

SHANTHI GEARS LIMITED

Regd. Office: 304-A, Trichy Road, Singanallur, Coimbatore-641005, Tamil Nadu

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

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

CIN: L29130TZ1972PLC000649

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **47th Annual General Meeting** of the Members of Shanthi Gears Limited will be held on **Tuesday, the 21st day of July, 2020 at 4.00 p.m. IST** through **Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”)** 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 31st March, 2020, the Report of the Board of Director's and the Auditor's Report thereon, be and are hereby received and adopted.

2. Confirmation of Interim Dividend

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

RESOLVED that an interim dividend of ₹ 2/- (Rupees Two Only) per share declared by the Board of Directors of the Company on 28th February for the financial year 2019 - 20 , be and is hereby approved as final dividend for the year ended 31st March, 2020.

3. Re-appointment of Mr. Vellayan Subbiah 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. Vellayan Subbiah (holding DIN 01138759), Director, who retires by rotation at the 47th Annual General Meeting, be and is hereby re-appointed as Director of the Company.

Special Business

4. Re-appointment of Ms. Soundara Kumar 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, Ms. Soundara Kumar (holding DIN 01974515), 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 47th Annual General Meeting (2020) till the date of the 52nd Annual General Meeting (2025) of the Company [both dates inclusive].

5. Payment of Commission to Non-Executive Directors

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

RESOLVED that in accordance with the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as “the Act”) read with the Articles of Association of the Company, the Directors of the Company (including the alternate Directors), who are neither in the whole-time employment of the Company nor are the Managing Director(s)/Manager of the Company, be paid, in respect of each of the financial years of the Company, on and from the financial year which commenced from the 1st of April, 2020 up to the financial year ending on the 31st March, 2025, a remuneration by way of commission not exceeding an amount equal to one percent of the net profits of the Company as computed under Section 198 of the Act.

RESOLVED FURTHER that the Board of Directors be and is hereby authorised to decide, from time to time, the quantum and manner of distribution of the amount of commission to one or more Directors within the limits prescribed and in terms of the Act.

RESOLVED FURTHER that the aforesaid commission shall be exclusive of the fees payable to such Directors for attending the meetings of the Board and the Committees thereof.

RESOLVED FURTHER that consent of the Company be and the same is hereby accorded for payment of the aforesaid commission to such Directors who may be relatives/partners of other Directors.

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

6. 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 2020-21 to Mr. B Venkateswar, Cost Accountant having Membership No. 27622 and holding Firm 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 2020-21, amounting to ₹ 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
26th May, 2020

C.Subramaniam
Company Secretary

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA and SEBI Circulars, the AGM of the Company is being held through VC/OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution /Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to : rsaevoting@gmail.com with a copy marked to evoting@nsdl.co.in
4. Explanatory Statement of material facts pursuant to Section 102 of the Companies Act, 2013 for Item Nos 4 to 6 of the Notice is annexed here to.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 11 July 2020 to 21 July 2020 (Both days inclusive) for the purpose of AGM.
6. Members are requested to intimate the Registrar and Transfer Agent viz., **S.K.D.C. Consultants Limited, Kanapathy Towers, 3rd 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, in future. For shares held in dematerialised form, change in address / Bank account particulars may be intimated directly to the Member's Depository Participant(s).
7. As per the requirements of Section 124 of the Companies Act, 2013, the Company has transferred unclaimed dividends up to the year 2011-12 and shares in respect of dividend has not been paid or claimed for seven consecutive years to the Investor Education and Protection Fund (IEPF) constituted by the Central Government.
8. 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.
9. The Members vide resolution dated 2nd 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 45th Annual General Meeting (2018) till the conclusion of 50th Annual General Meeting (2023) subject to ratification of such appointment by members at every AGM. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the Forty-seventh AGM.

10. 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.
11. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.shanthigears.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
12. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
13. All documents referred in the accompanying Notice and the Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.30 a.m. to 5.30 p.m. IST) on all working days except Saturdays and Sundays, up to and including the date of the AGM.
14. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
15. Instructions for e-voting and joining the AGM are annexed to this notice

By Order of the Board

Coimbatore
26th May, 2020

C. Subramaniam
Company Secretary

ANNEXURE TO THE NOTICE

Details of the Director seeking re-appointment at the 47th Annual General Meeting vide item no. 3 of the notice dated 26th May 2020

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

The resume of Mr. Vellayan Subbiah, 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. Vellayan Subbiah

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) viz., the holding company.

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

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

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.

Statement in respect of the Special Business under item nos. 4 to 6 (pursuant to Section 102 of the Companies Act, 2013) of the Notice dated 26th May, 2020

Item No.4

Ms. Soundara Kumar, holding DIN 01974515 was originally appointed as a Director of the Company by the Board of Directors on 31st March 2015 and by the shareholders at the 42nd Annual General Meeting held on 30th July, 2015. Ms. Soundara Kumar, retires at the ensuing Annual General Meeting. It is proposed that Ms. Soundara Kumar be re-appointed as an Independent Director for further five years i.e. from the date of the ensuing 47th Annual General Meeting (2020) until the conclusion of 52nd Annual General Meeting (2025). The Company has received the requisite consent and disclosure forms from her. The Company has also received a notice in writing from a Member under Section 160 of the Act in respect of Ms. Soundara Kumar's re-appointment.

