

Form No. MGT-7
ANNUAL RETURN

As on the financial year ended on 31/03/2021

Of

SHANTHI GEARS LIMITED

[Pursuant to Section 92(1) of the *Companies Act, 2013*

And

Rule 11(1) of the *Companies (Management and Administration) Rules, 2014*]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN:	L29130TZ1972PLC000649							
	Foreign Company Registration Number/GLN								
	*Permanent Account Number(PAN) of the company	AADCS0692L							
ii)	a) Name of the Company	Shanthi Gears Limited							
	b)Registered office address	304-A, Trichy Road, Singanallur, Coimbatore, Tamil Nadu, India, 641 005							
	c)*email-ID of the company	cs@shanthigears.murugappa.com							
	d)*Telephone number with STD code	0422-4545745							
	e)Website	www.shanthigears.com							
iii)	Date of Incorporation	01/07/1972							
Ind	Type of the Company	Public Company							
	Category of the Company	Company limited by shares							
	Sub-category of the Company	Indian Non-Government company							
V	Whether company is having share capital	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No							
Vi	*Whether shares listed on recognized Stock Exchange(s)	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No							
	(a) Details of stock exchanges where shares are listed	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 10%;">S. No.</th> <th style="width: 60%;">Stock Exchange Name</th> <th style="width: 30%;">Code</th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> <td> </td> </tr> </tbody> </table>		S. No.	Stock Exchange Name	Code			
S. No.	Stock Exchange Name	Code							

		1	National Stock Exchange of India Limited	1024
		2	BSE Limited	1
	(b) CIN of the Registrar and Transfer Agent	U74140TZ1998PLC008301		
	Name of the Registrar and Transfer Agent	SKDC Consultants Ltd.,		
	Registered office address of the Registrar and Transfer Agents	Kanapathy Towers, 3rd Floor 1391/A-1, Sathy Road Ganapathy Coimbatore-641006		
Vii	*Financial year From	(01/04/2020) To (31/03/2021)		
Vii	*Whether Annual General Meeting (AGM) held	O Yes <input checked="" type="checkbox"/> No		
	(a) If yes, date of AGM			
	(b) Due date of AGM	30/09/2021		
	(c) Whether any extension for AGM granted	O Yes O No		
	(d) If yes, provide the Service Request Number (SRN) of the application form filed for extension			
	(e) Extended due date of AGM after grant of extension			
	(f) Specify the reasons for not holding the same			

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities : 1

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C10	Electrical equipment, General Purpose and Special purpose Machinery & equipment, Transport equipment	96.41
2					

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given – 4

S. No.	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint venture	% of shares held
1	Tube Investments of India Limited	L35100TN2008PLC069496	Holding	70.47

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i) Share Capital

a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	100000000	76715853	76715853	76715853
Total amount of equity shares (in rupees)	100000000	76715853	76715853	121,881,498

Number of classes :1

Class of Shares <u>Equity Shares</u>	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Number of equity shares	100000000	76715853	76715853	76715853
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	100000000	76715853	76715853	76715853

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes : 0

Class of Shares	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Number of preference shares	0	0	0	0
Nominal value per share (in rupees)	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

(C) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(D) Break-up of paid-up share capital

Class of Shares	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	Demat	Total			
Equity shares						
At the beginning of the year	872889	7,58,42,964	76715853	76715853	76715853	76715853
Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify Demat	0	62467	0	0	0	0

Decrease during the year						
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify Demat	62467	0	0	0	0	0
At the end of the year	810422	7,59,05,431	76715853	76715853	76715853	76715853
Preference shares	0	0	0	0	0	0
At the beginning of the year	0	0	0	0	0	0
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify	0	0	0	0	0	0
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	0	0	0	0	0	0
At the end of the year	0	0	0	0	0	0

ISIN of the equity shares of the company:.

(ii) Details of stock split/consolidation during the year (for each class of shares) -NA.

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			

After split / consolidation	Face value per share			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)*

Nil

[Details being provided in a CD/Digital Media] Yes No Not applicable

Separate sheet attached for details of transfers Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of Previous AGM	21-07-2020
Date of Registration of Transfer	
Type of transfer	1- Equity 2- Preference Share 3- Debentures 4- Stock
Number of Shares/Debentures/Units Transferred	
Amount per Shares/Debentures/Units (in Rs.)	
Ledger Folio of Transferor	
Transferor's Name	First Name :- Middle Name :- Surname :-
Ledger Folio of Transferee	
Transferee's Name	First Name :- Middle Name :- Surname :-

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			

Details of debentures

Class of Debentures	Outstanding as at the	Increase during the year	Decrease during the year	Outstanding as at the end of the year
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	beginning of the year			
Non-convertible debentures	0			0
Partly convertible debentures	0			0
Fully convertible debentures	0			0

(v) Securities (other than shares and debentures)

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act,2013)

(i) Turnover : Rs. 2,15,53,65,467

(ii) Net worth of the Company :Rs. 2,37,12,65,863

(a) *SHARE HOLDING PATTERN – Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family	0	0	0	0
	(i) Indian	0	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government	0	0	0	0
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0

4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	54063189	70.47	0	0
10.	Others	0	0	0	0
	Total	54063189	70.47	0	0

Total number of shareholders (promoters) : 2

(b) *SHARE HOLDING PATTERN – Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,49,59,982	19.50	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	554682	0.723	0	0
4.	Banks	3005	0.003	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	2000	0.003	0	0

7.	Mutual funds	22000	0.029	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	22,67,575	2.96	0	0
10.	Others	4843420	6.31	0	0
	Total	2,26,52,664	29.53	0	0

