

# SHANTHI GEARS LIMITED

Regd. Office : 304-A, Trichy Road, Singanallur, Coimbatore - 641 005, Tamil Nadu.

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Website : www.shanthigears.com E-mail : cs@shanthigears.murugappa.com

CIN : L29130TZ1972PLC000649.

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **46<sup>th</sup> Annual General Meeting** of the Members of Shanthi Gears Limited will be held on **Tuesday, the 23<sup>rd</sup> day of July, 2019 at 4.00 p.m.** at Jenneys Residency, 2/2 Avinashi Road, Opposite to CIT, Civil Aerodrome Post, Peelamedu, Coimbatore-641014, Tamil Nadu to transact the following business:

### Ordinary Business

#### 1. Adoption of Financial Statements

To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION :

RESOLVED that the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019, the Report of the Board of Director's and the Auditor's Report thereon, be and are hereby received and adopted.

#### 2. Declaration of Dividend

To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION :

RESOLVED that out of the profits for the financial year ended 31<sup>st</sup> March, 2019, a final dividend at the rate of ₹ 1/- (Rupee One Only) per share on the equity share capital of the Company, as recommended by the Board of Directors, be and the same is hereby declared for the financial year, 2018-19 and that the said dividend be paid to the Members whose names appear on the Register of Members as on 23<sup>rd</sup> July, 2019 or their mandatees, in case the shares are held in physical form, thus making a total dividend of ₹ 6/- per equity share of ₹ 1/- each for the financial year, including the one-time special interim dividend of ₹ 5/- per share already paid.

RESOLVED FURTHER that in respect of shares held in electronic form, the dividend be paid to the beneficial holders of the dematerialised shares as per details furnished by the depositories for this purpose.

#### 3. Re-appointment of Mr. L Ramkumar as Director

To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION :

RESOLVED that pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. L Ramkumar (holding DIN 00090089), Director, who retires by rotation at the 46<sup>th</sup> Annual General Meeting, be and is hereby re-appointed as Director of the Company.

#### **4. To approve the ratification of appointment and terms of remuneration for Statutory Auditors**

To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No.008072S) as the statutory auditor of the Company from the conclusion of 46<sup>th</sup> Annual General Meeting (2019) till the conclusion of 50<sup>th</sup> Annual General Meeting (2023) at a remuneration of ₹10 Lakhs for financial year 2019-20 plus applicable taxes and reimbursement of out of pocket expenses incurred by them in connection with the said audit be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof) be and is hereby authorised to fix the remuneration payable to M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No.008072S) statutory auditors of the Company, from time to time including the actual travelling and out of pocket expenses incurred in connection with the audit, in addition to taxes as applicable, during the appointed period till the conclusion of 50<sup>th</sup> Annual General Meeting (2023).

#### **Special Business**

#### **5. Appointment of Mr. Vellayan Subbiah as a Director**

To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION :

RESOLVED that pursuant to the provisions of Section 152,161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company Mr. Vellayan Subbiah (holding DIN 01138759), an additional Director, holding office up to the date if this Annual General Meeting be and is hereby appointed as a Director of the Company liable to retire by rotation.

#### **6. Appointment of Mr. Krishna Samaraj as an Independent Director**

To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION :

RESOLVED that pursuant to the provisions of Sections 149 read with Schedule IV, 150, 152, 161 and other applicable provisions of the Companies Act, 2013, the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and the Articles of Association of the Company, Mr. Krishna Samaraj (holding DIN 00048547), Additional Director, who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years i.e., from the date of the 46<sup>th</sup> Annual General Meeting (2019) till the date of the 51<sup>st</sup> Annual General Meeting (2024) of the Company [both dates inclusive].

