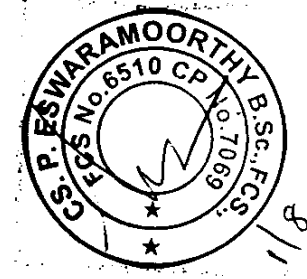


**SCRUTINIZER'S REPORT FOR E VOTING AND POLL**

**(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  
41<sup>st</sup> Annual General Meeting of the Equity Shareholders of  
**M/s. SHANTHI GEARS LIMITED**  
**(CIN: L29130TZ1972PLC000649)**  
Held on Saturday, the 26<sup>th</sup> 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 41<sup>st</sup> Annual General Meeting of M/s. SHANTHI GEARS LIMITED held on 26<sup>th</sup> 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 20<sup>th</sup> day of July, 2014 (10.00 AM) to Monday the 21<sup>st</sup> day of July,2014 (6.00 PM) and the Chairman of the 41<sup>st</sup> Annual General Meeting (AGM) of the Company has appointed me as the Scrutinizer for the poll held at the 41<sup>st</sup> Annual General Meeting of the Company on 26<sup>th</sup> 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 41<sup>st</sup> Annual General Meeting dated 29<sup>th</sup> April, 2014.

**Responsibility as a Scrutinizer**

My responsibility, as a Scrutinizer for the e-voting process and for the poll at the 41<sup>st</sup> 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 41<sup>st</sup> 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 41<sup>st</sup> Annual General Meeting.

**CS P.ESWARAMOORTHY B.SC., FCS**  
**Company Secretary in Practice**

I have already issued a separate Scrutinizer's report dated 22<sup>nd</sup> July, 2014 on the e- voting process and also a Separate Scrutinizer's report dated 26<sup>th</sup> July, 2014 in the prescribed Form MGT- 13 on the poll taken at the 41<sup>st</sup> 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 31<sup>st</sup> March, 2014 and the Balance Sheet as on that date and the Auditor's Report thereon.

**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	25	58832232	-
Poll	56	971681	-
Total Voting	81	59803913	100%

**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	-

**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	-



**CS P.ESWARAMOORTHY B.SC., FCS**  
**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**

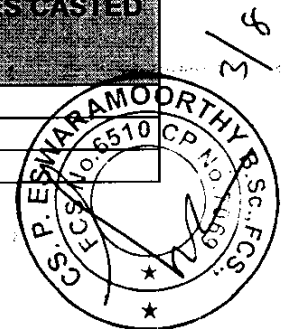
MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	24	58832132	-
Poll	56	971681	-
Total Voting	80	59803813	100%

**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	0.00%

**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	-



**ITEM NO. 3**

**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.

**PS P.ESWARAMOORTHY B.SC., FCS**  
**Company Secretary in Practice**

**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	25	58832232	-
Poll	55	970681	-
Total Voting	80	59802913	100%

**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	1	1000	0.00
Total Voting	1	1000	0.00

**INVALID VOTES**

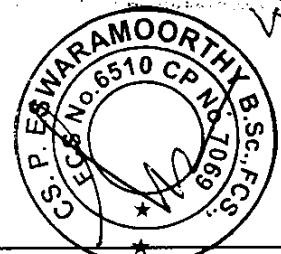
MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	Nil	Nil	-
Poll	Nil	Nil	-
Total Voting	Nil	Nil	-

**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.



**PS P.ESWARAMOORTHY B.SC., FCS**  
**Company Secretary in Practice**

**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	24	58832132	-
Poll	55	971661	-
Total Voting	79	59803793	100.00%

**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	1	20	-
Total Voting	2	120	0.00%

**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	-

**ITEM NO. 5**

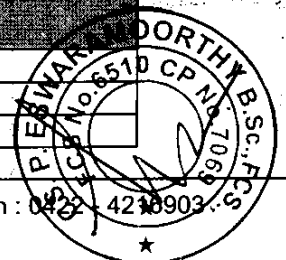
**ORDINARY RESOLUTION**

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**

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	25	58832157	-
Poll	55	971661	-
Total Voting	80	59803818	100.00%

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**CS P.ESWARAMOORTHY B.SC., FCS**  
**Company Secretary in Practice**

**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	1	20	-
Total Voting	2	120	0.00%

**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	-

**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.

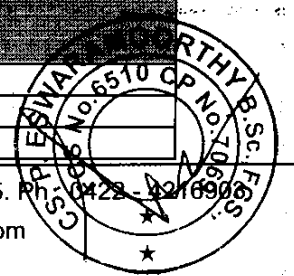
**VOTES CASTED IN FAVOUR OF THE RESOLUTION**

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	25	58832157	-
Poll	54	970661	-
Total Voting	79	59802818	100%

**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	2	1020	-
Total Voting	3	1120	0.00%

6/8



**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	-

**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**

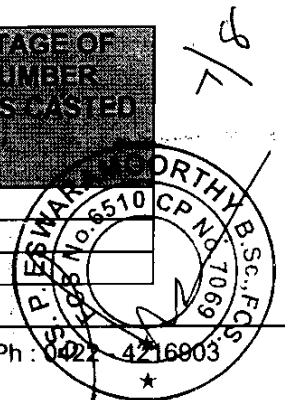
MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	25	58832157	-
Poll	56	971681	
Total Voting	81	59803838	100.00%

**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	0	0	-
Total Voting	1	100	0.00%

**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	-



**CS P.ESWARAMOORTHY B.SC., FCS**  
**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**

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	26	58832222	-
Poll	55	971661	-
Total Voting	81	59803883	100.00%

**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	1	20	-
Total Voting	2	120	-

**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	-

\*\* 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. 6516 CP No. 7089**