA SAMARAJ	Non-Executive - Independent Director,Member,	26-07-2022	
		M KARUNAKARAN	Executive Director,Member,	26-07-2022	
Risk Management Committee	Yes	KRISHNA SAMARAJ	Non-Executive - Independent Director,Chairperson,	26-07-2022	
		L RAMKUMAR	Non-Executive - Independent Director,Member,	26-07-2022	
		MUKESH AHUJA	Non-Executive - Non Independent Director,Member,	26-07-2022	
		M KARUNAKARAN	Executive Director,Member,	01-02-2019	
Corporate Social Responsibility committee	Yes	J BALAMURUGAN	Non-Executive - Independent Director,Chairperson,	26-07-2022	
		S K SUNDARARAMAN	Non-Executive - Independent Director,Member,	03-08-2018	
		M A M ARUNACHALAM	Non-Executive - Non Independent Director,Member,	26-07-2022	
		M KARUNAKARAN	Executive Director,Member,	26-07-2022	



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	25-07-2022		Yes			
2	05-09-2022		Yes			41
3		21-10-2022	Yes			45

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	25-07-2022		Yes			
2	05-09-2022		Yes			41
3		21-10-2022	Yes			45

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	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:21-01-2023
Place: Coimbatore

NAME : C SUBRAMANIAM
DESIGNATION : COMPANY SECRETARY

