

SHANTHI GEARS LIMITED





ISO 9001 : 2015 ISO 14001 : 2015 OHSAS 18001 : 2007 EN 9100 : 2016 (AS 9100 D) ISO/TS 22163 : 2017 Regd. Office: 304-A, Trichy Road, Singanallur Coimbatore - 641 005

Phone : +91-422-4545745
Fax : +91-422-4545700
E-mail : info@shanthigear

E-mail : info@shanthigears.murugappa.com
Website : www.shanthigears.com
CIN : L29130TZ1972PLC000649

CIN : L29130TZ1972PLC0 GST : 33AADCS0692L1Z7

July 25, 2019

The Manager

Listing Department

National Stock Exchange Limited

Exchange Plaza

Bandra - Kurla Complex

Bandra (E)

MUMBAI - 400 051

BSE Limited

Corporate Relationship Department

1st Floor, New Trading Ring

Rotunda Building, Phiroze Jeejeebhoy

towers

Dalal Street

Mumbai - 400 001

Stock Code: SHANTIGEAR

Through NEAPS

Stock Code: 522034

Through BSE Listing Centre

Dear Sir,

Sub: Submission of details regarding the voting results for the 46th Annual General Meeting of the Members of the Company held on 23rd July, 2019.

Ref: Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Requirements, 2015

This is to inform that 46th Annual General Meeting of the Members of the Company was held on Tuesday, the 23rd day of July, 2019 at 4.00 p.m. at Jenneys Residency, 2/2 Avinashi Road, Opposite to CIT, Civil Aerodrome Post, Peelamedu, Coimbatore-641014, Tamil Nadu, to transact the business mentioned in the notice of the Annual General Meeting dated 29th April, 2019.

As required by the provisions of the Section 108 of the Companies act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015, facility of voting through electronic means on all proposals contained in the Annual General Meeting Notice dated 29th April, 2019 was provided to the members. The company has appointed Mr.P.Eswaramoorthy as Scrutinizer to









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conduct e-voting and poll at AGM venue in a transparent manner. The e-voting was commenced on 20^{th} July, 2018 at 10.00 a.m. IST and ended on 22^{nd} July, 2019 5.00 p.m. IST. Voting by poll was carried out at the Annual General Meeting.

All the items of business as mentioned in the Annual General Meeting Notice have been transacted and based on the report of the Scrutinizer, all the resolutions were declared as duly passed by requisite majority by e-voting and through voting by poll conducted at the said Annual General Meeting.

Further, the following details of Voting Results and Scrutinizer's repot are given in Annexure.

With Best regards

For SHANTHI GEARS LIMITED

C.SUBRAMANIAM COMPANY SECRETARY

Encl: as above

SHANTHI GEARS LIMITED ANNUAL GENERAL MEETING HELD ON 23RD JULY,2019 RESULTS OF VOTING UNDER REGULATION 44 OF THE SEBI (LODR) REGULATIONS, 2015

Date : Tuesday, 23rd July,2019

Number of shareholders as on record date (cut off date)

(ie., 16th July, 2019)

No. of shareholders present in the meeting

either in person or through proxy

-Promoters

-Public

:115

nareholder attended the

No. of shareholders attended the meeting through video conferencing -Promoters & Promoters Group

