



25th May, 2023

SGL-13/Sec/2023-24

National Stock Exchange of India Ltd,
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra-Kurla Complex,
Mumbai-400 051

Stock Code: SHANTIGEAR
Through NEAPS

ISIN INE631A01022

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

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the Financial Year ended 31st March, 2023

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8 February, 2019, please find enclosed the Annual Secretarial Compliance Report, issued by the Practicing Company Secretary, for the year ended 31st March, 2023

We request you kindly to take this on record.

Thanking you,

Yours faithfully,

For Shanthi Gears Limited

Walter Vasanth P J
Company Secretary

Encl: As Above

SECRETARIAL COMPLIANCE REPORT OF SHANTHI GEARS LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2023

ISIN: INE631A01022

We, **R. SRIDHARAN & ASSOCIATES, Company Secretaries** have examined:

- a) All the documents and records made available to us and explanation provided by **SHANTHI GEARS LIMITED (CIN: L29130TZ1972PLC000649)** (herein after referred as "**The listed entity**") having its Registered office at **304 A, Trichy Road, Singanallur, Coimbatore – 641 005.**
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity (website address: www.shanthigears.com)
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended **31st March, 2023** in respect of compliance with the provisions of:
 - a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, including: -

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations");
- b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable during the year under review)**
- e) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **(Not applicable during the year under review)**
- f) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable during the year under review)**
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable during the year under review)**

h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not applicable during the year under review)**

i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars/ guidelines issued there under;

and based on the above examination, we hereby report that, during the review period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except the following:-

Sr. No	Compliance Requirement (Regulations/circulars/guidelines including specific clauses)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of violation	Fine Amount (Rs.)	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	The listed entity is required to submit the disclosures of Related Party Transactions for the half year ended in XBRL mode within 15 days from the date of publication of its standalone and consolidated financial results for the half year ended.	Regulation 23(9) of Listing Regulations read with NSE circular No: NSE/CML/2021/34 and BSE Circular No: 20210906-31, dated 06 th September, 2021	The disclosure of Related party transactions for the half year ended 31 st March, 2022 was filed on 3 rd June, 2022 exceeding 15 days from date of publication of Financial results	BSE Limited (BSE) and National Stock Exchange of India Limited (NSE)	Fine	Delayed disclosure of Related Party Transactions in XBRL mode for the half year ended 31 st March, 2023	BSE - Rs. 64,900/- NSE - Rs. 64,900/- Total = Rs. 1,29,800/-	The Stock Exchanges had on 14 th July, 2022 levied a fine for the said violation. The Company has paid the fine to the Stock Exchanges on 20 th July, 2022.	As informed by the listed entity, due precautions will be taken to avoid such delay in the future.	-
2.	The listed entity shall submit information regarding loss of share certificates and issue of the duplicate certificates, to the stock exchange within two days of its getting information	Regulation 39(3) of Listing Regulations	An intimation regarding loss of share certificate was received from the Registrar & Share Transfer Agent on 30 th November, 2022. The Company has intimated the same to the Stock Exchanges on 09 th December, 2022 i.e. beyond two days of it getting the information.	-	-	Delayed disclosure of receipt of intimation regarding loss of share certificate.	-	-	As informed by the listed entity, due precautions will be taken to avoid such delay in the future.	-

(b) The listed entity has taken the following actions to comply with the observations made in the previous reports:

S. No	Compliance Requirement (Regulations/circulars /guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of action	Details of violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Proceedings of the Annual General Meeting (AGM) shall be disclosed to the Stock Exchanges within 24 hours from the conclusion of the meeting	Regulation 30 (6) – Clause 13 of Para A Part A of Schedule III of the Listing Regulations	The proceedings of the 48 th AGM of the Company held on 21 st July, 2021, was disclosed to the Stock Exchanges beyond 24 hours from the time of conclusion of meeting.	-	-	Delayed Compliance of Regulation 30 of the Listing Regulations	-	Delay in Compliance. No Action is required to be taken by the Company.	As informed by the listed entity, due precautions will be taken to avoid such delay in the future.	-
2.	The listed entity is required to submit the disclosures of Related Party Transaction for the half year ended in XBRL mode within 30 days from the date of publication of its standalone and consolidated financial results for the half year ended.	Regulation 23(9) of Listing Regulations read with NSE vide circular No: NSE/CML/2021/34 and BSE vide Circular No: 20210906-31, dated 06 th September, 2021	Disclosure of Related Party Transactions in XBRL mode was filed beyond 30 days from the date of Publication of Financial Results for the half year ended 30 th September, 2022.	-	-	Delayed Compliance of Regulation 23(9) of the Listing Regulations	-	Delay in Compliance. No Action is required to be taken by the Company.	As informed by the listed entity, due precautions will be taken to avoid such delay in the future.	-
3.	Listed entities are required to make their filings in respect of Financial results under Regulation 33 of the Listing Regulations in XBRL Mode within 24 hours of submission of results in PDF mode	Regulation 33 of the Listing Regulations read with BSE vide circular No. CS/COMP/28/2016-17 dated 30 th March, 2017 and NSE vide Circular no. NSE/CML/2018/08 date 13 th April, 2018	The financial results for the half year ended 30 th September, 2022 in XBRL mode was filed beyond 24 hours from the submission of the Financial results in PDF mode.	-	-	Delayed Compliance of Regulation 33 of the Listing Regulations read with the Circulars issued by the Stock Exchanges in this regard.	-	Delay in Compliance. No Action is required to be taken by the Company.	As informed by the listed entity, due precautions will be taken to avoid such delay in the future.	-

We further affirm the compliance status with respect to the specific provisions by the listed entity as mentioned below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1.	<p><u>Secretarial Standards</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) viz., Secretarial Standard on Meetings of the Board of Directors and General Meetings issued by the Institute of Company Secretaries India (ICSI) as notified by the Central Government under Section 118 (10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	-
2.	<p><u>Adoption and timely updation of the Policies</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity. • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI. 	Yes Yes	
3.	<p><u>Maintenance and disclosures on Website</u></p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website. • Timely dissemination of the documents/ information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website. 	Yes Yes Yes	
4.	<p><u>Disqualification of Director</u></p> <p>None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013.</p>	Yes	
5.	<p><u>Details related to Subsidiaries of listed entities</u></p> <ul style="list-style-type: none"> • Identification of material subsidiary companies. • Requirements with respect to disclosure of material as well as other subsidiaries. 	Not Applicable Not Applicable	The Listed Entity does not have a subsidiary
6.	<p><u>Preservation of Documents</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	

7.	<u>Performance Evaluation</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations.	Yes	
8.	<u>Related Party Transactions</u> <ul style="list-style-type: none"> The listed entity has obtained prior approval of Audit Committee for all Related party transactions. (or) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit committee. 	Yes Not Applicable	All Related party Transactions were entered into after obtaining prior approval of audit Committee.
9.	<u>Disclosure of events or information</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10.	<u>Prohibition of Insider Trading</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	No	The details of the action taken by the Stock Exchanges is mentioned in the Table above.
12.	<u>Additional Non-compliances, if any</u> No additional non-compliance observed for all SEBI regulation /circular/ guidance note etc.	Yes	

**FOR R. SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES**

R
SRIDHARAN

Digitally signed by
R SRIDHARAN
Date: 2023.05.25
15:38:45 +05'30'

**CS R.SRIDHARAN
C.P NO.3239
FCS.NO.4775
PR.NO.657/2020**

**UIN: S2003TN063400
UDIN: F004775E000377334**

**PLACE : CHENNAI
DATE : 25 MAY 2023**