

SGL-45/Sec/2025-26

22nd January, 2026

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor
Plot No.C-1, Block G
Bandra-Kurla Complex
Bandra (E),
Mumbai - 400 051

Bombay Stock Exchange Limited

1st Floor
New Trading Ring, Rotunda Building
P J Towers, Dalal Street
Fort,
Mumbai - 400 001

**Stock Code: SHANTIGEAR
Through NEAPS**

**Stock Code: 522034
Through BSE Listing Centre**

Dear Ma'am / Sir,

Sub: Outcome of Board Meeting held on 22nd January, 2026

Further to our letter dated 12th January 2026, we write to inform you that pursuant to Regulations 30, 33 and any other applicable Regulations of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ('SEBI LODR'), the Board of Directors of the Company, at the meeting held today (22nd January, 2026) has approved the following:

a) Unaudited standalone financial results for the quarter and nine months ended 31st December, 2025:

The Board of Directors ("Board") considered the Unaudited standalone financial results of the Company for the quarter and nine months ended 31st December, 2025 and approved the same. The aforesaid Unaudited standalone financial results, in the format specified under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), together with a copy of the Limited Review Reports of M/s. M S K A & Associates, Chartered Accountants & Statutory Auditors of the Company are enclosed for your records and for uploading in your website. The aforesaid Unaudited standalone financial results are also uploaded on the Company's website www.shanthigears.com. An extract of the aforesaid Unaudited standalone financial results, in the manner prescribed under the SEBI Listing Regulations, will be published in Thamizh and English newspapers within the time stipulated.

A copy of the press release made with regard to the said unaudited standalone financial results for the quarter and nine months ended 31st December, 2025 is enclosed.

b) Declaration and Payment of Interim Dividend & Record Date:

The Board of Directors have declared an interim dividend at Rs.3 /- (Rupees Three only) per equity share of Re.1/- each for the financial year ending 31st March, 2026.

The interim dividend shall be paid to those shareholders whose names appear in the register of members of the Company or in the records of the Depositories as beneficial owners of the shares as on Thursday, 29th January, 2026, which is the Record Date fixed for the purpose. The Interim Dividend will be paid on or before 20th February, 2026.

c) Stepping down of Mr. Ranjan Kumar Pati, Chief Financial Officer

Mr. Ranjan Kumar Pati, Chief Financial Officer would be stepping down as the Chief Financial Officer (and KMP) of the Company effective closing hours of on 19th March, 2026 to pursue career prospects outside the Company. A copy of the resignation letter received from Mr. Ranjan Kumar Pati is enclosed.

The requisite details with respect to the stepping down of Mr. Ranjan Kumar Pati under Regulation 30 read with Para A (7) of Part A of Schedule III of the Listing Regulations and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024 are provided in Annexure – I to this letter.

The Meeting of the Board of Directors commenced at 11.45 a.m. and concluded at 01.50 p.m.

This is for your kind information and records.

Thanking you,

Yours faithfully,

For Shanthi Gears Limited

Walter Vasanth P J

Company Secretary & Compliance Officer

Shanthi Gears Limited

CIN: L29130TZ1972PLC000649

Regd. Office: 304-A, Trichy Road, Singanallur, Coimbatore-641005 | Tel: +91-422-4545745 | Fax: +91-422-4545700

Email: waltervasanthpj@shanthigears.murugappa.com | Website: www.shanthigears.com

Statement of Unaudited Financial Results for the Quarter and Nine Months ended 31 December 2025

