Company Secretary in Practice

SCRUTINIZER'S REPORT FOR E VOTING AND POLL

(Pursuant to Section(s) 108 and 109 of the Companies Act,2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014

To

The Chairman 41st Annual General Meeting of the Equity Shareholders of M/s. SHANTHI GEARS LIMITED (CIN: L29130TZ1972PLC000649)
Held on Saturday, the 26th day of July, 2014 at 4.00 P.M at 304-A, Trichy Road, Singanallur, Coimbatore- 641 005 Tamil Nadu, India



Dear Sir.

Sub: Passing of resolution through Electronic means and poll conducted at the 41st Annual General Meeting of M/s. SHANTHI GEARS LIMITED held on 26th July. 2014.

I, P.Eswaramoorthy, B.Sc., FCS, Practising Company Secretary having office at 60A, School Road, Krishnasamy Nagar, Ramanathapuram, Coimbatore -641 045, Tamil Nadu, India have been appointed as a Scrutinizer by the Board of Directors of M/s. Shanthi Gears Limited (the Company) for the e-voting held between Sunday the 20th day of July, 2014 (10.00 AM) to Monday the 21st day of July,2014 (6.00 PM) and the Chairman of the 41st Annual General Meeting (AGM) of the Company has appointed me as the Scrutinizer for the poll held at the 41st Annual General Meeting of the Company on 26th day of July, 2014.

Responsibility of the Management

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules made there under in relation to exercising of voting rights through electronic means and poll on the Resolution(s) as set out in the notice convening the 41st Annual General Meeting dated 29th April, 2014.

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the e-voting process and for the poll at the 41st Annual General Meeting, is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolution(s) set out in the notice convening the 41st Annual General Meeting, based on the reports generated from the e- voting system provided by the National Securities Depository Services Limited (NSDL), the authorised agency engaged by the Company for providing e- voting facilities and also at the time of poll at the 41st Annual General Meeting.

No.60A, 1st Floor, School Road, Krishnasamy Nagar, Ramanathapuram, Coimbatore- 641 045. Ph : 0422 - 4216903 Cell : 99655 19246, E-mail : eswar@viesva.com, Website : www.viesva.com

Company Secretary in Practice

I have already issued a separate Scrutinizer's report dated 22nd July, 2014 on the e-voting process and also a Separate Scrutinizer's report dated 26th July, 2014 in the prescribed Form MGT-13 on the poll taken at the 41st Annual General Meeting of the Company.

In view of the above, I hereby submit my consolidated report on the result of the E voting together with that of the poll in respect of the said resolution(s) as under:

ORDINARY BUSINESS:

ITEM NO.1

ORDINARY RESOLUTION

To receive, consider and adopt the Directors' Report, Statement of Profit for the year ended 31st March, 2014 and the Balance Sheet as on that date and the Auditor's Report thereon.

VOTES CASTED IN FAVOUR OF THE RESOLUTION

MODE DE LOS MICE.		NUMBER OF THE VALUE OF T	
E- Voting	25	58832232	-
Poll	56	971681	-
Total Voting	81	59803913	100%

VOTES CASTED AGAINST THE RESOLUTION

Modesor Wald		NUMBERO VOTES CAS VOTES CAS VEOLL	PERCENTACE TED TO LAMINUME OF VOTES CA	ER I
E- Voting	Nil	Nil		
Poll	Nil	Nil		
Total Voting	Nil	Nil		

INVALID VOTES

	IGE NUMBER OF			ENTAGE OF	
	MEMBERSIVE	TED VOTES CA	STED TOTA	LNUMBER	
	THROUGH		OFV	OTES CASTED	C
	ELECTRONIC				
	MEANS AND R			THOU EN	્ત
E- Voting	Nil	Nil	-	- (8- 10 C)	<i>?</i> \
Poll	Nil	Nil		1 63 1 V	ኤ\
Total Voting	Nil	Nil			1/0
					i E

No.60A, 1st Floor, School Road, Krishnasamy Nagar, Ramanathapuram, Coimbatore- 641 045. Pl

Company Secretary in Practice

ITEM NO. 2

ORDINARY RESOLUTION

To elect a Director in place of Mr. MM Murugappan (DIN 00170478), who retires by rotation and being eligible, offers himself for re-appointment.

VOTES CASTED IN FAVOUR OF THE RESOLUTION

Moderation (early	NUMBEROFFEE	NUMBER OF THE	PHROBINITY CHROSING
	MEMBERSVORED	VOTES CASTED	
		as enterest designations.	Marie Grand
	ELEGICANIA MEANSANDIROLL		
	MEANEZANDIEDIE		
E- Voting	24	58832132	-
Poll	56	971681	-
Total Voting	80	59803813	100%

VOTES CASTED AGAINST THE RESOLUTION

MODE OF VERNIES	NUMBER OF MEMBERS OF TED MEMBERS OF	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	1	100	-
Poll	Nil	Nil	
Total Voting	1	100	0.00%

INVALID VOTES

	ERSCHEUNIG	MAYOTES DASTED	STEROENTAGE	
	MEANS AND ROLL			****
E- Voting	Nil	Nil	<u> -</u>	AMOORX
Poll	Nil	Nil	-	2510 CA /
Total Voting	Nil	Nil	_	
ITEM NO. 3		-	G G	

ORDINARY RESOLUTION

To re-appoint M/s. Deloitte Haskins & Sells, Chartered Accountants as Statutory auditors of the Company to hold office from the conclusion of this AGM (2014) until the conclusion of the fourth consecutive AGM (2018) and to fix their remuneration.

