

## SHANTHI GEARS LIMITED

Regd. Office: 304-A, Trichy Road, Singanallur, Coimbatore-641005, Tamil Nadu  
 CIN: L29130TZ1972PLC000649  
 Website: www.shanthigears.com Email: cs@shanthigears.murugappa.com  
 Phone: 91-422-4545745 Fax: 91-422-4545700

### FORM NO. MGT - 11 PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name & Address of the member(s):  
 Folio No./Client ID  
 DP ID  
 E-mail ID:

I/We being the member(s) holding ..... shares of the above named Company, hereby appoint:

- 1) Name : .....  
 Address:.....  
 Email ID :..... Signature ..... or failing him/her
- 2) Name : .....  
 Address:.....  
 Email ID :..... Signature ..... or failing him/her
- 3) Name : .....  
 Address:.....  
 Email ID :..... Signature .....

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 44<sup>th</sup> Annual General Meeting of the Company, to be held on Wednesday, 26<sup>th</sup> July, 2017, at 4:00 p.m. IST, at the Registered Office of the Company at 304-A, Trichy Road, Singanallur, Coimbatore-641005, Tamil Nadu and at any adjournment thereof in respect of such resolutions as are indicated on reverse:

✂ Cut here P.T.O.

#### Electronic Voting Particulars

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD
<b>106342</b>		

✂ Cut here

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### ATTENDANCE SLIP

#### Attendance by

Please ✓ the appropriate box

- Member
- Proxy
- Authorised Representative

Folio No. / Demat ID :

No. of Shares held :

I hereby record my presence at 44<sup>th</sup> Annual General Meeting being held on Wednesday, 26<sup>th</sup> July, 2017 at the Registered Office of the Company at 304-A, Trichy Road, Singanallur, Coimbatore-641005.

\* Strike out whichever is not applicable

\_\_\_\_\_  
 Signature of Member / Proxy\*

Resolution Number	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
<b>Ordinary Business</b>				
1	Adoption of Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2017, the Report of the Board of Directors and the Auditor's Report thereon.			
2	Approve the dividend of ₹ 0.75 per share for the financial year 2016-17.			
3	Appoint Director in place of Mr. L Ramkumar (DIN 00090089), who retires by rotation and being eligible, offers himself for re-appointment.			
4	Ratification of appointment of M/s. Deloitte Haskins & Sells as the auditors of the Company and to fix their remuneration for the financial year 2017-18.			
<b>Special Business</b>				
5	Re-appoint Mr. C R Swaminathan (DIN 00002169) as an Independent Director of the Company for one year from the conclusion of this 44 <sup>th</sup> Annual General Meeting.			
6	Ratification of remuneration payable to Cost Auditor Mr. B Venkateswar, Cost Accountant for the financial year 2017-18.			

Signed this ..... day of ..... 2017.

Signature of the member : .....

Signature of Proxy holder (s) : .....



**Note :**

1. This form of proxy, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.