-Public

:No video conferencing

NA NA

No. of votes % of Votes Polled on outstanding shares Polled (2) (3)=[(2)/(1)]*100 Polled (3) Avour (4) Against (5) Against (6) Against (7) Against (7)			1	2	3	4	5	·	1
Resolution required: ORDINARY- Adoption of Audited Financial Statements of the Company for the financial year ended 31st March, 2019, the Report of the Boa Auditor's Report thereon Whether Promoters and Promoter Group are interested in the Agenda/ Resolution: NO Fromoter Public Institutions - Poll at AGM Promoter - Ballot by Post Total (A) Public - Institutions - Poll at AGM Public - Non Institutions - Pu	SLNO	Promoter/ Public	No. of shares held (1)	2200	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour	
Whether Promoter and Promoter Group are interested in the Agenda/ Resolution: NO Promoter - E-Voting Promoter - E-Voting Promoter - Poll at AGM Promoter - Ballot by Post Total (A) 54063189 Total (A) 5,40,63,189 Total (B) 5,20,63,189 Total (B)		Resolution required: ORDINARY- Adoption of Audited F Auditor's Report thereon	inancial Statements o	of the Company fo	or the financial year en	ded 31st March,	2019, the Repor	(b)=[(4)/(2)]*100 t of the Board of Direc	(7)=[(5)/(2)]*100 tors and the
Voting 54063189 54063189 100.0000 54063189 0 allot by Post 5,40,63,189 5,40,63,189 100.000 5,40,63,189 0 utions - E-Voting 6294551 1463324 23.2475 1463324 0 utions - Poll at AGM 62,94,551 14,63,324 23.2475 14,63,324 - nstitutions - E-Voting 16358113 21041 0.1043 17061 1 nstitutions - Ballot by Post 1,63,58,113 38,103 23.2475 14,63,324 - nstitutions - Ballot by Post 1,63,58,113 38,103 0.2329 38,102 1		Whether Promoters and Promoter Group are interested	d in the Agenda/ Resc	olution: NO					
oll at AGM 54063189 540,63,189 5,40,63,189 5,40,63,189 5,40,63,189 0	. – 50	Promoter - E-Voting		54062100	2000				
allot by Post 5,40,63,189 5,40,63,189 5,40,63,189 5,40,63,189 -		Promoter - Poll at AGM	54063189	COTCOOLS	100.0000	54063189	0	100.0000	0.0000
utions - E-Voting 5,40,63,189 5,40,63,189 5,40,63,189 100.000 5,40,63,189 6294551 1463324 23.2475 1463324 0 utions - Poll at AGM 62,94,551 14,63,324 23.2475 14,63,324 - nstitutions - E-Voting nstitutions - Poll at AGM 16358113 21041 0.1043 17061 1 nstitutions - Ballot by Post 1,63,58,113 38,103 38,102 1 7,67,15,853 5,55,64,616 7,67,15 1		Promoter - Ballot by Post							1
utions - E-Voting 5,40,63,189 5,40,63,189 1463324 23.2475 1463324 0 utions - Poll at AGM 6294551 1463,324 23.2475 1463,324 0 utions - Poll at AGM 62,94,551 14,63,324 23.2475 14,63,324 0 nstitutions - Poll at AGM 16358113 21041 0 17061 1 nstitutions - Ballot by Post 1,63,58,113 38,103 38,102 1 7,67,15,853 5,55,64,616 7,67,15 1		Total (A)				1			
utions - Poll at AGM 6294551 1463324 23.2475 1463324 0 utions - Poll at AGM 62,94,551 14,63,324 23.2475 14,63,324 - nstitutions - Poll at AGM 16358113 21041 0.1043 17061 1 nstitutions - Ballot by Post 1,63,58,113 38,103 0.2329 38,102 1 7,67,15,853 5,55,64,616 7,67,15,833 5,55,64,616 7,67,15,833 1		Public - Institutions - E-Voting	5,40,63,189	5,40,63,189	100.0000	5,40,63,189		100 000	
outions - Ballot by Post 62,94,551 14,63,324 23.2475 14,63,324 - nstitutions - E-Voting 16358113 21041 0.1286 21041 0 nstitutions - Ballot by Post 1,63,58,113 38,103 0.2329 38,102 1 7,67,15,853 5,55,64,616 7,67,15,833 5,55,64,616 7,67,15,833 7,67,15,813 7,67,15,813 7,67,15,813 7,67,15,813 7,67,15,813 7,67,15,813 7,67,15,813 7,67,15,813 7,67,15,813 7,67,15,813 7,67,15,813 7,67,15,813 7,67,15,813 7,67,15,813 7,67,15,813 7,67,15,813 7,67,15,813 7,67,15,813 <td< td=""><td>Н</td><td>Public - Institutions - Doll at AGM</td><td></td><td>1463324</td><td>23.2475</td><td>1463324</td><td>0</td><td>100 000</td><td>. 0</td></td<>	Н	Public - Institutions - Doll at AGM		1463324	23.2475	1463324	0	100 000	. 0
nstitutions - E-Voting		Public - Institutions - Ballot by Post	6294551	1	E		1	1	0.0000
nstitutions - E-Voting 62,94,551 14,63,324 23.2475 14,63,324 -		Total (B)		,	r	1			
Institutions - E-Voting 17062 0.1043 17061 1 Institutions - Poll at AGM 16358113 21041 0.1286 21041 0 Institutions - Ballot by Post 1,63,58,113 38,103 0.2329 38,102 1 Institutions - Forest 7,67,15,853 5,55,64,616 7,73,704 7,73,704 7,73,704		Public - Non Inchitations 7 11.11	62,94,551	14,63,324	23.2475	14,63,324	•	100 000	•
nstitutions - Ballot by Post		Public - Non Institutions - E-Voting		17062	0.1043	17061	•	100.0000	
1,63,58,113 38,103 0.2329 38,102 1		Public - Non Institutions - Poll at AGM	16358113	21041	0.1286	21041	0	100 000	0.0059
1,63,58,113 38,103 0.2329 38,102 7,67,15,853 5,55,64,616 72,4201		Total (C.)		,	i				0,000
7,67,15,853 5,55,64,616 72,424		Total (A+B+C)	1,63,58,113	38,103	0.2329	38.102		1,500,00	
12.44.91		(A+D+C)	7,67,15,853	5,55,64,616	72.4291	5,55,64,615	1	100,000	0.0026