#### **7. Re-appointment of Mr. J Balamurugan as an Independent Director**

To consider and if deemed fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION :

RESOLVED that pursuant to Section 149 and read with Section 150, 152 and schedule IV and other applicable provisions of the Companies Act, 2013, the Rules thereunder (including any statutory modification(s) of re-enactment(s) thereof for the time being in force) and in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and the Articles of Association of the Company, Mr. J Balamurugan (holding DIN 00023309), Director, who holds office up to the date of this Annual General Meeting, be and is hereby re-appointed as Independent Director of the Company, not liable to retire by rotation, for a term of five years i.e. from the date of the 46<sup>th</sup> Annual General Meeting (2019) till the date of the 51<sup>st</sup> Annual General Meeting (2024) of the Company [both dates inclusive].

#### **8. Ratification of Remuneration to Cost Auditor**

To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

RESOLVED that pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable during the financial year 2019-20 to Mr. B Venkateswar, Cost Accountant having Membership No. 27622 and holding Registration No.100753 appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2019-20, amounting to Rs.60,000/- (Rupees Sixty Thousand Only) plus applicable taxes, as may be applicable, be and is hereby ratified and confirmed.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

**By Order of the Board**

Coimbatore  
29<sup>th</sup> April, 2019

**C Subramaniam**  
Company Secretary

**NOTES :**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote for or against a resolution instead of himself / herself. Such proxy need not be a member of the Company. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. Proxy, in order to be effective, must be received by the Company not less than 48 hours before the Meeting. Corporate members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting.
2. Explanatory Statement of material facts pursuant to Section 102 of the Companies Act, 2013 for Item Nos 5 to 8 of the Notice is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 13<sup>th</sup> July, 2019 to 23<sup>rd</sup> July, 2019 (Both days inclusive).
4. Members are requested to intimate the Registrar and Transfer Agent viz., **S.K.D.C. Consultants Limited, Kanapathy Towers, 3<sup>rd</sup> Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore-641006, Tamil Nadu (RTA)**, of any change in their address/details about their Bank Account number, Name of the Bank, Bank's Branch name and address to enable the Company to make electronic remittance of dividend or alternatively, for incorporating in the dividend warrants. For shares held in dematerialised form, change in address/Bank account particulars may be intimated directly to the Member's Depository Participant(s).
5. As per the requirements of Section 124 of the Companies Act, 2013, the Company has transferred unclaimed dividends up to the year 2010-11 and shares in respect of dividend has not been paid or claimed for seven consecutive years to the Investor Education and Protection Fund constituted by the Central Government.
6. Members holding shares in physical form are encouraged to nominate a person to whom their shareholding in the Company shall vest in the event of their demise. Nomination forms will be sent to the Members, on request, by the RTA.
7. The Members vide resolution dated 2<sup>nd</sup> August, 2018 had appointed M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No.008072S), as statutory auditors of the Company from the conclusion of 45<sup>th</sup> Annual General Meeting (2018) till the conclusion of 50<sup>th</sup> Annual General Meeting (2023) subject to ratification of such appointment by members at every AGM. The requirement of ratification by members at every AGM is omitted vide notification dated 7<sup>th</sup> May, 2018 issued by the Ministry of Corporate Affairs. Accordingly, a one-time ratification till the conclusion of 50<sup>th</sup> Annual General Meeting is proposed.
8. As per SEBI directive, it is mandatory for the transferees to furnish self-attested copy of the PAN (Permanent Account Number) card to the Company/RTA for registration of transfer/transmission/ transposition of shares in the physical form.
9. The Annual Report 2019, Notice of the 46<sup>th</sup> AGM with instructions for e-voting, along with the Attendance Slip and Proxy Form are being sent by electronic mode only to all the members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the above are being sent.
10. Instructions on e-voting is annexed to this notice.