₹ Crores

Sl No	Particulars	Quarter ended			Nine months ended		Year ended
		31.12.2025	30.09.2025	31.12.2024	31.12.2025	31.12.2024	31.03.2025
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
1	Revenue from Operations	116.82	131.91	157.51	383.62	451.41	604.62
	Other Income	4.07	5.94	3.89	13.78	10.65	14.66
	Total income	120.89	137.85	161.40	397.40	462.06	619.28
2	Expenses						
	Cost of materials consumed	59.30	61.50	61.05	183.30	214.30	281.97
	Changes in inventories of finished goods and work-in-progress	(7.13)	0.98	13.43	(7.22)	(1.72)	2.33
	Employee benefits expense	20.36	20.55	21.10	60.26	61.98	81.69
	Depreciation and amortisation expense	3.91	3.78	3.41	11.35	9.73	13.30
	Other expenses	21.30	22.36	26.98	67.26	79.09	109.90
	Total Expenses	97.74	109.17	125.97	314.95	363.38	489.19
3	Profit before exceptional items and tax (1-2)	23.15	28.68	35.43	82.45	98.68	130.09
4	Exceptional Items						
	Statutory Impact of new Labour Code (Refer Note 4)	1.56	-	-	1.56	-	-
5	Profit before tax (3-4)	21.59	28.68	35.43	80.89	98.68	130.09
6	Tax Expense						
	Current tax	5.68	7.54	8.73	21.48	25.34	33.95
	Deferred tax (benefit) / charge	(0.28)	(0.37)	0.42	(0.98)	(0.23)	0.11
	Total Tax Expense	5.40	7.17	9.15	20.50	25.11	34.06
7	Profit after tax (5-6)	16.19	21.51	26.28	60.39	73.57	96.03
8	Other comprehensive income (net of tax)						
	Items that will not be reclassified to statement of profit and loss in subsequent periods:						
	Re-measurement gain / (loss) on defined benefit obligations (Net)	0.15	(0.32)	(0.22)	(0.17)	(0.67)	0.01
	Income tax relating to item that will not be reclassified to statement of profit and loss in subsequent periods	(0.04)	0.08	0.06	0.04	0.17	(0.00)
	Other comprehensive income / (loss) for the period / year	0.11	(0.24)	(0.16)	(0.13)	(0.50)	0.01
9	Total comprehensive income (7+8)	16.30	21.27	26.12	60.26	73.07	96.04
10	Paid up equity share capital (Face value of ₹1 each)	7.67	7.67	7.67	7.67	7.67	7.67
11	Reserves and surplus (i.e. Other equity)						395.32
12	Earnings Per Share (EPS) of Face value of ₹1 each (Not annualised for the quarters)						
	Basic EPS ₹	2.11	2.80	3.43	7.87	9.59	12.52
	Diluted EPS ₹	2.11	2.80	3.43	7.87	9.59	12.52

Notes

1. The unaudited financial results have been prepared in accordance with the recognition and measurement principles provided in Indian Accounting Standards (Ind AS 34) on 'Interim Financial Reporting', the provisions of the Companies Act, 2013 ("the Act"), as applicable and guidelines issued by the Securities and Exchange Board of India (SEBI) under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended. The above financial results were reviewed by the Audit Committee and approved by the Board of Directors of the Company at their respective meetings held on 22 January 2026 and has been subjected to limited review by the Statutory Auditors of the company.

2. The Company's main business is manufacture of Gearboxes and Gear Products. There are no separate reportable segments as per Ind AS 108 - Operating Segments.

3. The Board of Directors has declared an interim dividend of Rs. 3/- (Rupees Three only) per Equity Share of Re. 1/- each for the financial year 2025-26.

4. On 21 November 2025, the Government of India notified the four Labour Codes - the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, and the Occupational Safety, Health and Working Conditions Code, 2020 - consolidating 29 existing labour laws. The Ministry of Labour & Employment published draft Central Rules and FAQs to enable assessment of the financial impact due to changes in regulations. The Company has assessed and disclosed the incremental impact of these changes on the basis of actuarial valuation obtained and the best information available, consistent with the guidance provided by the Institute of Chartered Accountants of India. The incremental impact amounting to Rs 1.56 crore in the provision for defined benefit obligation arises primarily due to a change in the wage definition, and has been presented as "Statutory Impact of new Labour Code" under "Exceptional Items" in the unaudited financial results for the quarter and nine months ended 31 December 2025. The Company continues to monitor the finalisation of Central / State Rules and clarifications from the Government on other aspects of the Labour Code and would provide appropriate accounting effect on the basis of such developments as needed.

5. The preparation of Consolidated Financial Results for the quarter and nine months ended 31 December 2025 are not applicable since the Company does not have any Subsidiary/Associate/Joint Venture.

6. Previous periods' figures have been re-grouped / re-classified, where necessary to make it comparable with the current period.