1	Signately Public	(1)	No. of votes polled (2)	outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled	% of Votes against on votes polled
	Resolution required: ORDINARY- Approve the final dividend of Re.1/- per share for the financial year 2018-19	lividend of Re.1/- per sh	are for the finan	L cial year 2018-19			(9)-[(4)/(7)]_100	(/)=[(5)/(2)]*100
	Whether Promoters and Promoter Group are interested in the Agenda/ Resolution: NO	sted in the Agenda/ Res	olution: NO	•				
	Promoter - E-Voting		54062100					
	Promoter - Poll at AGM	54063189	DOTCOOLS	100.0000	54063189	0	100.0000	0.0000
	Promoter - Ballot by Post							
	Total (A)	F AO C2 100	0000000					
0	Public - Institutions - E-Voting	3,40,03,189	5,40,63,189	10	5,40,63,189		100.0000	
V	Public - Institutions - Poll at AGM	27.000	1463324	23.2475	1463324	0		00000
	Public - Institutions - Ballot by Post	0294551		t	1	1		700.0
	Total (B)	***************************************		ı				
	Public - Non Institutions - E-Voting	62,94,551	14,63,324	23.2475	14,63,324		100,000	
	Public - Non Institutions - Poll at AGM		17064	0.1043	17063	1	00 00017	701000
	Public - Non Institutions - Ballot by Post	16358113	21041	0.1286	21041	0	100.0000	0.0000
	Total (C)		The state of the s					
	Total (A+B+C)	7,63,58,113	38,105	0.2330	38,104	-	266.66	2000
		1,01,15,853	5,55,64,618	72.4291	5,55,64,617	•	1000000	00.5
1							0000000	0.000.0
SLNO	Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled
	Resolution required: ORDINARY-Appoint Director in place of Mr. L.Ramkumar (DIN 00090089), who retires by rotation and being eligible offere bimois for	lace of Mr. L.Ramkuma	(68006000 NIQ)	, who retires by rotation	and being eligib	le offers himsel		001 [[2]][[2]]
	Whether Promoters and Promoter Group are interested in the	ed in the Agenda/ Besolution: NO	ON . cooitin		9	c, oners illinser	i ior re-appointment.	
	Promoter - E-Voting		TANCALO					
	Promoter - Poll at AGM	54063189	54063189	100.000	54063189	0	100.0000	0.0000
	Promoter - Ballot by Post							
	Total (A)	5.40 63 189	5.40.62.100					
3	Public - Institutions - E-Voting		14505,05	100.000	5,40,63,189	•	100.0000	
	Public - Institutions - Poll at AGM	6294551	1403374	23.2475	1463324	0	100.0000	0.0000
	Public - Institutions - Ballot by Post							
	Total (B)	62 94 551	11 62 271					
	Public - Non Institutions - E-Voting	10000000	14,03,324	23.2475	14,63,324		100.0000	
	Public - Non Institutions - Poll at AGM	16358113	17064	0.1043	16797	267	98.43530	1.56470
	Public - Non Institutions - Ballot by Post		71041	0.1286	21041	0	100.0000	0.0000
	Total (C.)	1.63.58.113	38 105	ACC. 0				
1	Total (A+B+C)	7 67 15 953	20,100	0.2330	37,838	267	99.2993	7007.0
		֡						֡

