

General information about company

Scrip code	522034	
NSE Symbol	SHANTIGEAR	
MSEI Symbol	NOTLISTED	
ISIN	INE63 IA01022	
Name of the entity	SHANTHI GEARS LIMITED	
Date of start of financial year	01-04-2024	
Date of end of financial year	31-03-2025	
Reporting Quarter Type	Yearly	
Date of Quarter Ending	31-03-2025	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31 , 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	Yes	
Whether Annexure 1 (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	Yes	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	No	The Company has not made any acquisition of shares or voting rights in any unlisted companies as on 31st March, 2025
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	Yes	
Whether Annexure 1 (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	No	The Company is not having any ongoing litigation or disputes as on 31st March, 2025
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees I Comfort Letters / Securities Etc. IS Applicable to the entity?	No	The Company does not have any loans, gaurantees, comfort letters and securities as on 31st March, 2025
Risk management committee	Applicable	
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities	
Is SCORE ID Available ?	Yes	
SCORE Registration ID	s00199	
Reason For No SCORE ID		
Type of Submission	Original	
Remarks (website dissemination)		
Remarks for Exchange (not for Website Dissemination)		

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 Textual Information(l)

Whether the listed entity has a Regular Chairperson Yes

Whether Chairperson is related to MD or CEO No

Sr	Title (Mr/ Ms)	Name of the Director	DIN	Category I of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	L RAMKUMAR	00090089	Non-Executive Independent Director	Not Applicable	Shareholder Director	09-04- 1956
2	Ms	SOUNDARA KUMAR	01974515	Non-Executive Independent Director	Not Applicable	Shareholder Director	15-08- 1954
3	Mr	SK SUNDARARAMAN	00002691	Non-Executive Independent Director	Not Applicable	Shareholder Director	15-04- 1973
4	Mr	M A M ARUNACHALAM	00202958	Non-Executive - Non Independent Director	Chairperson related to Promoter		18-06- 1967
5	Mr	M KARUNAKARAN	09004843	Executive Director	Not Applicable	CEO	31-07- 1971
6	Mr	MUKESH AHUJA	09364667	Non-Executive - Non Independent Director	Not Applicable		01-06- 1972
7	Mr	ARUN VENKATACHALAM	09511997	Non-Executive - Non Independent Director	Not Applicable		11-11- 1989
8	Mr	A VENKATARAMANI	00277816	Non-Executive Independent Director	Not Applicable	Shareholder Director	19-03- 1968

1. Composition Of Board Of Directors

Disqualification Of Directors under section 164 Of the Companies Act, 2013

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active
8	No				Active

I. Composition Of Board Of Directors

Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date Of passing special resolution	Initial Date of appointment	Date Of Reappointment	Date of cessation	Tenure of director (months)	No of Directorship in listed entities including this listed entity (Refer Regulation Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation reg. 17A(2)]	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)	Reason for Cessation	Notes for providing PAN	Notes for providing DIN
1	Yes	25-07-2022	03-09-2012	25-07-2022		150.09	3	3	4	3			
2	Yes	21-07-2020	31-03-2015	21-07-2020		120	3	3	2	0			
3	Yes	26-07-2023	06-02-2018	26-07-2023		86.8	5	2	7	3			
4			10-02-2021	26-07-2023		49.64	4		4				
5	NA		10-02-2021	10-02-2024		49.64							
6			22-10-2021	26-07-2023		41	2						
7			09-05-2023			22		0		0			
8	Yes	29-07-2024	09-05-2024			10	4	3	3	0			

Text Block

Textual Information(1)

Mr. M Karunakaran is CEO cum WTD

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	00090089	L RAMKUMAR	Non-Executive Independent Director	Chairperson	26-07-2022			
2	01974515	SOUNDARA KUMAR	Non-Executive Independent Director	Member	29-04-2015			
3	00002691	S K SUNDARARAMAN	Non-Executive Independent Director	Member	03-08-2018			
4	00277816	A VENKATARAMANI	Non-Executive Independent Director	Member	30-07-2024			