No.60A, 1st Floor, School Road, Krishnasamy Nagar, Ramanathapuram, Coimbatore- 641 045. Ph : 0422 - 4216903

Cell : 99655 19246, E-mail : eswar@viesva.com, Website : www.viesva.com

Company Secretary in Practice

VOTES CASTED IN FAVOUR OF THE RESOLUTION

	NUMBER OF MEMBERS VOITED THROUGH ELECTRONIC MEANS AND POLL	VOTES CASTED	E (O) ANENUMBER (O) EXOPES OVER BED
E- Voting	25	58832232	_
Poll	55	970681	•
Total Voting	80	59802913	100%

VOTES CASTED AGAINST THE RESOLUTION

Melalica Park Richard		Malidatiola III Mores exemple III	PERCENTACE NO ACCIDENTACE OF ACCIDEN
E- Voting	Nil	Nil	_
Poll	1	1000	0.00
Total Voting	1	1000	0.00

INVALID VOTES

MODE AT LOCAL	TEMERATE TRANSPORTE FIRESCOND RESEARCH TEMERATE	NUMBERIO PIO ES GAS PIO LE	PARABNYAGEORI PARABANAN PA
E- Voting	Nil	Nil	-
Poll	Nil	Nil	-
Total Voting	Nil	Nil	-

SPECIAL BUSINESS:

ITEM NO. 4

ORDINARY RESOLUTION

To appoint Mr. C R Swaminathan (DIN. 00002169) as Independent Director of the Company for a term of three consecutive years ie., upto 2017.

No.60A, 1st Floor, School Road, Krishnasamy Nagar, Ramanathapuram, Coimbatore- 641 045. Ph : 0422 - 4216903 Cell : 99655 19246, E-mail : eswar@viesva.com, Website : www.viesva.com

Company Secretary in Practice

VOTES CASTED IN FAVOUR OF THE RESOLUTION

	NUM(Hatke) Takker	VOTES CASTED	TOTAL NUMBER OF VOTES CASTED
E- Voting	24	58832132	_
Poll	55	971661	-
Total Voting	79	59803793	100.00%

VOTES CASTED AGAINST THE RESOLUTION

MODE OF YOUNG	Halanda Barahan Halanda Barahan Halanda Barahan Halanda Barahan Halanda Barahan	NUMBER OF A VOICE OF STATE OF	DENGENHAGE OF A LENGUISER OF SOME OF S
E- Voting	1	100	_
Poll	1	20	-
Total Voting	2	120	0.00%

INVALID VOTES

MODEOFY: ING.	NUMBER OF A VEMBERS VOYED : VEROUGH ESECTRONIS & MEANS IN SEG	NUMBER OF VOTES CASTEDNAL	DERGENTIAGE OF BOTAL NUMBER BRAYENES CASTED
E- Voting	Nil	Nil	-
Poll	Nil	Nil	-
Total Voting	Nil	Nil	-

ITEM NO. 5

ORDINARY RESOLUTION

To appoint Mr. J Balamurugan (DIN. 00023309) as Independent Director of the Company for a term of five consecutive years upto 2019.

VOTES CASTED IN FAVOUR OF THE RESOLUTION

Madeoravani	NG AT NUMBER OF HER	NUMBER OF VOTES CASTED.	PEROENTAG Protagnishing Polykonistar	de S
	THROUGH ELECTRONIC MEANS AND POLI			DORE
E- Voting	25	58832157		P 510 CA
Poll	55	971661	- #s	12/0
Total Voting	80	59803818	100.00%	1897 N.S. K.
	· ·		/ο	

No.60A, 1st Floor, School Road, Krishnasamy Nagar, Ramanathapuram, Coimbatore- 641 045. Ph :

Company Secretary in Practice

VOTES CASTED AGAINST THE RESOLUTION

MODE DISYOUR	IG NUMBER MEMBER THROUG FILESTA MEANS A	INC. THE	
E- Voting	1	100	-
Poll	1	20	-
Total Voting	2	120	0.00%

INVALID VOTES

3.1 (a) a) (b) (b) (c) (c) (d) (d) (d) (d) (d) (d) (d) (d) (d) (d	AUMERS OF BUILDING AND AUGUST OF THE STATE O	NUMBERONVOTES CASTEDNAME IN THE	PERMIT OF STREET
E- voting	Nil	Nil	-
Poll	Nil	Nil	-
Total Voting	Nil	Nil	-

ITEM NO. 6

ORDINARY RESOLUTION

To appoint Mr. V Venkiteswaran (DIN. 00062246) as Independent Director of the Company for a term of two consecutive years upto 2016.