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		(1)	No. of votes polled (2)	outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled
	Resolution required: ORDINARY-Ratification of appointment	ntment of M/s, Deloitt	te Haskins & Sells	of M/s, Deloitte Haskins & Sells as the auditors of the Company and to fix their remuneration for the financial	Company and to fi	I Tx their remuner	ation for the financial	001 [(2)/(C)]-(1)
	Whether Promoters and Promoter Group are interested in the Agenda/ Resolution: NO	ed in the Agenda/ Resu	olution: NO					year 2013-20.
	Promoter - E-Voting		5 40 63 189	100,000	200 00 00 1			
	Promoter - Poll at AGM	5.40.63.189	מסדירה יהדיה	T00:000	5,40,63,189	0	100.000	0.0000
	Promoter - Ballot by Post	201/20/21/2		1		r		
	Total (A)	5 40 63 180	E 40 C2 100					
5	Public - Institutions - E-Voting	בסדיכסיסדים	3,40,03,189	100.0000	5,40,63,189	•	100.0000	
4	Public - Institutions - Poll at AGM	62 04 551	14,63,324	23.2475	14,63,324	0	100.0000	0.0000
	Public - Institutions - Ballot by Post	100,70,70						
	Total (B)	62.94.551	14 63 374	22 2475				
	Public - Non Institutions - E-Voting		17071	73.24/5	14,63,324	*	100.0000	
	Public - Non Institutions - Poll at AGM	1.63.58.113	17,034	0.1041	16,758	276	98.37971	1.62029
	Public - Non Institutions - Ballot by Post	CTTCCCCC	71,041	0.1286	21,041	0	100.000	0.0000
	Total (C)	1,63,58,113	38.075	01210	001.10			
- 1	Total (A+B+C)	7 67 15 853	C CC CA 100	075270	37,799	276	99.2751	0.7249
1		Coordinate	2,32,04,368	12.4291	5,55,64,312	276	99,9995	0.0005
SLNO	Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	Resolution required: ORDINARY-Appoint Mr. Vellayan Subbiah		9) as a Director o	(DIN 01138759) as a Director of the Company liable to retire by rotation.	retire by rotation	j.		
	Whether Promoters and Promoter Group are interested in the		fution: NO					
	Promoter - E-Voting		54063189	1000000	2000000	3		
	Promoter - Poll at AGM	54063189	-	700.000	54063189	0	100.0000	0.0000
	Promoter - Ballot by Post							•
	lotal (A)	5,40,63,189	5,40,63,189	100 000	5 40 62 100	W		
2	Public - Institutions - E-Voting		1463374	32 2475	בסדיכטיסדיר	*	100.0000	
=	Public - Institutions - Poll at AGM	6294551	1	79.54/3	1463324	0	100.0000	0.0000
	Public - Institutions - Ballot by Post			•		,	F ₂	
	Total (B)	62 94 551	1/1 53 27/	1000				•
	Public - Non Institutions - E-Voting	1000	120071	23.2475	14,63,324		100.0000	
	Public - Non Institutions - Poll at AGM	16358113	17004	0.1043	16797	267	98.43530	1.56470
	Public - Non Institutions - Ballot by Post		71041	0.1286	21041	0	100.0000	0.0000
	Total (C)	1,63,58,113	38,105	0.2330	37.830	D.		
				3		CONTRACTOR STATE OF THE PARTY O		10010

