

SHANTHI GEARS LIMITED
ANNUAL GENERAL MEETING HELD ON 30TH JULY, 2015
RESULTS OF VOTING UNDER CLAUSE 35A OF THE LISTING AGREEMENT

Date of Annual General Meeting : Thursday, 30th July, 2015

Number of shareholders as on record date (cut off date) : 14529

No. of shareholders present in the meeting either in person or through proxy : 1
 -Promoters : 1
 -Public : 55

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

Resolution Required : As mentioned against each Resolution no. below
 Mode of voting : By e-voting and Poll conducted at the Annual General Meeting

Resolution No 1 - Ordinary Resolution	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
Adoption of Directors Report, statement of Profit for the year ended 31st March	Promoter and Promoter Group	57302913	57302913	100.000	57302913	0	100.000	
	Public - Institutional holders	5743419	5101443	88.822	5101443	0	100.000	
	Public - Others	18669521	3638332	19.488	3638332	0	100.000	
	Grand Total	81715853	66042688	80.820	66042688	0	100.000	0.000
Resolution No 2 - Ordinary Resolution	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
Confirm the Interim Dividend of Rs.0.50 per share declared by the Board of Directors of the company on 02nd February,2015	Promoter and Promoter Group	57302913	57302913	100.000	57302913	0	100.000	
	Public - Institutional holders	5743419	5101443	88.822	5101443	0	100.000	
	Public - Others	18669521	3638332	19.488	3638332	0	100.000	
	Grand Total	81715853	66042588	80.820	66042588	0	100.000	0.000



Resolution No	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 No 3 - Ordinary Resolution Appoint Director in place of Mr.L.Ramkumar(DIN 00090089) who retires by rotation and being eligible, offers himself for re-appointment	Promoter and Promoter Group	57302913	57302913	100.000	57302913	0	100.000	
	Public - Institutional holders	5743419	5101443	88.822	5101443	0	100.000	
	Public - Others	18669521	3638232	19.488	3638132	100	99.997	0.003
	Grand Total	81715853	66042588	80.820	66042488	100	100.000	0.000
Resolution No 4 - Ordinary Resolution Ratification of appointment of M/s Deloitte Haskins & Sells as the Auditors of the Company and to fix their remuneration for the financial year 2015-16.	Promoter and Promoter Group	57302913	57302913	100.000	57302913	0	100.000	
	Public - Institutional holders	5743419	5101443	88.822	5101443	0	100.000	
	Public - Others	18669521	3638232	19.488	3637732	500	99.986	0.014
	Grand Total	81715853	66042588	80.820	66042088	500	99.999	0.001
Resolution No 5 - Special Resolution Appoint Ms.Soundara Kumar (DIN 01974515) as Independent Director of the Company for five consecutive years from the conclusion of this 42nd Annual General Meeting.	Promoter and Promoter Group	57302913	57302913	100.000	57302913	0	100.000	
	Public - Institutional holders	5743419	5101443	88.822	5101443	0	100.000	
	Public - Others	18669521	3638232	19.488	3638132	100	99.997	0.003
	Grand Total	81715853	66042588	80.820	66042488	100	100.000	0.000



Resolution No 6 - Special Resolution	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	
Ratification of remuneration payable to Cost Auditor Mr. B. Venkateswar, Cost Accountant for the financial year 2015 16	Promoter and Promoter Group	57302913	57302913	100.000	57302913	0	100.000		
	Public - Institutional holders	5743419	5101443	88.822	5101443	0	100.000		
	Public - Others	18669521	3637132	19.482	3637132	0	100.000		
	Grand Total	81715853	66041488	80.818	66041488	0	100.000	0.000	
Resolution No 7 - Special Resolution	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	
	Approval of Commission payable to Directors of the Company (including the alternate Directors), who are neither in whole-time employment of the Company nor the Managing Director(s) / Manager of the company	Promoter and Promoter Group	57302913	57302913	100.000	57302913	0	100.000	
		Public - Institutional holders	5743419	5101443	88.822	5101443	0	100.000	
		Public - Others	18669521	3629972	19.443	3629122	850	99.977	0.023
Grand Total	81715853	66034328	80.810	66033478	850	99.999	0.001		





P. Eswaramoorthy BSc., FCS.,
Company Secretary in Practice

SCRUTINIZER'S REPORT FOR E VOTING AND POLL

(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Companies (Management and Administration) Amendment Rules, 2015

To

The Chairman
42nd Annual General Meeting of the Equity Shareholders of
M/s. SHANTHI GEARS LIMITED
(CIN: L29130TZ1972PLC000649)
Held on Thursday, the 30th day of July, 2015 at 4.00 P.M at
304-A, Trichy Road,
Singanallur,
Coimbatore- 641 005
Tamil Nadu, India



Dear Sir,

I, P.Eswaramoorthy, B.Sc., FCS, Practising Company Secretary 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 on e-voting carried out as per the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Amended Rules 2015 on the below mentioned resolution(s), at the 42nd Annual General Meeting of the Equity Shareholders of Shanthi Gears Limited, held on 30th day of July, 2015 at 04.00 P.M at 304-A, Trichy Road, Singanallur, Coimbatore – 641 005, 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 42nd 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 render 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.

We submit our report as under.