Nomination and remuneration committee							
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	00277816	A VENKATARAMANI	Non-Executive Independent Director	Member	30-07-2024		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category I 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	09004843	M KARUNAKARAN	Executive Director	Member	26-07-2022		
3	09511997	ARUN VENKATACHALAM	Non-Executive - Non Independent Director	Member	30-07-2024		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category I of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00090089	L RAMKUMAR	Non-Executive Independent Director	Chairperson	26-07-2022		
2	09364667	MUKESH AHUJA	Non-Executive - Non Independent Director	Member	26-07-2022		
3	09004843	M KARUNAKARAN	Executive Director	Member	01-02-2019		
4	09511997	ARUN VENKATACHALAM	Non-Executive - Non Independent Director	Member	30-07-2024		

Corporate Social Responsibility Committee							
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	00002691	S K SUNDARARAMAN	Non-Executive Independent Director	Chairperson	03-08-2018		
2	00202958	M A M ARUNACHALAM	Non-Executive - Non Independent Director	Member	26-07-2022		
3	09004843	M KARL_JNAKARAN	Executive Director	Member	26-07-2022		

Other Committee							
Sr	DIN Number	Name of Committee members	Name of other committee	Category I of directors	Category 2 of directors	Remarks	

Annexure 1							
Annexure 1							
Ill. Meeting of Board of Directors							

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	22-10-2024				Yes	8	8	4
2		30-01-2025	99		Yes	8	8	4
3		17-03-2025	45		Yes	6	6	3

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	Stakeholders Relationship Committee	17-03-2025			Meeting for the FY 2024-25	Yes	3	2		0
2	Other Committee	19-03-2025		Independent Director	One Meeting for the FY 24-25	Yes	4	4	4	
3	Corporate Social Responsibility Committee	29-07-2024				Yes	4	4	2	0
4	Corporate Social Responsibility Committee	17-03-2025	230			Yes	3	3		
5	Audit Committee	22-10-2024				Yes	4	4	4	
6	Audit Committee	30-01-2025	99			Yes	4	4	4	

Annexure 1

V. Affirmations

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 1		
Sr	Subject	Compliance status
1	Name of signatory	Walter Vasanth P J
2	Designation	Company Secretary and Compliance Officer

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 LODR Regulation				
Sr				
Sr	Item	Compliance status (Yes/No,NA)	If status is "No" details of non-compliance may be given here.	Web address
As per regulation 46(2) of the LODR:				
1.1	Details of business	Yes		https://wwwv.shanthigears.com/info-underreg-46-62-of-the-sebi-lodr-reg-2015/
1.2	Memorandum of Association and Articles of Association	Yes		https://www.shanthigears.com/info-underreg-46-62-of-the-sebi-lodr-reg-2015/
1.3	Brief profile of board of directors including directorship and full-time positions in body corporates	Yes		https://www.shanthigears.com/info-underreg-46-62-of-the-sebi-lodr-reg-2015/
2	Terms and conditions of appointment of independent directors	Yes		https://wwwv.shanthigears.com/info-underreg-46-62-of-the-sebi-lodr-reg-2015/
3	Composition of various committees of board of directors	Yes		https://www.shanthigears.com/info-underreg-46-62-of-the-sebi-lodr-reg-2015/
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.shanthigears.com/info-underreg-46-62-of-the-sebi-lodr-reg-2015/
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://ww.v.shanthigears.com/info-underreg-46-62-of-the-sebi-lodr-reg-2015/
6	Criteria of making payments to nonexecutive directors	Yes		https://ww.v.shanthigears.com/info-underreg-46-62-of-the-sebi-lodr-reg-2015/
7	Policy on dealing with related party transactions	Yes		https://wwwv.shanthigears.com/info-underreg-46-62-of-the-sebi-lodr-reg-2015/
8	Policy for determining 'material' subsidiaries	Yes		https://ww.v.shanthigears.com/info-underreg-46-62-of-the-sebi-lodr-reg-2015/

9	Details of familiarization programmes imparted to independent directors	Yes		https://www.shanthigears.com/info-underreg-46-62-of-the-sebi-lodr-reg-2015/
10	Email address for grievance redressal and other relevant details	Yes		https://www.shanthigears.com/info-underreg-46-62-of-the-sebi-lodr-reg-2015/
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.shanthigears.com/info-underreg-46-62-of-the-sebi-lodr-reg-2015/
12	Financial results	Yes		https://www.shanthigears.com/info-underreg-46-62-of-the-sebi-lodr-reg-2015/
13	Shareholding pattern	Yes		https://www.shanthigears.com/info-underreg-46-62-of-the-sebi-lodr-reg-2015/
14	Details of agreements entered into with the media companies and/or their associates	Yes		https://www.shanthigears.com/info-underreg-46-62-of-the-sebi-lodr-reg-2015/

