

**SHANTHI GEARS LIMITED**

Regd. Office : 304-A, Trichy Road, Singanallur, Coimbatore - 641 005, 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 43<sup>rd</sup> Annual General Meeting of the Company, to be held on Monday, 25<sup>th</sup> July, 2016, at 2:00 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:

P.T.O.

✂ Cut here

**Electronic Voting Particulars**

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD
<b>104207</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 43<sup>rd</sup> Annual General Meeting being held on Monday, 25<sup>th</sup> July, 2016 at the Registered Office of the Company at 304-A, Trichy Road, Singanallur, Coimbatore-641005

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 31st March, 2016, the Report of the Board of Directors and the Auditor's thereon			
2	Confirm the interim dividend of ₹ 0.50 per share declared by the Board of Directors of the Company on 27 <sup>th</sup> January, 2016.			
3	Appoint Director in place of Mr. M M Murugappan (DIN 00170478), 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 2016-17.			
<b>Special Business</b>				
5	Re-appoint Mr V Venkiteswaran (DIN 00062246) as an Independent Director of the Company for one year from the conclusion of this 43 <sup>rd</sup> Annual General Meeting.			
6	Ratification of remuneration payable to Cost Auditor Mr. B Venkateswar, Cost Accountant for the financial year 2016-17.			

Signed this ..... day of ..... 2016

Signature of the member : .....

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

Affix ₹1/-  
Revenue  
Stamp

**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.