

SGL- 04/Sec/2026-27

05th May, 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

**Stock Code: SHANTIGEAR
Through NEAPS**

Dear Ma'am / Sir,

Sub: Outcome of Board Meeting

BSE Limited

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

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

Further to our letter dated 24th April, 2026 we write to inform that at the meeting held today (05th May, 2026), the Board of Directors of the Company has approved the following:

1) Audited Financial Results for the financial year ended 31st March, 2026

The Board of Directors of the Company, at its meeting held today (05th May, 2026), approved the audited financial results for the financial year ended 31st March, 2026.

Accordingly, pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we enclose the following:

- i) Statement showing the Audited Financial Results for the quarter and year ended 31st March, 2026;
- ii) Auditor's Report from the Statutory Auditors, M/s. MSKA & Associates on the above financial results;

As required under SEBI Master Circular no. HO/49/14/14(7)2025-CFDPOD2/I/3762/2026 dated 30th January 2026, we declare that the Statutory Auditors of the Company, M/s. MSKA & Associates, Chartered Accountants, have in their report issued an unmodified opinion on the Standalone Financial Results of the Company for the financial year ended 31st March 2026.

This is for your records and for uploading in your website. A copy of the same will be uploaded in the Company's website www.shanthigears.com.

An extract of the aforesaid Unaudited Financial Results, in the manner prescribed under the SEBI Listing Regulations, along with a Quick Response (QR) code, will be published in Tamil and English newspapers within the stipulated time.

A copy of the press release made with regard to the audited financial results for the quarter and year ended 31st March, 2026 is enclosed.

2) 53rd Annual General meeting

The 53rd Annual General Meeting of Members of the Company will be held on Wednesday, the 29th July, 2026 through Video Conferencing/Other Audio Visual Means.

3) Record Date

Record date for the purpose of determining the Members eligible to receive the Final dividend, if approved by the Shareholders at the ensuing 53rd Annual General Meeting is 17th July, 2025.

4) Recommendation of Final Dividend:

The Board of Directors has recommended a final dividend of Rs.2/- (Rupees Two only) per equity share of Rupee 1/- each (ISIN INE631A01022) for the financial year ended 31st March, 2026 together with the interim dividend of Rs.3/- per share, paid on 20th February, 2026, the total dividend for the financial year 2025-26 works out to Rs.5/- (Rupees Five only) per share. The said final dividend, if approved by the Members at the ensuing AGM, will be paid within 30 days from the date of the AGM (i.e., on or before 27th August, 2026).

5) Completion of tenure of Mr. L Ramkumar as of “Non-Executive & Independent Director”, of the Company:

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 this is to inform that Mr. L Ramkumar (DIN: 00090089), Independent Director of the Company retires on completion of his term by 06th May, 2026.

Disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed as Annexure – I.

6) Appointment of Mr. K Ilango as Additional Director, designated as “Non-Executive & Independent Director”, of the Company.

The Board has appointed Mr. K Ilango (DIN: 00124115) as an Additional Director and Independent Director for a term of 5 (five) years, from 05th May, 2026 to 04th May, 2031 (both days inclusive), based on recommendation of the Nomination & Remuneration Committee, subject to the approval of the shareholders.

It is hereby confirmed that Mr. K Ilango, not debarred from holding the office as Director by virtue of any SEBI Order or any other authority.

Disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed as Annexure – II.

7) To take note on resignation of Senior Management Personnel.

Mr. Suresh P L, would be stepping down as Head – Technology of the Company effective closing hours of on 13th June, 2026 to pursue career prospects outside the Company. A copy of the resignation letter received from Mr. Suresh P L is enclosed.

Disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed as Annexure – III.