VOTES CASTED IN FAVOUR OF THE RESOLUTION

	YOUNGER OF THE STATE OF THE STA	NUMERICO VOTES GASGEDALL FREEZING FREEZING FREEZING FREEZING FREEZING FREEZING	::::::::::::::::::::::::::::::::::::::
E- Voting	25	58832157	-
Poll	54	970661	-
Total Voting	79	59802818	100%

VOTES CASTED **AGAINST THE RESOLUTION**

M/(G) DECOTEM/GYRINGER	MENUMBER OF BUILDING	NOMESTRADE VOICE	MEEKOEN	FACE OF BUILDING	6	
	MEMBERS VOICED	CASTED	I TOTALIK			
	Sicrement (a) . [e] : hoppered as lived		Wortesta			
	BEGRANONIO LES					4:
	MEANS AND FOLL	建加加斯克斯斯 的现在分	HARRIST		25	•.
E- Voting	NUMBER OF MEMPERS VOTED THROUGH EFFCTRONIC MEANS AND POLL 1	100	-	F 6510 C	6 (//)	
Poll	2	1020	1 -	12/0/	18/4)	\
Total Voting	3	1120	0.00%	100/0	1/4/8	
				12/10/	V8/=	+

No.60A, 1st Floor, School Road, Krishnasamy Nagar, Ramanathapuram, Coimbatore- 641 045. Rh

Company Secretary in Practice

INVALID VOTES

MEDE DENOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	VOTES CASTED	PERGENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	Nil	Nil	-
Poll	Nil	Nil	•
Total Voting	Nil	Nil	-

ITEM NO. 7

SPECIAL RESOLUTION

To borrow upto Rs.100 Crores over and above the aggregate of the paid up capital of the Company and free reserves of the company.

VOTES CASTED IN FAVOUR OF THE RESOLUTION

MODEOFN SUNS	(N) EEEE EEEE EEEE EEEEE EEEEEEEEEEEEEEE	NUMBERSON VOICES CASTED	
E- Voting	25	58832157	-
Poli	56	971681	
Total Voting	81	59803838	100.00%

VOTES CASTED AGAINST THE RESOLUTION

MODEOR VASUNG		VOTES OF STED	DERGENTAGER SENSON MUNICIPAL CONTRACTOR FACING
E- voting	1	100	
Poll	0	0	_
Total Voting	1	100	0.00%

INVALID VOTES

Majarakoja yerdik	IGH NUMBER OF THE	NUMBER OF	BEES PEEC	HYRACE (e)	
	MEMBERS VOTE THROUGH EDECTRONIC MEANS AND PO	NUMBER OF VOTES CAS	(3) (3) (3) (4) (4) (4) (4) (4) (4) (4) (4) (4) (4		
E- Voting	MEANS AND RO	Nil		(PE 651	
Poll	Nil	Nil	-	1000	7/2XC
Total Voting	Nil	Nil	-	120,00	راد/\ ا

No.60A, 1st Floor, School Road, Krishnasamy Nagar, Ramanathapuram, Coimbatore- 641 045. Ph: 4216903 Cell: 99655 19246, E-mail: eswar@viesva.com, Website: www.viesva.com

Company Secretary in Practice

ITEM NO. 8

SPECIAL RESOLUTION

To execute, mortgage, charge, and/or hypothecate in respect of the whole or part of the properties of the company to secure borrowings.

VOTES CASTED IN FAVOUR OF THE RESOLUTION

	Makiataa yoki ab	NUMBER OF VOTES CASTED	
E- Voting	26	58832222	-
Poll	55	971661	-
Total Voting	81	59803883	100.00%

VOTES CASTED AGAINST THE RESOLUTION

Mode of Carine	AUMERE OF A	NUMBER OF THE PARTY OF THE PART	PERMENTINGS OF
E- Voting	1	100	_
Poll	1	20	-
Total Voting	2	120	-

INVALID VOTES

MODEON WATER	MINISTER	ENUMERICO ESPERA	a para de la
<u> </u>	AMERICO MENEROSINO ED MEROSICA	NUMBERSON TED	
	ANGENISAND ROBER		
E- Voting Poll	Nil	Nil	-
Poll	Nil	Nil	-
Total Voting	Nil	Nil	-

** Three Shareholders have Casted their votes by Electronic means as well as poll. Hence, the votes casted through poll have not been considered.

Date: 26.07.2014

Place: Coimbatore

CS. P. ESWARAMOORTHY B.Sc.,FCS., COMPANY SECRETARY IN PRACTICE

FCS No. 6519 CP No. 7069

No.60A, 1st Floor, School Road, Krishnasamy Nagar, Ramanathapuram, Coimbatore- 641 045. Ph : 0422 - 4216903