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		NO. OT Shares neid	No. of votes	outstanding shares	No. of Votes in	No. of Votes	% of Votes in favour	%
Res	Olution required: ORDINARY-Annoist Mr. Vichas		(z)	(3)=[(2)/(1)]*100	favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Ger	General Meeting.	Samaraj (DIN 0004854	7) as an indepen	lent Director of the Cor	npany for a perio	d of five years f	rom the conclusion of	this 46th Annual
Wh	Whether Promoters and Promoter Group are interested in the	ted in the Agenda/ Resolution: NO	olition: NO					
Pro	Promoter - E-Voting	(Day 10)	E4062100					
Pro	Promoter - Poll at AGM	54063189	24002100	100.0000	54063189	0	100.0000	0.0000
Pro	Promoter - Ballot by Post		•	4		ī		
Tota	Total (A)	5,40,63,189	5 40 63 189	0000 001	7 40 00 00			
Pub	Public - Institutions - E-Voting		1463324	שבער כר	5,40,63,189			
_	Public - Institutions - Poll at AGM	6294551	1700011	72.24/5	1463324	0	100.000	0.0000
e Publ	Public - Institutions - Ballot by Post			,	r:			
Tota	Fotal (B)	62 94 551	11 52 71			٠	•	,
Publ	Public - Non Institutions - E-Voting	100,10,20	14,03,324	23.2475	14,63,324		100.0000	X.
Pub	Public - Non Institutions - Poll at AGM	16358113	17064	0.1043	16963	101	99.40811	0.59189
Publ	Public - Non Institutions - Ballot by Post	CTTOCCOT	21041	0.1286	21041	0	100.0000	0.000
Tota	Total (C)	1 50 50 110	1 00	•	r		1	,
Tota	Total (A+B+C)	1,03,38,113	38,105	0.2330	38,004	101	99.7349	0.3651
		7,67,15,853	5,55,64,618	72.4291	5,55,64,517	101	99.9998	20000
SLNO Prom	Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled	% of Votes against on votes polled
Reso	Resolution required: SPECIAL-Re-appoint Mr. J.Balamurugan (DI	urugan (DIN 00023309)	as an independe	nt Director of the Comr	poison c sol vue	, , , , , , , , , , , , , , , , , , , ,	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Whe	General Meeting. Whether Promoters and Promoter Group are interested in the Asendal Recolution. MO	ed in the Agenda / Reco	ON .cocitui	keends/ Recolution: NO	daliy iol a period	or nive years fro	m the conclusion of th	nis 46th Annual
Prom	Promoter - E-Voting	Dearly Mean	raccourt					
Prom	Promoter - Poll at AGM	54063189	24003189	100.0000	54063189	0	100.0000	0.0000
Prom	Promoter - Ballot by Post			r	1	ř		
Total (A)	(A)	5,40,63,189	5 40 63 189	1000000	20,000			
Publi	Public - Institutions - E-Voting		1462227	מטטטטער כיב	5,40,63,189		100.0000	
Publi	Public - Institutions - Poll at AGM	6294551	+700047	73.7475	1463324	0	100.0000	0.0000
Public	Public - Institutions - Ballot by Post						•	
Total (B)	(8)	133 NO C3	- 44 60 00 4	•		1		
Public	Public - Non Institutions - E-Voting	100'46'70	14,63,324	23.2475	14,63,324		100.0000	•
Public	Public - Non Institutions - Poll at AGM	16358113	1/034	0.1041	16767	267	98.43255	1.56745
Public	Public - Non Institutions - Ballot by Post	CITOCOA	21041	0.1286	21041	0	100.0000	0.0000
Total (C	(c)	1 63 58 113	30.00		•	i.		-
Total	Total (A+B+C)	7 67 15 957	30,073	0.2328	37,808	267	99.2988	0.7012
		, co. / o. /	7 75 67 588	1007 02				1

