

<b>General information about company</b>	
Scrip code	522034
NSE Symbol	SHANTIGEAR
MSEI Symbol	NOTLISTED
ISIN	INE631A01022
Name of the entity	SHANTHI GEARS LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

**Annexure I**

**Annexure I 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																									
Whether Chairperson is related to MD or CEO																									
Disqualification of Directors under section 164 of the Companies Act, 2013																									
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	L RAMKUMAR	AAIPR9727K	00090089	Non-Executive - Independent Director	Not Applicable	Shareholder Director	09-04-1956	No				Active	Yes	25-07-2022	03-09-2012	25-07-2022		127	2	2	3	2		
2	Mr	J BALAMURUGAN	ACZPB9566B	00023309	Non-Executive - Independent Director	Not Applicable	Shareholder Director	31-03-1961	No				Active	NA		03-09-2012	23-07-2019		104	2	2	1	0		
3	Ms	SOUNDARA KUMAR	AAXPS4712N	01974515	Non-Executive - Independent Director	Not Applicable	Shareholder Director	15-08-1954	No				Active	NA		31-03-2015	21-07-2020		92	6	6	6	2		
4	Mr	S K SUNDARARAMAN	AGVPS9509H	00002691	Non-Executive - Independent Director	Not Applicable	Shareholder Director	15-04-1973	No				Active	NA		06-02-2018	02-08-2018		56	4	2	8	1		

**I. Composition of Board of Directors**

**Disclosure of notes on composition of board of directors explanatory**

**Whether the listed entity has a Regular Chairperson**

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	KRISHNA SAMARAJ	AKQPK1314H	00048547	Non-Executive - Independent Director	Not Applicable	Shareholder Director	26-03-1955	No				Active	NA		25-03-2019	23-07-2019		44	2	1	3	0		
6	Mr	M A M ARUNACHALAM	AACPA9626N	00202958	Non-Executive - Non Independent Director	Chairperson related to Promoter		18-06-1967	No				Active	NA		10-02-2021	25-07-2022		25	4	0	5	1		
7	Mr	M KARUNAKARAN	AIOPK3087H	09004843	Executive Director	Not Applicable	CEO-MD	31-07-1971	No				Active	NA		10-02-2021	10-02-2021		25	1	0	1	0		
8	Mr	MUKESH AHUJA	AAUPA1487B	09364667	Non-Executive - Non Independent Director	Not Applicable		01-06-1972	No				Active	NA		22-10-2021	25-07-2022		17	2	0	0	0		

**Audit Committee Details**

Whether the Audit Committee has a Regular Chairperson								Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks	
1	01974515	SOUNDARA KUMAR	Non-Executive - Independent Director	Member	29-04-2015			
2	00002691	S K SUNDARARAMAN	Non-Executive - Independent Director	Member	03-08-2018			
3	00023309	J BALAMURUGAN	Non-Executive - Independent Director	Member	03-09-2012			
4	00090089	L RAMKUMAR	Non-Executive - Independent Director	Chairperson	26-07-2022			

<b>Nomination and remuneration committee</b>							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01974515	SOUNDARA KUMAR	Non-Executive - Independent Director	Chairperson	26-07-2022		
2	00202958	M A M ARUNACHALAM	Non-Executive - Non Independent Director	Member	26-07-2022		
3	00023309	J BALAMURUGAN	Non-Executive - Independent Director	Member	03-09-2012		

<b>Stakeholders Relationship Committee</b>							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00002691	S K SUNDARARAMAN	Non-Executive - Independent Director	Chairperson	26-07-2022		
2	00048547	KRISHNA SAMARAJ	Non-Executive - Independent Director	Member	26-07-2022		
3	09004843	M KARUNAKARAN	Executive Director	Member	26-07-2022		

<b>Risk Management Committee</b>							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00048547	KRISHNA SAMARAJ	Non-Executive - Independent Director	Chairperson	26-07-2022		
2	00090089	L RAMKUMAR	Non-Executive - Independent Director	Member	26-07-2022		
3	09364667	MUKESH AHUJA	Non-Executive - Non Independent Director	Member	26-07-2022		
4	09004843	M KARUNAKARAN	Executive Director	Member	01-02-2019		

<b>Corporate Social Responsibility Committee</b>							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00023309	J BALAMURUGAN	Non-Executive - Independent Director	Chairperson	26-07-2022		
2	00002691	S K SUNDARARAMAN	Non-Executive - Independent Director	Member	03-08-2018		
3	00202958	M A M ARUNACHALAM	Non-Executive - Non Independent Director	Member	26-07-2022		

<b>Annexure 1</b>								
<b>Annexure 1</b>								
<b>III. Meeting of Board of Directors</b>								
Disclosure of notes on meeting of board of directors explanatory								
Sr	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)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1		25-01-2023			Yes	8	8	5
2		16-03-2023	49		Yes	8	8	5

**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory										
Sr	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 date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	21-10-2022				Yes	4	3	3	0
2	Audit Committee	25-01-2023	95			Yes	4	4	3	0
3	Nomination and remuneration committee	25-01-2023				Yes	3	3	2	0
4	Nomination and remuneration committee	16-03-2023	49			Yes	3	3	2	0
5	Corporate Social Responsibility Committee	25-01-2023				Yes	4	4	2	0
6	Risk Management Committee	21-10-2022				Yes	4	4	2	0
7	Risk Management Committee	16-03-2023	145			Yes	4	4	2	0

<b>Annexure 1</b>			
<b>V. Related Party Transactions</b>			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "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	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

<b>Annexure 1</b>		
<b>VI. Affirmations</b>		
Sr	Subject	Compliance status (Yes/No)
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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.shanthigears.com
2	Terms and conditions of appointment of independent directors	Yes		www.shanthigears.com
3	Composition of various committees of board of directors	Yes		www.shanthigears.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.shanthigears.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.shanthigears.com
6	Criteria of making payments to non-executive directors	Yes		www.shanthigears.com
7	Policy on dealing with related party transactions	Yes		www.shanthigears.com
8	Policy for determining ‘material’ subsidiaries	Yes		www.shanthigears.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.shanthigears.com



**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.shanthigears.com
11	email address for grievance redressal and other relevant details	Yes		www.shanthigears.com
12	Financial results	Yes		www.shanthigears.com
13	Shareholding pattern	Yes		www.shanthigears.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		www.shanthigears.com
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.shanthigears.com
18	Credit rating or revision in credit rating obtained	Yes		www.shanthigears.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.shanthigears.com
21	Materiality Policy as per Regulation 30	Yes		www.shanthigears.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.shanthigears.com
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.shanthigears.com

**Annexure II**

**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	

**Annexure II**

**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6), (7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

**Annexure II**

**III. Affirmations**

<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	