



## SHANTHI GEARS LIMITED

Regd. Office :  
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Coimbatore - 641 005

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



**SGL-18/Sec/2025-26**

**30<sup>th</sup> July, 2025**

**National Stock Exchange of India Limited**

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

**Bombay Stock Exchange Limited**

1<sup>st</sup> 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 Sir / Ma'am,

**Sub: Proceedings of the 52<sup>nd</sup> Annual General Meeting ("AGM") of the Company held on  
Wednesday, the 30<sup>th</sup> July, 2025**

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit the proceedings of 52<sup>nd</sup> Annual General Meeting of the Company held on Wednesday, the 30<sup>th</sup> July, 2025 at 04.30 P.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

This is for your kind information and records.

Thanking you,

Yours faithfully,

**For Shanthi Gears Limited**

**Walter Vasanth P J  
Company Secretary & Compliance Officer**



**Works : "C" Unit, Avinashi Road, Muthugounden Pudur Post, Coimbatore - 641 402, India.  
Tel : +91 422 4545745 / Fax : +91 422 4545700 / Mobile : +91 96262 60500 (8 Lines)**



## SUMMARY OF PROCEEDINGS OF THE 52<sup>ND</sup> ANNUAL GENERAL MEETING

The 52<sup>nd</sup> Annual General Meeting (“52<sup>nd</sup> AGM”) of the Members of Shanthi Gears Limited (“the Company”) was held on Wednesday, the 30<sup>th</sup> July, 2025 at 04.30 P.M. (IST) through Video Conferencing and Other Audio Visual Means (VC/OAVM).

The 52<sup>nd</sup> AGM was called, convened, held and conducted in compliance with the General Circulars issued by the Ministry of Corporate Affairs (‘MCA’) and circular issued by the Securities and Exchange Board of India (‘SEBI’) and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

The Chairman welcomed the Members to the 52<sup>nd</sup> AGM of the Company. As the requisite quorum was present, the Chairman called the meeting to order and the meeting commenced at 4.30 P.M., with 60 Members attending the meeting.

The Chairman introduced the Directors, Whole-time Director, Chief Financial Officer, Company Secretary and other invitees who were participating through Video Conferencing.

The following Directors, Key Managerial Personnel (KMPs) and Auditors were present at the 52<sup>nd</sup> Annual General Meeting of the Company:

### Directors:

S.No.	Name of the Director	Designation
1	Mr. M A M Arunachalam	Chairman of the Board
2	Mr. L Ramkumar	Independent Director & Chairperson of the Audit Committee and Risk Management Committee
3	Dr. S K Sundraraman	Independent Director & Chairperson of the Stakeholders Relationship Committee and Corporate Social Responsibility Committee
4	Mr. Mukesh Ahuja	Non-Executive Director
5	Mr. Arun Venkatachalam	Non-Executive Director
6	Mr. M Karunakaran	CEO & Whole-time Director

### Key Managerial Personnel:

S.No.	Name of the KMP	Designation
1	Mr. Ranjan Kumar Pati	Chief Financial Officer
2	Mr. Walter Vasanth P J	Company Secretary & Compliance Officer

**Auditors:**

S.No.	Name of the Auditor	Designation
1	Mr. R.Sridharan	Secretarial Auditor and Scrutinizer for the AGM, R.Sridharan & Associates, Company Secretaries
2	Mr. M R L Narasimha	Scrutinizer of the e voting
3	Ms. Geetha Jeyakumar	Statutory Auditor, Partner of MSKA & Associates, Chartered Accountants
4	Mr. B.Venkateswar	Cost Auditor

Ms. Soundara Kumar, Chairperson of the Nomination & Remuneration Committee and Mr. A Venkataramani could not attend the meeting due to personal reasons and Mr. M A M Arunachalam, acted as Nominee Chairperson of the Nomination & Remuneration Committee. Mr. M A M Arunachalam, the Chairman of the Board of Directors of the Company conducted the proceedings of the Meeting.