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SLNC	SLNO Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled	0,
	Resolution required: ORDINARY-Batification of reminer	ation marchine to the					00r [(z)/(+)]-(a)	(1)=((2)/(5)]*100
	Whether Promoters and Promoter Government of the financial year 2019-20.	audii payable to cos	Auditor Mr. B.V	enkateshwar, Cost Acc	countant for the fi	nancial year 201	.9-20.	
	Company of the Mendal Resolution: NO	In the Agenda/ Reso	Intion: NO					
	Promoter - E-Voting		54063189	100 0000				
	Promoter - Poll at AGM	20000000	COTCOOLS	TOO.OOO	54063189	0	100.0000	0.0000
	Promoter - Rallot by Doct	34003189						
	TOWNER - DAILOL DY PUSE							
	Total (A)	5 40 63 190	E 40.62 400					
	Public - Institutions - F-Wating	2,70,03,103	3,40,63,189	100.0000	5,40,63,189	•	100.0000	
3.5	B.1100 - C.1100		1463324	23.2475	1463324	C	1000000	
-	Public - Institutions - Poll at AGM	6294551					100.000	0.0000
∞	Public - Institutions - Ballot by Post						r	
	Total (B)			r				,
	Dublic Non-Louis at	62,94,551	14,63,324	23.2475	14,63,324		1000 001	
	rubile - Ivon Institutions - E-Voting		17064	0 1042	1000		700.0000	i.
	Public - Non Institutions - Poll at AGM	16358113	20020	0.1043	/6/9T	267	98,4353	1.5647
	Public Non loctitutions Pollette, 2010	1	74017	0.1286	21041	0	100 000	00000
	Table from institutions - ballot by Post		001		100		0000	0,000
	Total (C)	1 63 58 113	20 105					*
	Total (A+B+C)	Criticological	cor'oc	0.2330	37,838	267	99.2993	7007.0
		7,67,15,853	5,55,64,618	72.4291	5,55,64,351	267	90 000	10000
						10-	CCCC.CC	50000





P. Eswaramoorthy and Company

Company Secretaries

B P. Eswaramoorthy B.Sc., LLB.,FCS.,

SCRUTINIZER'S REPORT FOR E-VOTING AND POLL

(<u>Pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014 as amended from time to time</u>

To

The Chairman 46th Annual General Meeting of the Equity Shareholders of

M/s. SHANTHI GEARS LIMITED (CIN: L29130TZ1972PLC000649)

Held on Tuesday, the 23rd day of July, 2019 at 4.00 P.M at Jenneys Residency, 2/2 Avinashi Road, Opposite to CIT, Civil Aerodrome Post, Peelamedu, Coimbatore-641014 Tamil Nadu, India



Dear Sir.

I, P. Eswaramoorthy, Proprietor, P. Eswaramoorthy and Company, Company Secretaries having office at 44 & 44/1, Ramalinga Jothi Nagar, Nanjundapuram Road, Ramanathapuram, Coimbatore -641 045, Tamil Nadu, India have been appointed as a Scrutinizer of M/s. Shanthi Gears Limited ("the Company") for the purpose of Scrutinizing the e-voting and poll process in a fair and transparent manner and ascertaining the requisite majority as per the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014 as amended from time to time on the below mentioned resolution(s), at the 46th Annual General Meeting of the Equity Shareholders of Shanthi Gears Limited, held on the 23rd day of July, 2019 at 04.00 P.M at Jenneys Residency, 2/2 Avinashi Road, Opposite to CIT, Civil Aerodrome Post, Peelamedu, Coimbatore-641014 Tamil Nadu, India.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and poll on the resolutions proposed in the Notice of the 46th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballots by poll at the meeting are conducted in a fair and transparent manner and to furnish a consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and Voting at the AGM by Poll.

