

SHANTHI GEARS LIMITED

304-A, Trichy Road, Singanallur, Coimbatore-641005

Tel: 91-422-4545745 Fax: 91-422-4545700

Email: cs@shanthigears.murugappa.com Website: www.shanthigears.com

CIN: L29130TZ1972PLC000649

POSTAL BALLOT FORM*(Please read the instruction printed overleaf carefully before completing this Form.)*

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| 1. Registered Folio No./ DP ID No. & Client ID No. * *(Applicable to investors holding shares in dematerialized form) |
| 2. Name and Registered Address of the sole/first named Member |
| 3. Name(s) of the Joint-Holder(s)/ Member(s), if any |
| 4. Number of shares held |

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company dated 26th December, 2018 by sending my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below:

| Item No. | Description | No. of Shares | I / We assent to the Resolution (FOR) | I / We dissent to the Resolution (AGAINST) |
|----------|--|---------------|---------------------------------------|--|
| 1. | Special Resolution to consider and approve Buyback of its Equity Shares by the Company for an aggregate amount upto ₹70/-Crores (Rupees Seventy Crores only) and being 22.07% of the aggregate paid-up equity capital and free reserves of the Company as on March 31, 2018, at a price of ₹140/- (Rupees One Hundred and Forty only) per Equity Share in accordance with the provisions contained in the Securities and Exchange Board of India(Buy Back of Securities) Regulations, 2018, the Companies Act, 2013 and Rules made thereunder. | | | |

Place :

Signature of the Shareholder/Beneficial Owner
(Refer instruction no.3. over-leaf)

Date :

| EVEN (E voting Event Number) | USER ID | PASSWORD (PIN) |
|------------------------------|---------|----------------|
| 110328 | | |

Notes : (i) If the voting rights are exercised electronically, there is no need to use this Form.
(ii) Last date for receipt of Postal Ballot Form by Scrutinizer is Tuesday, 29th January, 2019.

(PTO)

INSTRUCTIONS

1. A Member desiring to exercise his/her vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if deposited in person or sent by courier at the expense of the Member will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This Postal Ballot Form should be completed and signed by the Member as per the specimen signature registered with the Company. In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member. Unsigned/incorrect Postal Ballot Forms will be rejected. The right of voting by Postal Ballot shall not be exercised by a Proxy.
4. In case of companies, trusts, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/ Authority to the person voting on the Postal Ballot Form.
5. In case holders of Power of Attorney sign the Postal Ballot Form, reference of Power of Attorney registration by the Company should be mentioned in the Postal Ballot Form.
6. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours (5.00 P.M) on Tuesday, the 29th January, 2019. Postal Ballot Forms received after this date will be strictly treated as if the reply from such Member has not been received.
7. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at Item no. 6 above.
8. For shares held in demat form, the voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on Wednesday, 26th December, 2018 viz., the date of download of beneficial position from NSDL and CDSL. For shares held in physical form, the voting rights shall be reckoned with as on the same date as aforementioned viz., Wednesday, 26th December, 2018.
9. A Member need not use all his/her votes nor does he/she need to cast his/her votes in the same way.
10. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed business reply envelope. Any extraneous paper found in such envelope will be destroyed by the Scrutinizer.
11. The Scrutinizer's decision on the validity of a Postal Ballot form will be final.
12. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.