The Board meeting commenced at 11.15 P.M. and concluded at 12.40 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 Financial Results for the Quarter and Year ended 31 March 2026

(₹ Crores unless specified)

Sl No	Particulars	Quarter ended			Year ended	
		31.03.2026	31.12.2025	31.03.2025	31.03.2026	31.03.2025
		Audited (Refer Note 3)	Unaudited	Audited (Refer Note 3)	Audited	Audited
1	Revenue from Operations	135.10	116.82	153.21	518.72	604.62
	Other Income	5.85	4.07	4.01	19.63	14.66
	Total income	140.95	120.89	157.22	538.35	619.28
2	Expenses					
	Cost of materials consumed	71.82	59.30	67.67	255.12	281.97
	Changes in inventories of finished goods and work-in-progress	(3.24)	(7.13)	4.05	(10.46)	2.33
	Employee benefits expense	18.42	20.36	19.71	78.68	81.69
	Depreciation and amortisation expense	4.71	3.91	3.57	16.06	13.30
	Other expenses	24.21	21.30	30.81	91.47	109.90
	Total Expenses	115.92	97.74	125.81	430.87	489.19
3	Profit before tax and Exceptional Items (1-2)	25.03	23.15	31.41	107.48	130.09
4	Exceptional Items					
	Statutory Impact of new Labour Code (Refer Note 5)	3.22	1.56	-	4.78	-
5	Profit before tax (3-4)	21.81	21.59	31.41	102.70	130.09
6	Tax Expense					
	Current tax	5.90	5.68	8.61	27.38	33.95
	Deferred tax (benefit) / charge	(0.36)	(0.28)	0.34	(1.34)	0.11
	Total Tax Expense	5.54	5.40	8.95	26.04	34.06
7	Profit after tax (5-6)	16.27	16.19	22.46	76.66	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)	(1.48)	0.15	0.68	(1.65)	0.01
	Income tax relating to item that will not be reclassified to statement of profit and loss in subsequent periods	0.38	(0.04)	(0.17)	0.42	(0.00)
	Other comprehensive income/(loss) for the period / year	(1.10)	0.11	0.51	(1.23)	0.01
9	Total comprehensive income (7+8)	15.17	16.30	22.97	75.43	96.04
10	Paid up equity share capital (Face value of ₹1 each)	7.67	7.67	7.67	7.67	7.67
11	Reserves and surplus (i.e. Other equity)				432.39	395.32
12	Earnings Per Share (EPS) of Face value of ₹1 each (Not annualised for the quarters)					
	Basic EPS ₹	2.12	2.11	2.93	9.99	12.52
	Diluted EPS ₹	2.12	2.11	2.93	9.99	12.52

Notes

- The above Financial Results were reviewed by the Audit Committee and approved by the Board of Directors of the Company at the meeting held on 5 May 2026 and has been subjected to audit by the Statutory Auditors of the Company. These audited financial results have been prepared in accordance with the recognition and measurement principles provided in the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ("the Act"), other accounting principles generally accepted in India and guidelines issued by the Securities and Exchange Board of India (SEBI) under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.
- 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.
- The figures of the last quarter of the financial years ended 31 March 2026 and 31 March 2025 are balancing figures between the audited figures in respect of the full financial years and the published year-to-date figures up to the third quarter of the respective financial years prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards which were subjected to a limited review.
- An Interim Dividend of ₹ 3/- (Rupees Three only) per equity of ₹ 1/- each was declared by the Company at the meeting of the Board of Directors held on 22 January 2026 for the financial year 2025-26 and the same has been paid prior to 31 March 2026. Further, the Board of Directors have recommended a final dividend of ₹ 2/- (Rupees Two only) per equity of ₹ 1/- each for the financial year 2025-26 at their meeting held on 5 May 2026.
- On 21 November 2025, the Government of India has 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 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 in the provisions for Defined benefit obligation amounting to ₹ 3.22 Cr and ₹ 4.78 Cr in the audited financial results for the quarter and year ended 31 March 2026 respectively arises primarily due to change in the wage definition, and has been presented as "Statutory impact of new labour code" under "Exceptional items". The Company continues to monitor the finalization of Central / State Rules and the clarification from the Government on the other aspects of the Labour code and would provide appropriate accounting effect on the basis of such developments as needed.
- The preparation of Consolidated Financial Results for the quarter and year ended 31 March 2026 are not applicable since the Company does not have any Subsidiary / Associate / Joint Venture.
- Previous period/year figures have been re-grouped wherever necessary.
- The above financial results are also available on our website www.shanthigears.com



Place : Coimbatore
Date : 5 May 2026



For and on behalf of the Board of Directors

M Karumakaran
M Karumakaran
Whole-time Director & CEO
(DIN-09004843)

Shanthi Gears Limited

CIN: L29130TZ1972PLC000649

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

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Audited Statement of Assets and Liabilities

(₹ Crores)