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 LODR Regulation				
Sr				
	As per regulation 46(2) of the LODR:			
15.1	(I) Schedule of analyst or institutional investor meet (II) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events.	Yes		https://www.shanthigears.com/info-under-reg46-62-Of-the-sebi-lodr-reg-2015/
15.2	Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means	Yes		https://www.shanthigears.com/info-under-reg46-62-Of-the-sebi-lodr-reg-2015/
16	New name and the old name of the listed entity	Yes		https://www.shanthigears.com/info-under-reg46-62-Of-the-sebi-lodr-reg-2015/
17	Advertisements as per regulation 47 (1)	Yes		https://www.shanthigears.com/info-under-reg46-62-of-the-sebi-lodr-reg-2015/
18	Credit rating or revision in credit rating obtained	Yes		https://www.shanthigears.com/info-under-reg46-62-Of-the-sebi-lodr-reg-2015/
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://www.shanthigears.com/info-under-reg46-62-Of-the-sebi-lodr-reg-2015/
20	Secretarial Compliance Report	Yes		https://www.shanthigears.com/info-under-reg46-62-Of-the-sebi-lodr-reg-2015/
21	Materiality Policy as per Regulation 30 (4)	Yes		https://www.shanthigears.com/info-under-reg46-62-Of-the-sebi-lodr-reg-2015/
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		https://www.shanthigears.com/info-under-reg46-62-Of-the-sebi-lodr-reg-2015/
23	Disclosures under regulation 30(8)	Yes		https://www.shanthigears.com/info-under-reg46-62-Of-the-sebi-lodr-reg-2015/
24	Statements of deviation(s) or variations(s) as specified in regulation 32	Yes		https://www.shanthigears.com/info-under-reg46-62-Of-the-sebi-lodr-reg-2015/
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		https://www.shanthigears.com/info-under-reg46-62-Of-the-sebi-lodr-reg-2015/

26.1	Annual return as provided under section 92 of the Companies Act, 2013	Yes	https://www.shanthigears.com/info-under-reg46-62-Of-the-sebi-lodr-reg-2015/
26.2	Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	Yes	https://www.shanthigears.com/info-under-reg46-62-Of-the-sebi-lodr-reg-2015/
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	https://www.shanthigears.com/mfo-under-reg46-62-Of-the-sebi-lodr-reg-2015/
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	https://www.shanthigears.com/info-under-reg46-62-Of-the-sebi-lodr-reg-2015/

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)	Yes	
2	Board composition	170), 17(1A) & 17(1C), 17(1D) & 170 E)	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	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of noncompliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	1700)	Yes	
13	Recommendation of Board	1701)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	180)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	

18	Composition of nomination & remuneration committee	190) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of noncompliance may be given here.
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21 (1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21 (3A)	Yes	
27	Quorum of Risk Management Committee meeting	21 (3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21 (30)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (IA), (5),	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of noncompliance may be given here.
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	Yes	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(1), (3), (4) (5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	Yes	
37	Maximum Tenure	25(2)	Yes	

38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	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.
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	2500)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	2501)	Yes	
44	Memberships in Committees	260)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
47	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	Yes	
48	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2), 26A(3)	Yes	
49	Any other information to be provided - Add Notes			

Annexure II		
1	Name of signatory	Walter Vasanth P J
2	Designation	Company Secretary and Compliance Officer

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
2	Any other information to be provided	Textual Information(1)
Text Block		
Textual Information(1)	There is no Material Subsidiary for the Company as on date i.e., 31st March, 2025	

Annexure II

1	Name of signatory	Walter Vasanth P J
2	Designation	Company Secretary and Compliance Officer

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Number of cyber security Incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

Signatory Details

Name of signatory	Walter Vasanth P J
Designation of person	Company Secretary and Compliance Officer
Place	Coimbatore
Date	16-04-2025

Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Imposition of Fine or Penalty					
Sr. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
1	Office of the Assistant Commissioner of GST and Central Excise, Coimbatore-	The Company has received an Order under Section 50 read with Section 74 of the Central Goods and Services Tax Act, 2017.	05-02-2025	Order received from the Assistant Commissioner, Coimbatore imposing a penalty of Rs.2,02,13,832/- for wrong availment of concessional rate of GEST on supply of goods and Short Payment of GST.	There will be no material impact on financial, operations or other activities of the Company.