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I submit my report as under.

- 1. The e-voting period remained open from 20th July, 2019 (10.00 A.M. IST) to 22nd July, 2019 (5.00 P.M. IST)
- 2. The Shareholders holding shares as on the "Cut off" date ie., 16th July, 2019 were entitled to vote on the proposed resolutions (Item No. 1 to 8) as set out in the notice of the 46th Annual General Meeting of Shanthi Gears Limited.
- 3. The remote e voting was unblocked on 23rd July, 2019 after conclusion of the Annual General Meeting in the presence of two witnesses, Mr. M. S. Sivakumar and Mr.Sakthivel T, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

J. drufkmil

(M.S.Sivakumar)

(Sakthivel T) No! 10, se 2 yer la pout

46/1, Kamery Nager. The dagam Road, Coimbatore-641025 Kamanathepulan - CDG-45 4. The details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e voting website of National

Securities Depository Limited (https://www.evoting.nsdl.com/).

- 5. The ballot box was kept at the venue of the AGM to enable the members to cast their vote by poll. Ballot box was locked in my presence with due identification mark placed by me.
- 6. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- 7. Nine Proxy forms were received by the Company and out of nine, four proxies had attended and two of them voted in the General Meeting.
- 8. Out of 39 members who cast their votes by e-voting, the votes cast by 9 corporate members holding 20,29,564 votes were considered invalid and out of the 56 polling papers received, 14 polling papers comprising of 7,181 votes were considered invalid on account of a) signature difference or b) option not exercised or c)both options exercised or d) Postal Ballot Form not signed or e) votes cast through e-voting and postal ballot or f) relevant authorization not attached in case of voting by body corporate in respect of Resolution.
- 9. The Consolidated results are as under:



ORDINARY BUSINESS:

ITEM NO.1

ORDINARY RESOLUTION

Adoption of Financial Statements

(i) VOTES CAST IN FAVOUR OF THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST	PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST
E-Voting	29	55543574	
Poll	42	21041	
Total	71	55564615	100.0000

(ii) VOTES CAST AGAINST THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST	PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST
E-Voting	1	1	
Poll	0	0	
Total	1	1	0.0000

(iii) INVALID VOTES

MODE OF VOTING	NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST
E-Voting	9	2029564
Poll	14	7181
Total	23	2036745

<u>Based on the aforesaid results, the Ordinary Resolution as contained in Item No.1 has</u> been passed with the requisite majority.



ORDINARY RESOLUTION

Declaration of Dividend

(i) VOTES CAST IN FAVOUR OF THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST	PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST
E-Voting	29	55543576	
Poll	42	21041	
Total	71	55564617	100.0000

(ii) VOTES CAST AGAINST THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST	PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST
E-Voting	1	1	
Poll	0	0	
Total	1	1	0.0000

(iii) INVALID VOTES

MODE OF VOTING	NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST
E-Voting	9	2029564
Poll	14	7181
Total	23	2036745

<u>Based on the aforesaid results, the Ordinary Resolution as contained in Item No.2 has been passed with the requisite majority.</u>



ORDINARY RESOLUTION

Re-appointment of Mr. L Ramkumar as Director

(i) VOTES CAST IN FAVOUR OF THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST	PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST
E-Voting	27	55543310	
Poll	42	21041	
Total	69	55564351	99.9995

(ii) VOTES CAST AGAINST THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST	PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST
E-Voting	3	267	
Poll	0	0	
Total	3	267	0.0005

(iii) INVALID VOTES

MODE OF VOTING	NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST
E-Voting	9	2029564
Poll	14	7181
Total	23	2036745

<u>Based on the aforesaid results, the Ordinary Resolution as contained in Item No.3 has</u> <u>been passed with the requisite majority.</u>