**By Order of the Board**

Coimbatore  
29<sup>th</sup> April, 2019

**C Subramaniam**  
Company Secretary

## ANNEXURE TO THE NOTICE

### **Details of the Director seeking re-appointment at the 46<sup>th</sup> Annual General Meeting vide item no. 3 of the notice dated 29<sup>th</sup> April, 2019**

[Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

The resume of Mr. L Ramkumar, in brief and other details required to be provided pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided below for the consideration of the Members:

#### **Mr. L Ramkumar**

Mr. L Ramkumar is a Cost Accountant and has a Post Graduate Diploma in Management from Indian Institute of Management, Ahmedabad. He joined the Board on 3<sup>rd</sup> September, 2012. He has over 39 years of rich and varied experience in Management including 27 years in Tube Investments of India Limited. He is the Chairman of the Company.

Mr. L Ramkumar is the Chairman of Stakeholders Relationship Committee and member of Nomination & Remuneration Committee and Corporate Social Responsibility Committee of the Company.

Details of other Directorships and memberships Committees held by Mr. L Ramkumar are as follows :

<b>Director</b>	<b>Committee Membership</b>
Great Cycles (Private) Limited, Srilanka Creative Cycles (Private) Limited, Srilanka	<b>NIL</b>

Mr. L Ramkumar does not hold any equity shares of the Company.

Mr. L Ramkumar is not related to the other Directors and Key Managerial Personnel of the Company, and their relatives. Except Mr. L Ramkumar, none of the Directors and Key Managerial Personnel, and their relatives, is concerned or interested, financially or otherwise, in the Resolution relating to his appointment.

The other details relating to Mr. L Ramkumar pursuant to the Secretarial Standard on General Meetings appear in the Annual Report under Director's Profile, Corporate Governance Report and Annexure thereto.

### **Statement in respect of the Special Business under item nos. 5 to 8 (pursuant to Section 102 of the Companies Act, 2013) of the Notice dated 29<sup>th</sup> April, 2019**

#### **Item No.5**

Mr. Vellayan Subbiah, holding DIN 01138759 was appointed as an Additional Director of the Company with effect from 1<sup>st</sup> February, 2019 pursuant to Section 161 of the Companies Act, 2013 ('the Act') and hold office up to the date of ensuing Annual General Meeting. The Company has received the requisite consent and disclosure forms from him. The Company has also received a notice in writing from a Member under Section 160 of the Act in respect of Mr. Vellayan Subbiah's appointment.

Mr. Vellayan Subbiah holds a degree of Bachelor of Technology in Civil Engineering from the Indian Institute of Technology-Madras and a Masters in Business Administration from the University of Michigan, USA. His professional experience includes a six year stint with McKinsey, Chicago and associations with 24/7 Customer Inc., Las Gatos and The Carlyle Group, San Francisco. He later joined the Murugappa Group in 2005, steering its BPO arm, Laserwords as its Managing Director till 2010 and was the Managing Director of Cholamandalam Investment and Finance Company Ltd, from 2010 to July 2017. He is currently the Managing Director of Tube Investments of India Limited (TII).

Details of other Directorships and Committee memberships held by Mr. Vellayan Subbiah are as follows:

<p><b>Managing Director</b> Tube Investments of India Ltd (Listed Entity)</p> <p><b>Director</b> SRF Limited (Listed Entity) Havells India Limited (Listed Entity) Ambadi Investments Limited Cherrytin Online Private Limited</p>	<p><b>Committee Membership</b></p> <p><b>Audit Committee Member</b> SRF Limited</p> <p><b>Stakeholders' Relationship Committee Member</b> Tube Investments of India Limited</p> <p><b>Shares &amp; Debentures Committee Member</b> Tube Investments of India Limited</p> <p><b>Loans Committee Member</b> Tube Investments of India Limited</p> <p><b>Risk Management Committee Member</b> Tube Investments of India Limited</p> <p><b>Corporate Social Responsibility Committee Chairman</b> Havells India Limited</p>
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Mr. Vellayan Subbiah does not hold any equity shares of the Company.

The other details relating to Mr.Vellayan Subbiah pursuant to the Secretarial Standard on General Meetings appear in the Annual Report under Director's Profile, Corporate Governance Report and Annexure thereto.

