SGL-20/Sec/2026-27 **29th July, 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

Bombay Stock Exchange Limited
1st Floor
New Trading Ring, Rotunda Building
P J Towers, Dalal Street
Fort,
Mumbai 400 001

Stock Code: 522034
Through BSE Listing Centre

Dear Ma’am/ Sir,

Sub: Proceedings of the 53rd Annual General Meeting (“AGM”) of the Company held on Wednesday, the 29th July, 2026

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit the proceedings of 53rd Annual General Meeting of the Company held on Wednesday, the 29th July, 2026 at 04:30 PM. (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
Digitally signed by WALTER VASANTH P J
Date: 2026.07.29 18:03:48 +05'30'
Walter Vasanth P J
Company Secretary & Compliance Officer

SUMMARY OF PROCEEDINGS OF THE 53RD ANNUAL GENERAL MEETING

The 53rd Annual General Meeting ("53rd AGM") of the Members of Shanthi Gears Limited ("the Company") was held on Wednesday, the 29th July, 2026 at 04:30 PM (IST) through Video Conferencing and Other Audio Visual Means (VC/OAVM).

The 53rd 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 53rd AGM of the Company. As the requisite quorum was present, the Chairman called the meeting to order and the meeting commenced at 4:30 PM., with 48 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 53rd 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	Dr. S K Sundraraman	Independent Director & Chairperson of the Audit Committee & Stakeholders Relationship Committee
3	Mr. A Venkataramani	Independent Director & Chairperson of the Nomination and Remuneration Committee
4	Ms. Aruna Thangaraj	Independent Director & Chairperson of the Corporate Social Responsibility Committee
5	Mr. K Iango	Independent Director
6	Mr. Arun Venkatachalam	Non-Executive Director & Chairperson of the Risk Management Committee
7	Mr. Mukesh Ahuja	Non-Executive Director
8	Mr. M Karunakaran	Whole-time Director & CEO

Regd. Office :
304-A, Trichy Road,
Singanallur
Coimbatore - 641 005
Phone : +91-422-4545745
Fax : +91-422-4545700
E-mail : info@shanthigears.murugappa.com
Website : www.shanthigears.com
CIN : L29130TZ1972PLC000649
GST : 33AADCS0692L1Z7

Key Managerial Personnel:

S.No.	Name of the KMP	Designation
1	Mr. Walter Vasanth P J	Company Secretary & Compliance Officer
2	Mr. Sukanta Kumar Panigrahi	Chief Financial 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	Ms. Geetha Jeyakumar	Statutory Auditor, Partner of MSKA & Assoicates LLP, Chartered Accountants
3	Mr. B Venkateswar	Cost Auditor

All the Directors are present during the Meeting. 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 Company Secretary 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 53rd 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., 22nd July, 2026. The e-voting was made available from 9.00 AM on 26th July, 2026 till 5.00 PM on 28th July, 2026. Mr. R Sridharan (FCS 4775), Practicing Company Secretary was the Scrutinizer appointed by the Board of Directors for conducting the electronic voting process in a free and transparent manner.

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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, Whole-time Director & CEO on the business performance. The Whole-time Director & CEO further appraised the Members for the performance of the Company for the financial year 2025-26 and the performance during the quarter ended 30th June, 2026.

The Company Secretary then briefed the Members about the following resolutions forming part of the Notice of the 53rd 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 31st March 2026, 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. Mukesh Ahuja as Director who retires by rotation**

   Ordinary Resolution – Re - appointment of Mr. Mukesh Ahuja (DIN-09364667) as a Director, who retires by rotation at the 53rd Annual General Meeting, be and is hereby re-appointed as Director of the Company liable to retire by rotation.

4. **Commission payable to Non-Executive Directors for the financial year form FY 2025-26 to FY 2029-2030**

   Special Resolution – Seeking consent of the shareholders on Payment of Commission to Non-Executive Directors for the financial year form FY 2025-26 to FY 2029-2030

5. **Appointment of Mr. K Ilango as Non-Executive & Independent Director of the Company**

   Special Resolutions - Appointment of Mr. K Ilango (DIN-00124115) as an Independent Director of the Company for the first term of five consecutive years commencing from 05th May, 2026 till 04th May, 2031 (both days inclusive).

6. **Payment of commission to Mr. M A M Arunachalam for the financial year 2025-26**

   Special Resolution - Seeking consent of the shareholders on Payment of Commission to Mr. M A M Arunachalam, Non – Executive Chairman of the Company Director for the financial year form FY 2025-26.

7. Ratification of Remuneration to Cost Auditor

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 2026-27 and to fix the remuneration.

The Company Secretary, then invited questions/comments from the Members. Accordingly, nine shareholder got registered as speaker shareholder and eight 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 53rd 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.

The meeting was closed at 05:20 PM.

For Shanthi Gears Limited

WALTER VASANTH P J

Digitally signed by WALTER VASANTH P J
Date: 2026.07.29 18:04:28 +05'30'

Walter Vasanth P J
Company Secretary & Compliance Officer