7. The above financial results are also available on our website www.shanthigears.com



For Shanthi Gears Limited

M Karunakaran
CEO & Whole-Time Director
DIN: 09004843

Place : Coimbatore
Date : 22 January 2026

MSKA & Associates LLP

(Formerly known as M S K A & Associates)

Chartered Accountants

Olympia Cyberspace, 10th Floor
Module 4, 21/ 22, Alandur Road, Guindy
Chennai 600032, INDIA

Independent Auditor's Review Report on unaudited financial results of Shanthi Gears Limited for the quarter and nine months ended December 31, 2025, pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To The Board of Directors of Shanthi Gears Limited

1. We have reviewed the accompanying statement of unaudited financial results of Shanthi Gears Limited (the 'Company') for the quarter and nine months ended December 31, 2025 (the 'Statement') attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'Regulations').
2. This Statement, which is the responsibility of the Company's Management and has been approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 'Interim Financial Reporting', ('Ind AS 34') prescribed under Section 133 of the Companies Act, 2013 (the 'Act') read with relevant rules issued thereunder and other recognised accounting principles generally accepted in India and is in compliance with the Regulations. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Act and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with the recognition and measurement principles laid down in Ind AS 34 and other recognised accounting principles generally accepted in India has not disclosed the information required to be disclosed in terms of the Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For M S K A & Associates LLP (Formerly known as M S K A & Associates)

Chartered Accountants

ICAI Firm Registration No.105047W/W101187



Geetha Jeyakumar

Partner

Membership No.:029409

UDIN: 26029409VBVSUC9691



Place: Chennai

Date: January 22, 2026

Financial Results of Shanthi Gears Limited in Q3 2025-26

The Board of Directors of Shanthi Gears Limited (SGL), a subsidiary of Tube Investments of India Limited (TII), met today and approved the financial results for the quarter and nine months ended 31st December 2025.

The Company continues to focus on 4 key priorities of Revenue, Profitability, Return on Invested Capital (ROIC) and Free Cash Flow (FCF).

- Revenue of ₹116.82 Crores was recorded in Q3 FY26 as against ₹157.51 Crores in Q3 FY25. The drop was mainly on account of lower order booking in the previous quarters.
- The Profit before tax for the quarter was ₹21.59 Crores as against ₹ 35.43 Crores in Q3 FY25. The drop was primarily on account of de-growth in revenue.
- Achieved Return on average Invested Capital (ROIC) of 31% in Q3 FY26.
- The Company recorded negative Free Cash Flow of ₹1.72 Crores during Q3 FY26 due to capital expenditure on core machines.

The Company achieved its highest-ever order booking of ₹169 Crores in Q3 FY26 with 28% growth over Q3FY25. The unexecuted order book as on 31 December 2025 stood at ₹ 305 Crores.

The Board has declared an interim dividend of ₹ 3 per share (300%) for the financial year 2025-26.

Annexure – I

Details with respect to Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), senior management, Auditor and Compliance Officer under Regulation 30(6) read with Para A (7) of Part A of Schedule III of the Listing Regulations and SEBI Master Circular dated 11th November 2024:

Resignation of Mr. Ranjan Kumar Pati, Chief Financial Officer

Disclosure Requirements	Details
a) Reason for the change viz, appointment, resignation, removal, death or otherwise.	Mr. Ranjan Kumar Pati, Stepping down as Chief Financial Officer due to personal reasons.
b) Date of appointment / cessation (as applicable) & term of appointment.	19 th March, 2026
c) Brief profile (in case of appointment)	NA
d) Disclosure of relationships between Directors (in case of appointment of a Director)	NA
e) Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018- 19 and the National Stock Exchange of India Limited Circular with ref. no. NSE/CML/2018/ 24, both dated 20 June 2018	NA

Date: 22nd Jan 2026

From: Ranjan Kumar Pati

The Board of Directors,

Shanthi Gears Ltd, Coimbatore

304-A, Trichy Road, Singanallur, Coimbatore - 641005,

Sub: Resignation from the post of CFO

Dear Madam/Sirs,

I wish to step down from the services of the company as CFO at the closing business hours of 19th Mar 2026 due to personal reasons.

I am grateful and convey my sincere thanks for the continuous support and guidance provided to me during my tenure.

Thank you and I wish SGL for its continued success.

Sincerely,



Ranjan Kumar Pati