The Board recommends his appointment as a Director liable to retire by rotation, for approval by the Members of the Company.

Mr. Vellayan Subbiah is not related to the other Directors and Key Managerial Personnel of the Company and their relatives.

Except Mr. Vellayan Subbiah, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives, is concerned or interested, financially or otherwise in the aforesaid Ordinary Resolution.

#### **Item No.6**

Mr. Krishna Samaraj, holding DIN 00048547 was appointed as an Additional Director (Non-Executive Independent Director) of the Company with effect from 25<sup>th</sup> March, 2019 pursuant to Section 161 of the Companies Act, 2013 ('the Act') and hold office up to the date of ensuing Annual General Meeting. The Company has received the requisite consent and disclosure forms from him. The Company has also received a notice in writing from a Member under Section 160 of the Act in respect of Mr. Krishna Samaraj's appointment.

Mr. Krishna Samaraj is an Engineering Graduate with a Masters in Business Administration from the University of Michigan, USA. He is currently the Managing Director of Magna Electro Castings Limited.

Details of other Directorships and Committee memberships held by Mr. Krishna Samaraj are as follows :

<p><b>Managing Director</b> Magna Electro Castings Ltd (Listed Entity)</p> <p><b>Director</b> Veejay Terry Products Limited Chandra Textiles Private Limited Foundries Development Foundation</p>	<p><b>Committee Membership</b></p> <p><b>Stakeholders Relationship Committee Member</b> Magna Electro Castings Limited Veejay Terry Products Limited</p> <p><b>Corporate Social Responsibility Committee Member</b> Magna Electro Castings Limited</p>
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Mr. Krishna Samaraj does not hold any equity shares of the Company

The other details relating to Mr. Krishna Samaraj pursuant to the Secretarial Standard on General Meetings appear in the Annual Report under Director's Profile, Corporate Governance Report and Annexure thereto.

In the opinion of the Board, Mr. Krishna Samaraj fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as an Independent Director of the Company and is Independent of the Management. Accordingly, the Board of Directors have recommended his appointment as an Independent Director for a term of five consecutive years, from the date of the 46<sup>th</sup> Annual General Meeting (2019) till the date of the 51<sup>st</sup> Annual General Meeting (2024) of the Company (both days inclusive). The draft letter for appointment of Mr. Krishna Samaraj as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day up to the date of the AGM.

The Board consider that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Krishna Samaraj as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Krishna Samaraj as an Independent Director, for approval by the shareholders of the Company.

Mr. Krishna Samaraj is not related to the other Directors and Key Managerial Personnel of the Company and their relatives.

Except Mr. Krishna Samaraj, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the aforesaid Ordinary Resolution.

**Item No.7**

Mr. J Balamurugan, holding DIN 00023309 was originally appointed as a Director of the Company by the Board of Directors on 3<sup>rd</sup> September, 2012 and by the shareholders in General Meeting held on 24<sup>th</sup> July, 2014. Mr. J Balamurugan, retires at the ensuing Annual General Meeting. It is proposed that Mr. J Balamurugan be re-appointed as an Independent Director for further five years i.e. from the date of the ensuing 46<sup>th</sup> Annual General Meeting (2019) until the conclusion of 51<sup>st</sup> Annual General Meeting (2024). The Company has received the requisite consent and disclosure forms from him. The Company has also received a notice in writing from a Member under Section 160 of the Act in respect of Mr. J Balamurugan's re-appointment.

Mr. J Balamurugan is an Electronics Engineer from Regional Engineering College, Trichy. He has also done the Management Programme for Entrepreneurial Firms from Indian Institute of Management, Bangalore.

Mr. J Balamurugan is the Chairman of Nomination & Remuneration Committee and Risk Management Committee and member of Audit Committee and Stakeholders Relationship Committee of the Company.