Total number of shareholders (other than promoters) : 17,047

Total number of shareholders (Promoters + Public/Other than promoters) : 17,049

(c) * Details of Foreign institutional investors' (FIIs) holding shares of the company :

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

Details	At the beginning of the year	At the end of the year
Promoters	2	2
Members (other than promoters)	14224	17,047
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non Executive	Executive	Non Executive	Executive	Non Executive
A. Promoter	0	1	0	1	0	0
B. Non-Promoter	1	6	0	6	0	0
(i) Non-Independent	0	2	1	1	0.001	0
(ii) Independent	1	4	1	4	0.001	0
C. Nominee Directors Representing	0	0	0	0	0	0

(i) Banks and FIs	0	0	0	0	0	0
(ii) Investing Institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share Holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	3	6	3	6	0.001	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date : 11

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any)
L RAMKUMAR	00090089	Director	0	
M KARUNAKARAN	09004843	CEO & Whole time Director	501	
J BALAMURUGAN	00023309	Director	0	
SOUNDARA KUMAR	01974515	Director	0	
KRSHNA SAMARAJ	00048547	Director	0	
S K SUNDARARAMAN	00002691	Director	0	
VELLAYAN SUBBIAH	01138759	Director		
M A M ARUNACHALAM	00202958	Director	0	
RANJAN KUMAR PATI	ATHPP4223C	CFO	0	
C SUBRAMANIAM	AEOPC5174R	Company Secretary	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the Year :

Name	DIN/PAN	Designation at the beginning / during	Date of appointment / change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
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		the financial year		
M A M ARUNACHALAM	00202958	Additional Director	10/02/2021	APPOINTMENT
M KARUNAKARAN	09004843	Whole-time Director	10/02/2021	CHANGE IN DESIGNATION
B BALAMURUGAN	AJDPB1012D	CFO	14/08/2020	CESSATION
RANJAN KUMAR PATI	ATHPP4223C	CFO	10/02/2021	APPOINTMENT

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/CLB/NCLT/COURT CONVENED MEETING

Number of meetings held : 1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			No of Members Attended	% of total Share Holding
ANNUAL GENERAL MEETING	21/07/2020	16660	46	72.42

B. BOARD MEETINGS

*Number of meetings held: 5

S. No.	Date of meeting	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	26-05-2020	6	6	100
2	21-07-2020	6	5	83.33
3	21-10-2021	6	6	100
4	10-02-2021	6	6	100
5	29-03-2021	8	8	100

C. COMMITTEE MEETINGS

Number of meetings held: 10

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of Attendance
1	Audit Committee Meeting	26-05-2020	4	4	100
2	Audit Committee Meeting	21-07-2020	4	4	100
3	Audit Committee Meeting	21-10-2020	4	4	100
4	Audit Committee Meeting	10-02-2021	4	4	100
5	Nomination and Remuneration Committee	26-05-2020	3	3	100
6	Nomination and Remuneration Committee	21-07-2020	3	3	100
7	Nomination and Remuneration Committee	10-02-2021	3	3	100
8	Corporate Social Responsibility Committee	21-07-2020	3	3	100
9	Stakeholders Relationship Committee	29/03/2021	3	3	100
10	Risk Management Committee	29-03-2021	3	3	100

1.	M KARUNAKRAN	WHOLE TIME DIRECTOR	834000		0	0	834000
	Total	0	834000		0	0	834000

B. Number of CEO, CFO and Company secretary whose remuneration details to be entered : 4

S. No	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1.	BALAMURUGAN B	CHIEF FINANCIAL OFFICER	1126000				1126000
2	M KARUNAKARAN	CHIEF EXECUTIVE OFFICER	6263000				6263000
3	RANJAN KUMAR PATI	CHIEF FINANCIAL OFFICER	462000				462000
4	C SUBRAMANIAM	COMPANY SECRETARY	1927000				1927000
	Total	0	0	0	0	0	0

C. Number of other directors whose remuneration details to be entered : 7

S. No	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others (Sitting fee)	Total Amount
1.	L RAMKUMAR	DIRECTOR	0	5,00,000	0	2,00,000	7,00,000
2.	J BALAMURUGAN	DIRECTOR	0	5,00,000	0	2,80,000	7,80,000
3.	SOUNDARA KUMAR	DIRECTOR	0	5,00,000	0	2,60,000	7,60,000
4.	S.K. SUNDARARAMAN	DIRECTOR	0	5,00,000	0	2,40,000	7,40,000
5.	KRISHNA SAMARAJ	DIRECTOR	0	5,00,000	0	80,000	5,80,000

6	VELLAYAN SUBBIAH	DIRECTOR	0	0	0	0	0
7	M A M ARUNACHALAM	DIRECTOR	0	67,000	0	20,000	87,000
	Total		0	3,17,000	0	3600000	3647000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A. *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give the reasons/observations

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XII. PENALTY AND PUNISHMENT – DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS

..... Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ Officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment Yes No

(In case of 'No", submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name :

Whether associate or fellow :

Certificate of practice number :

I/We certify that:

a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.

c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company

d) the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

DECLARATION

I am authorised by the Board of Directors of the company vide resolution no. 18 dated 31/10/2016 (DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made there under in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.

2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of section 447, sections 448 and 449 of the Companies, Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be signed by

Director :

DIN of the Director :

To be signed by

Company Secretary : ✓

Company Secretary in practice

Membership number :

Certificate of practice number :

Attachments

1. list of share holders, debenture holders;
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachments, if any.