Particulars		As at 31 March 2026	As at 31 March 2025
I. ASSETS			
1 Non-current assets			
(a) Property, plant and equipment		97.99	71.28
(b) Capital work-in-progress		25.79	4.90
(c) Investment Property		7.32	7.43
(d) Intangible assets		0.52	0.35
(e) Financial assets			
(i) Investments		10.18	18.21
(ii) Other financial assets		5.53	7.26
(f) Deferred tax assets (net)		7.02	5.26
(g) Income Tax Assets (net)		1.28	-
(h) Other non-current assets		0.32	7.72
Total non-current assets		155.95	122.41
2 Current assets			
(a) Inventories		112.84	80.40
(b) Financial assets			
(i) Investments		65.31	70.28
(ii) Trade receivables		115.62	137.20
(iii) Cash and cash equivalents		1.33	15.00
(iv) Bank balances other than (iii) above		73.88	49.76
(v) Loans		0.14	0.19
(vi) Other financial assets		19.42	23.30
(c) Other current assets		11.10	5.78
Total current assets		399.64	381.91
Total Assets		555.59	504.32
II. EQUITY AND LIABILITIES			
1 Equity			
(a) Equity share capital		7.67	7.67
(b) Other Equity		432.39	395.32
Total equity		440.06	402.99
2 Non-current liabilities			
(a) Other non current liabilities		0.48	0.48
(b) Provisions		7.43	0.39
Total non-current liabilities		7.91	0.87
3 Current Liabilities			
(a) Financial liabilities			
(i) Trade payables			
(A) Total outstanding dues of micro enterprises and small enterprises		28.66	13.69
(B) Total outstanding dues of creditors other than micro enterprises and small enterprises		43.79	49.01
(ii) Other financial liabilities		11.59	9.11
(b) Other current liabilities		21.55	25.48
(c) Provisions		2.03	2.63
(d) Current Tax Liabilities (Net)		-	0.54
Total Current liabilities		107.62	100.46
Total Equity and Liabilities		555.59	504.32

Place : Coimbatore
Date : 5 May 2026



For and on behalf of the Board of Directors

(Signature)

M Karunakaran
Whole-time Director & CEO
(DIN-09004843)



Shanthi Gears Limited

CIN: L29130TZ1972PLC000649

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Audited Statement of Cash Flows

(₹ Crores)

Particulars	Year ended 31 March 2026	Year ended 31 March 2025
A Cash Flow from Operating Activities:		
Profit before tax	102.70	130.09
Adjustments for:		
Depreciation on Property, Plant and Equipment	15.51	12.86
Depreciation on Investment Property	0.11	0.11
Amortisation of Intangible assets	0.44	0.33
(Gain) / Loss on disposal of Property Plant and Equipment	(0.13)	(0.07)
Net (gain) / loss arising of financial assets measured at fair value through profit or loss	(4.40)	(3.73)
Unrealised (gain) / loss on foreign currency transactions and translations	(0.92)	(0.02)
Interest Income from Fixed Deposits and Tax Free Bonds	(7.81)	(7.14)
Provision / Liability no longer required written back	(1.96)	(1.38)
Provision / (Reversal of Provision) for Credit impaired Trade Receivable	(0.50)	1.55
Provision for Credit impaired Other Receivables	-	0.34
Provision for inventories	3.08	(0.81)
Operating Profit before Working Capital / Other Changes	106.12	132.13
Adjustments for:		
(Increase)/ Decrease in Inventories	(35.52)	5.64
(Increase) / Decrease in Trade Receivables	22.99	(20.77)
(Increase) / Decrease in Other Financial Assets	(0.67)	2.31
(Increase) / Decrease in Loans	0.05	(0.09)
(Increase) / Decrease in Other Current Assets	(5.32)	(0.56)
(Increase) / Decrease in Other Non-Current Assets	-	0.01
Increase / (Decrease) in Trade Payables	9.75	7.45
Increase / (Decrease) in Other Financial Liabilities	0.61	0.89
Increase / (Decrease) in Other Current Liabilities	(3.50)	(3.11)
Increase / (Decrease) in Other Non-Current Liabilities	-	0.01
Increase / (Decrease) in Provisions	4.79	0.02
Cash Generated From Operations	99.30	123.93
Income Taxes paid (net of refunds)	(29.20)	(33.06)
Net Cash Flow from operating activities (A)	70.10	90.87
B Cash Flow from Investing Activities:		
Capital expenditure (including Capital Work In Progress, Capital Advances and Capital Creditors)	(52.98)	(24.35)
Proceeds from Disposal of Property, Plant and Equipment	0.31	0.25
(Purchase)/Sale of Current Investments, Net	15.40	(39.44)
Redemption of Non-Current Investments	2.00	-
Movement in Unpaid Dividend Account	0.11	(0.08)
Proceeds/(Investments) in deposits, Net	(18.28)	19.86
Interest income received	8.14	5.68
Net Cash Used in Investing Activities (B)	(45.30)	(38.08)
C Cash Flow from Financing Activities:		
Dividends paid on equity shares	(38.47)	(38.44)
Net Cash Used in Financing Activities (C)	(38.47)	(38.44)
Net Increase/(Decrease) in Cash and Cash Equivalents [A+B+C]	(13.67)	14.35
Cash and Cash Equivalents at the Beginning of the Year	15.00	0.65
Cash and Cash Equivalents as at End of the Year	1.33	15.00