1. The e-voting period remained open from 27th July, 2015 (10.00 A.M IST) to 29th July, 2015 (5.00 P.M IST)
2. The Shareholders holding shares as on the "Cut off " date ie., 23rd July, 2015 were entitled to vote on the proposed resolutions (Item No. 1 to 7 as set out in the notice of the 42nd Annual General Meeting of Shanthi Gears Limited)
3. The remote e voting unblocked on 30th July, 2015 after conclusion of the Annual General Meeting in the presence of two witnesses, Ms.A.Sanofar and Mr.M.S.Sivakumar who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

A. Sanofar

.....
(A.Sanofar)

5/1B, Karikalan Street,
Ashokapuram, Erode - 638004
(Camp at Coimbatore)

J. Sivakumar

.....
(M.S.Sivakumar)

46/1, KAMARAJ NAKK,
THADAGAM ROAD,
COIMBATORE - 641025

4. The details containing, inter- alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e voting website of Central Depository Services Limited (<https://www.evoting.nsdl.com/>).
5. After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in my presence with due identification marks 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. The Company has received two proxies out of which one is invalid and one proxy attended and voted at the meeting.
8. The Consolidated results are as under:



ORDINARY BUSINESS:

ITEM NO.1

ORDINARY RESOLUTION

Adoption of Financial Statements

(i) VOTES CASTED IN FAVOUR OF THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	58	61567387	
Poll	39	4475301	
Total Voting	97	66042688	100.0000%

(ii) VOTES CASTED AGAINST THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	Nil	Nil	
Poll	Nil	Nil	
Total Voting	Nil	Nil	0%

(iii) INVALID VOTES

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	Nil	Nil	
Poll	Nil	Nil	
Total Voting	Nil	Nil	0%

Based on the aforesaid results, Ordinary Resolution as contained Item No.1 has been passed with requisite Majority.



ITEM NO. 2

ORDINARY RESOLUTION

Confirmation of Interim Dividend

(i) VOTES CASTED IN FAVOUR OF THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	58	61567387	
Poll	38	4475201	
Total Voting	96	66042588	99.9998%

(ii) VOTES CASTED AGAINST THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	Nil	Nil	
Poll	Nil	Nil	
Total Voting	Nil	Nil	0%

(iii) INVALID/ ABSTAIN VOTES

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	Nil	Nil	
Poll	1	100	
Total Voting	1	100	0.0002%

Based on the aforesaid results, Ordinary Resolution as contained Item No.2 has been passed with requisite Majority.



ITEM NO. 3

ORDINARY RESOLUTION

Re -appointment of Mr L Ramkumar as Director

(i) VOTES CASTED IN FAVOUR OF THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	57	61567287	
Poll	38	4475201	
Total Voting	95	66042488	99.9996%

(ii) VOTES CASTED AGAINST THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	1	100	
Poll	Nil	Nil	
Total Voting	1	100	0.0002%

(iii) INVALID / ABSTAIN VOTES

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	Nil	Nil	
Poll	1	100	
Total Voting	1	100	0.0002%

Based on the aforesaid results, Ordinary Resolution as contained Item No.3 has been passed with requisite Majority.



ITEM NO. 4

ORDINARY RESOLUTION

Ratification of Auditors appointment and to fix their remuneration.

(i) VOTES CASTED IN FAVOUR OF THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	57	61566887	
Poll	38	4475201	
Total Voting	95	66042088	99.9990%

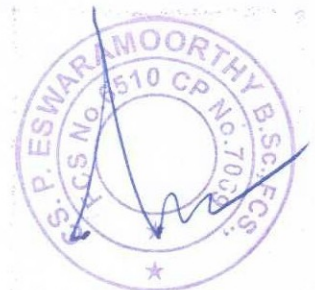
(ii) VOTES CASTED AGAINST THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	1	500	
Poll	Nil	Nil	
Total Voting	1	500	0.0008%

(iii) INVALID / ABSTAIN VOTES

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	Nil	Nil	
Poll	1	100	
Total Voting	1	100	0.0002%

Based on the aforesaid results, Ordinary Resolution as contained Item No.4 has been passed with requisite Majority.



SPECIAL BUSINESS:

ITEM NO. 5

ORDINARY RESOLUTION

Appointment of Ms. Soundara Kumar as an Independent Director

(i) VOTES CASTED IN FAVOUR OF THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	57	61567287	
Poll	38	4475201	
Total Voting	95	66042488	99.9996%

(ii) VOTES CASTED AGAINST THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	1	100	
Poll	Nil	Nil	
Total Voting	1	100	0.0002%

(iii) INVALID/ABSTAIN VOTES

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	Nil	Nil	
Poll	1	100	
Total Voting	1	100	0.0002%

Based on the aforesaid results, Ordinary Resolution as contained Item No.5 has been passed with requisite Majority.



ITEM NO. 6

ORDINARY RESOLUTION

Ratification of Remuneration to Cost Auditor.

(i) VOTES CASTED IN FAVOUR OF THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	56	61566287	
Poll	38	4475201	
Total Voting	94	66041488	99.9982%

(ii) VOTES CASTED AGAINST THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	Nil	Nil	
Poll	Nil	Nil	
Total Voting	Nil	Nil	0%

(iii) INVALID /ABSTAIN VOTES

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	2	1100	
Poll	1	100	
Total Voting	3	1200	0.0018%

Based on the aforesaid results, Ordinary Resolution as contained Item No.6 has been passed with requisite Majority.



ITEM NO. 7

SPECIAL RESOLUTION

Payment of Commission to Non-Executive Directors.

(i) VOTES CASTED IN FAVOUR OF THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	55	61565787	
Poll	34	4467691	
Total Voting	89	66033478	99.9859%

(ii) VOTES CASTED AGAINST THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	2	600	
Poll	2	250	
Total Voting	4	850	0.0014%

(iii) INVALID/ABSTAIN VOTES

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	1	1000	
Poll	3	7360	
Total Voting	4	8360	0.0127%

Based on the aforesaid results, Special Resolution as contained Item No.7 has been passed with requisite Majority.



1. All relevant records of electronic voting will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 42nd 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,



P. Eswaramoorthy
Company Secretary in practice
FCS No.6510, COP. 7069

Date: 30.07.2015

Place : Coimbatore