Details of other Directorships and Committee memberships held by Mr. J Balamurugan are as follows :

Managing Director	Committee Membership
Nextgen Communications Limited	
<b>Director</b>	<b>NIL</b>
Sree Karpagambal Mills Limited (Listed entity)	
Unity Electro Systems Private Limited	
Unity Mills Private Limited	
Spit-fire Motor Sports Private Limited	
Spit-fire Automotive Performance Private Limited	
Confidign Solutions Private Limited	

Mr. J Balamurugan does not hold any equity shares of the Company

The other details relating to Mr. J Balamurugan pursuant to the Secretarial Standard on General Meetings appear in the Annual Report under Director's Profile, Corporate Governance Report and Annexure thereto.

In the opinion of the Board, Mr. J Balamurugan fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder for his re-appointment as an Independent Director of the Company and is Independent of the Management. Accordingly, the Board of Directors have recommended his re-appointment as an Independent Director for a term of five consecutive years, from the date of the 46<sup>th</sup> Annual General Meeting (2019) till the date of the 51<sup>st</sup> Annual General Meeting (2024) of the Company (both days inclusive).The draft letter for appointment of Mr. J Balamurugan as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day up to the date of the AGM.

The Board consider that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. J Balamurugan as an Independent Director. Accordingly, the Board recommends the resolution in relation to re-appointment of Mr. J Balamurugan as an Independent Director, for approval by the shareholders of the Company.

Mr. J Balamurugan is not related to the other Directors and Key Managerial Personnel of the Company and their relatives.

Except Mr. J Balamurugan, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the aforesaid Special Resolution.

#### Item No.8

The Board of Directors of the Company on the recommendation of Audit Committee, approved the appointment and remuneration of Mr. B Venkateswar, Cost Accountant, to conduct the audit of cost records of the Company for the financial year 2019-20.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rules 14 (a) (ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of



the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditor during the financial year 2019-20 as set out in the resolution for the aforesaid service to be rendered by him.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the aforesaid Ordinary Resolution.

**By Order of the Board**

Coimbatore  
29<sup>th</sup> April, 2019

**C Subramaniam**  
Company Secretary

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## **INSTRUCTIONS FOR ELECTRONIC VOTING ('e-voting')**

Pursuant to provisions of section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to offer e-voting facility ("remote e-voting") to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 46<sup>th</sup> Annual General Meeting to be held on Tuesday, July 23, 2019, at 4:00 p.m. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility.

### **Steps for E-Voting:**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1 :** Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>

**Step 2 :** Cast your vote electronically on NSDL e-Voting system.

### **Details on Step 1 is mentioned below:**

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - ii) If your email ID is not registered, initial password is provided at the bottom of attendance slip/proxy form for the AGM sent to you on your postal address.

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

- a) Click on “Forgot User Details / Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number / folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General instructions**

1. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [eswarfcs@gmail.com](mailto:eswarfcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details / Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
4. The e-voting period commences on Saturday, 20<sup>th</sup> July, 2019 (10:00 a.m. IST) and ends on Monday, 22<sup>nd</sup> July, 2019 (5:00 p.m. IST). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 16<sup>th</sup> July, 2019, may cast their vote electronically. The e-voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
5. Mr. P Eswaramoorthy, Proprietor, P Eswaramoorthy and Company, Practicing Company Secretaries (Membership No. FCS 6510), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

6. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
7. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
8. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date viz., 16<sup>th</sup> July, 2019. However, a person who is not a Member as on cut-off date should treat this Notice for information purpose only.
9. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than Forty Eight Hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
10. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.shanthigears.com](http://www.shanthigears.com) and the website of NSDL immediately after declaration of results by Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.

All documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013, will be available for inspection at the Registered Office of the Company during business hours on all working days up to the date of declaration of the result of the 46<sup>th</sup> Annual General Meeting of the Company.

**By Order of the Board**

Coimbatore  
29<sup>th</sup> April, 2019

**C Subramaniam**  
Company Secretary