Place : Coimbatore
Date : 5 May 2026



For and on behalf of the Board of Directors

[Signature]

M Karunakaran
Whole-time Director & CEO
(DIN-09004843)



INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of Shanthi Gears Limited

Report on the Audit of the Annual Financial Results

Opinion

We have audited the accompanying annual financial results of Shanthi Gears Limited (hereinafter referred to as 'the Company') for the year ended March 31, 2026, ('the Statement'), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations').

In our opinion and to the best of our information and according to the explanations given to us the aforesaid Statement:
(i) is presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and

(ii) gives a true and fair view, in conformity with the recognition and measurement principles laid down in the applicable accounting standards prescribed under Section 133 of the Companies Act, 2013 ('the Act'), read with Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India, of the net profit, other comprehensive loss and other financial information of the Company for the year ended March 31, 2026.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing ('SAs') specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the financial results section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion.

Management's and Board of Directors' Responsibilities for the Financial Results

This Statement has been prepared on the basis of the annual financial statements. The Company's Management and Board of Directors are responsible for the preparation and presentation of this Statement that gives a true and fair view of the net profit, other comprehensive loss and other financial information in accordance with the recognition and measurement principles laid down in the applicable Accounting Standards prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India and is in compliance with the Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Statement, the Board of Directors of the Company are responsible for assessing the ability of the Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the financial reporting process of the Company.



Registered Office: 602, Raheja Titanium, Western Express Highway, Goregaon (East), Mumbai-400063, Maharashtra, India
Tel: +91 22 6974 0200 | LLPIN: ACT-3789

Ahmedabad | Bengaluru | Chandigarh | Coimbatore | Goa | Gurugram | Hyderabad | Kochi | Kolkata | Mumbai | Pune www.mska.in

Auditor's Responsibilities for the Audit of the Financial Results

Our objectives are to obtain reasonable assurance about whether the Statement as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this Statement.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion through a separate report on complete set of financial statements on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the annual financial results made by the Management and Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance of the Company regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.



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

Other Matter:

The Statement includes the results for the quarter ended March 31, 2026 being the balancing figure between the audited figures in respect of the full financial year ended March 31, 2026 and the published unaudited year to date figures up to the third quarter of the current financial year which were subject to limited review by us.

For M S K A & Associates LLP (Formerly known as M S K A & Associates)
Chartered Accountants
ICAI Firm Registration No.105047W/W101187

Geetha

Geetha Jeyakumar
Partner

Membership No.: 029409

UDIN: 260294091RGLUW5829



Place: Coimbatore
Date: May 05, 2026

Registered Office: 602, Raheja Titanium, Western Express Highway, Goregaon (East), Mumbai-400063, Maharashtra, India

Tel: +91 22 6774 0200 | LLPIN: ACT-3789

Ahmedabad | Bengaluru | Chandigarh | Coimbatore | Goa | Gurugram | Hyderabad | Kochi | Kolkata | Mumbai | Pune www.mska.in

Annexure – I

Details pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), read with SEBI Master Circular No. SEBI/ HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January 2026

Completion of tenure of Mr. L Ramkumar (DIN: 00090089) as of “Non-Executive & Independent Director”, of the Company