ORDINARY RESOLUTION

To approve the ratification of appointment and terms of remuneration for Statutory Auditors

(i) VOTES CAST IN FAVOUR OF THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST	PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST
E-Voting	25	55543271	
Poll	42	21041	
Total	67	55564312	99.9995

(ii) VOTES CAST AGAINST THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST	PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST
E-Voting	4	276	
Poll	0	0	
Total	4	276	0.0005

(iii) INVALID VOTES

MODE OF VOTING	NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST
E-Voting	10	2029594
Poll	14	7181
Total	24	2036775

<u>Based on the aforesaid results, the Ordinary Resolution as contained in Item No.4 has</u> <u>been passed with the requisite majority.</u>



SPECIAL BUSINESS:

ITEM NO. 5

ORDINARY RESOLUTION

Appointment of Mr. Vellayan Subbiah as a Director

(i) VOTES CAST IN FAVOUR OF THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST	PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST
E-Voting	27	55543310	
Poll	42	21041	
Total	69	55564351	99.9995

(ii) VOTES CAST AGAINST THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST	PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST
E-Voting	3	267	
Poll	0	0	
Total	3	267	0.0005

(iii) INVALID VOTES

MODE OF VOTING	NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CASTED
E-Voting	9	2029564
Poll	14	7181
Total	23	2036745

<u>Based on the aforesaid results, the Ordinary Resolution as contained in Item No.5 has been passed with the requisite majority.</u>



ORDINARY RESOLUTION

Appointment of Mr. Krishna Samaraj as an Independent Director

(i) VOTES CAST IN FAVOUR OF THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST	PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST
E-Voting	28	55543476	
Poll	42	21041	
Total	70	55564517	99.9998

(ii) VOTES CAST AGAINST THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST	PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST
E-Voting	2	101	
Poll	0	0	
Total	2	101	0.0002

(iii) INVALID VOTES

MODE OF VOTING	NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST
E-Voting	9	2029564
Poll	14	7181
Total	23	2036745

<u>Based on the aforesaid results, the Ordinary Resolution as contained in Item No.6 has been passed with the requisite majority.</u>



SPECIAL RESOLUTION

Re-appointment of Mr. J Balamurugan as an Independent Director

(i) VOTES CAST IN FAVOUR OF THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST	PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST
E-Voting	26	55543280	
Poll	42	21041	
Total	68	55564321	99.9995

(ii) VOTES CAST AGAINST THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST	PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST
E-Voting	3	267	
Poll	0	0	
Total	3	267	0.0005

(iii) INVALID VOTES

MODE OF VOTING	NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST
E-Voting	10	2029594
Poll	14	7181
Total	24	2036775

<u>Based on the aforesaid results, the Special Resolution as contained in Item No.7 has</u> been passed with the requisite majority.



ORDINARY RESOLUTION

Ratification of Remuneration to Cost Auditor

(i) VOTES CAST IN FAVOUR OF THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST	PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST
E-Voting	27	55543310	
Poll	42	21041	
Total	69	55564351	99.9995

(ii) VOTES CAST AGAINST THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST	PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST
E-Voting	3	267	
Poll	0	0	
Total	3	267	0.0005

(iii) INVALID VOTES

MODE OF VOTING	NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST
E-Voting	9	2029564
Poll	14	7181
Total	23	2036745

<u>Based on the aforesaid results, the Ordinary Resolution as contained in Item No.8 has been passed with the requisite majority.</u>



- All relevant records of electronic voting will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 46th Annual General Meeting and the same shall be handed over thereafter to the Chairman / Company Secretary for safe keeping.
- 2. The poll papers and all other relevant records were sealed and handed over to the Chairman / Company Secretary for safe keeping.

Thanking You,

Yours faithfully,

For P.Eswaramoorthy and Company Company Secretaries

P. Eswaramoorthy

Proprietor

FCS No.6510, COP No.7069

Date: 25/07/2019

Place: Coimbatore