The Chairman informed that the necessary documents and other Registers were available for inspection by the Members during the Meeting as required under the law. Further, the Chairman appraised the Members with regard to the conduct of the Annual General Meeting as an e-AGM, the voting procedure in general meetings under the Companies Act 2013 ("Act") and the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, the ensuring of compliance by the Company with the procedure for service of Notice of the 52<sup>nd</sup> Annual General Meeting and other matters in accordance with the Act, the Rules thereunder and also in line with the circulars of the Ministry of Corporate Affairs and SEBI issued and informed the Members that the Company had provided remote e-voting facility through the e-voting platform of National Securities Depository Limited ("NSDL") to all shareholders of the Company as on the cut-off date i.e., 23<sup>rd</sup> July, 2025. The e-voting was made available from 9.00 A.M. on 27<sup>th</sup> July, 2025 till 5.00 P.M. on 29<sup>th</sup> July, 2025. Mr. M.R.L. Narasimha, Practicing Company Secretary was the Scrutinizer appointed by the Board of Directors for conducting the electronic voting process in a free and transparent manner.

The Chairman then addressed the Members. He provided the Members with an overview of the Performance of the Company. The Chairman's address was followed by a detailed presentation by Mr. M Karunakaran, CEO & Whole-time Director on the business performance. The CEO & Whole-time Director further appraised the Members of the performance of the Company for the financial year 2024-25 and the performance during the quarter ended 30<sup>th</sup> June, 2025.

The Chairman then briefed the Members about the following resolutions forming part of the Notice of the 52<sup>nd</sup> AGM, for the information of the Members:

### 1. Adoption of Financial Statements

Ordinary Resolution – Adoption of the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2025, the Report of the Board of Directors and the Auditor's Report thereon.

### 2. Declaration of Dividend

Ordinary Resolution – Declaration of final dividend of Rs.2/- per share (@ 200%) including the Interim Dividend of Rs.3/- per equity share (@300%), already declared and paid.

### 3. Re-appointment of Mr. Arun Venkatachalam as Director who retires by rotation

Ordinary Resolution – Re - appointment of Mr. Arun Venkatachalam (DIN-09511997) as a Director, who retires by rotation at the 52<sup>nd</sup> Annual General Meeting, be and is hereby re-appointed as Director of the Company liable to retire by rotation.

### 4. To consider and approve the alteration of Articles of Association of the Company as per Companies Act, 2013

Special Resolution – Seeking consent of the shareholders for alteration of the Articles of Association of the Company by replacing the existing set of Articles of Association of the Company with a new set of Articles of Association, in conformity with the provisions of the Companies Act, 2013 and the applicable SEBI Listing Regulations.

### 5. To consider the Appointment of Secretarial Auditor

Ordinary Resolution – To appoint M/s. Sridharan & Sridharan Associates, Company Secretaries (Firm Registration number – P2022TN093500) as Secretarial Auditors of the Company for a term of 5 (Five) consecutive years, from Financial Year 2025-26 till Financial Year 2029-30.

### 6. To consider the Appointment of Cost Auditor and to fix his remuneration

Ordinary Resolution – To appoint Mr. B Venkateswar, Cost Accountant having Membership No. 27622 and holding Registration No.100753 as Cost Auditor of the Company for the Financial Year 2025-26 and to fix the remuneration.

The Company Secretary, then invited questions/comments from the Members. Accordingly, two shareholder got registered as speaker shareholder and two were present during the meeting. The Chairman replied to the queries/suggestions of the Members.

The Chairman further informed that those Members who had not taken part in the e-voting and wished to vote at the 52<sup>nd</sup> AGM could do so and sufficient time would be allowed for them to cast their votes through electronic voting. The Chairman announced to the Members that the voting result shall be declared along with the scrutinizer's report and shall be placed on the website of the Company and NSDL within the time permitted under law and also communicated to the Stock Exchanges.



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The meeting was closed at 05.05 P.M.

**For Shanthi Gears Limited**

**Walter Vasanth P J**  
**Company Secretary & Compliance Officer**



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