Disclosure Requirements	Details
a) Reason for the change viz, appointment, resignation, removal, death or otherwise.	Mr. L Ramkumar (DIN: 00090089), Independent Director of the Company retires on completion of his term by 06 th May, 2026.
b) Date of appointment / cessation (as applicable) & term of appointment.	06 th May, 2026.
c) Brief profile (in case of appointment)	Not Applicable
d) Disclosure of relationships between Directors (in case of appointment of a Director)	Not Applicable

Annexure - II

Details pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), read with SEBI Master Circular No. SEBI/ HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January 2026

Appointment of Mr. K Ilango (DIN: 00124115) as Additional Director, designated as “Non-Executive & Independent Director”, of the Company

Disclosure Requirements	Details
a) Reason for the change viz, appointment, resignation, removal, death or otherwise.	Mr. K Ilango (DIN: 00124115) (also referred as “the Appointee”) has been appointed as Additional Director designated as “Non-Executive & Independent Director”, of the Board
b) Date of appointment / cessation (as applicable) & term of appointment.	Mr. K Ilango (DIN: 00124115) has been appointed on 05 th May, 2026 for a term of five years from 05 th May, 2026 to 04 th July, 2031 (both days inclusive) as an Independent Director, subject to the approval of the shareholders.
c) Brief profile (in case of appointment)	Mr. K Ilango holds a Bachelor’s degree in Engineering and comes with nearly three decades of experience in manufacture of Auto Components. He is a Past President of Round Table India and CODISSIA. He is the Chairman of Round Table India Foundation and Treasurer at Codissia Intec Technology Centre. He is the Managing Director of RSM Autokast Private Limited, Coimbatore. He holds directorship in Pricol Limited, Rajshree Sugars & Chemicals Limited, KKR Securities Private Limited, Codissia Industrial Infrastructure Upgradation Services, Tamil Nadu Electricity Consumers’ Association and Pricol Asia Pte Limited.
d) Disclosure of relationships between Directors (in case of appointment of a Director)	The Appointee is not related to any of the Directors or other Key Managerial Personnel of the Company.

Annexure - III

Details pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), read with SEBI Master Circular No. SEBI/ HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January 2026

Mr. Suresh P L stepping down as Head – Technology of the Company

Disclosure Requirements	Details
a) Reason for the change viz, appointment, resignation, removal, death or otherwise.	Mr. Suresh P L, as Head - Technology of the Company
b) Date of appointment / cessation (as applicable) & term of appointment.	13 th June, 2026.
c) Brief profile (in case of appointment)	Not Applicable
d) Disclosure of relationships between Directors (in case of appointment of a Director)	Not Applicable

05th May, 2026

The Board of Directors
Shanthi Gears Limited
304 – A, Trichy Road,
Singanallur,
Coimbatore – 641 005.

Subject: Resignation from the Position of Head – Technology


Dear Madam /Sir,

I wish to step down from the services of the company as Head – Technology at the close of business hours of 13th June, 2026 due to personal reasons.

I Convey my sincere thanks for the continous support and guidance provided to me during my tenure of office.

Thanking You,

Yours Sincerely,


Suresh P L
Head – Technology

Financial Results of Shanthi Gears Limited in Q4 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 year ended 31st March 2026.

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

- Revenue of ₹ 135.10 Crores was recorded in Q4 FY26 as against ₹ 153.21 Crores in Q4 FY25. Revenue of ₹ 518.72 Crores in this financial year with a 14% de-growth over previous year due to lower order inflow in H1 and schedule deferment by customers.
- The Profit before tax (PBT) for the quarter was ₹ 21.81 Crores as against ₹ 31.41 Crores in Q4 FY25. PBT of ₹ 102.70 Crores in this financial year with a 21% de-growth over previous year due to lower revenue.
- Achieved Return on Invested Capital (ROIC) of 39% and Free Cash Flow of ₹ 29.83 Crores in this financial year.

The Company achieved its highest-ever order booking of ₹ 178 Crores in Q4 FY26 with 89% growth over Q4 FY25. The unexecuted order book as on 31 March 2026 stood at ₹ 349 Crores.

The Board of Directors have recommended a final dividend of ₹ 2 per share (200%) for the financial year 2025-26. The total dividend including the interim dividend (₹ 3 already paid) is ₹ 5 per share (500%) for FY 2025-26.