Ms. Soundara Kumar holds a graduate degree in Mathematics. She worked in State Bank of India for over 39 years both in India and overseas and is well experienced in the financial services industry. She retired as Deputy Managing Director, Stressed Asset Management Group of State Bank of India. She is also on the Board of various companies including Ramco Systems Ltd, Rajapalayam Mills Ltd, Tamilnadu Newsprint and Papers Limited, Bank of Baroda and Carborundum Universal Ltd.

Ms. Soundara Kumar is the Chairman of the Audit Committee and Corporate Social Responsibility Committee and a member of the Stakeholders Relationship Committee and Risk Management Committee of the Company.

Details of other Directorships and Committee memberships held by Ms. Soundara Kumar are as follows:

<p>Director Ramco Systems Limited (Listed Entity) Rajapalayam Mills Limited (Listed Entity) Sundaram Trustee Company Limited Tamilnadu Newsprint & Papers Limited (Listed Entity) Bank of Baroda (Listed Entity) Carborundum Universal Limited (Listed Entity)</p>	<p>Committee Membership Audit Committee Chairman Sundaram Trustee Company Limited Ramco Systems Limited</p> <p>Member Tamilnadu Newsprint & Paper Limited Carborundum Universal Limited</p> <p>Nomination & Remuneration Committee Member Sundaram Trustee Company Limited</p>
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Ms. Soundara Kumar does not hold any equity shares of the Company.

The other details relating to Ms. Soundara Kumar 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, Ms. Soundara Kumar fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder for her re-appointment as an Independent Director of the Company and is Independent of the Management. Accordingly, the Board of Directors have recommended her re-appointment as an Independent Director for a term of five consecutive years, from the date of the 47th Annual General Meeting (2020) till the date of the 52nd Annual General Meeting (2025) of the Company (both days inclusive). The draft letter for appointment of Ms. Soundara Kumar 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 her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. Soundara Kumar as an Independent Director. Accordingly, the Board recommends the resolution in relation to re-appointment of Ms. Soundara Kumar as an Independent Director, for approval by the shareholders of the Company.

Ms. Soundara Kumar is not related to the other Directors and Key Managerial Personnel of the Company and their relatives.

Except Ms. Soundara Kumar, 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.5

The role of non-whole-time Directors is significant in achieving good performance and establishment of good governance. The responsibility of the non-whole-time Directors has increased considerably over the years. In view of the dynamic changes in Company law and the corporate governance norms, there is a greater demand on the non-whole time Directors in terms of time and preparation for the Board and Committee meetings. Keeping in view the requirement in terms of time and quality on the part of the non-whole time Directors, it is necessary to remunerate them appropriately.

Considering the enhanced role and increased responsibilities of the Directors as stated above, it is proposed that the Directors of the Company (including alternate Directors), who are neither in the whole-time employment of the Company nor are the Managing Director(s)/Manager of the Company, be paid, for each of the five financial years, commencing from the 1st of April, 2020 up to the financial year ending on the 31st of March, 2025, a remuneration not exceeding one percent per annum of the net profits of the Company computed in accordance with the provisions of the Act and the applicable Rules, if any, thereunder. This remuneration will be distributed amongst all or some of the Directors in accordance with the directions given by the Board of Directors and subject to any other applicable requirements under the Act and the Rules thereunder. This remuneration shall be in addition to fee payable to the Directors for attending the meetings of the Board or the Committees thereof or for any other purpose whatsoever, as may be decided by the Board and the reimbursement of expenses for participating in the Board and other meetings.

Accordingly, approval of the Members is sought by way of a Special Resolution for the payment of remuneration, by way of commission, to the Directors of the Company (including alternate Directors), who are the neither in the whole-time employment of the Company nor are the Managing Director(s)/Manager of the Company, for a period of five financial years from the 1st April, 2020 up to the financial year ending on 31st March, 2025, as set out in the Resolution under Item No.5 of the Notice. The Board commends the Resolution for approval by the shareholders of the Company.

All Directors may be deemed to be concerned or interested in the Special Resolution set out therein to the extent of the remuneration, by way of commission, that may be received by them. Key Managerial Personnel of the company and their relatives are not concerned or interested, financially or otherwise, in the resolution set out in Item No.5 of the Notice.

Item No.6

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 2020-21.

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 2020-21 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
26th May, 2020

C. Subramaniam
Company Secretary

A. 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 47th Annual General Meeting to be held on Tuesday, July 21, 2020, at 4:00 p.m. IST. 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) In case you have not registered your email address with the Company/ Depository, please follow instructions mentioned below in this notice

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.
- b) **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on 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 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.

Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM:

1. Members will be able to attend the AGM through VC / OAVM by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.
Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.
2. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
3. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in/ 1800-222-990
4. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at cs@shanthigears.murugappa.com from July 15, 2020 (9:00 a.m. IST) to July 17, 2020 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views /ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

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 rsaevoting@gmail.com with a copy marked to 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 to reset the password.
- 3 In case of any queries, relating to e-voting 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 or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

In case of any grievance connected with facility for e-voting, please contact:

Ms. Pallavi Mhatre, Manager,
NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel, Mumbai 400 013.
Email: evoting@nsdl.co.in/pallavid@nsdl.co.in
Tel: 91 22 2499 4545/ 1800-222-990

- 4 Shareholders holding shares in demat mode, not registered their email address and mobile no. with DP, are immediately requested to register with your DP. Shareholders holding shares in physical form not registered their email ids with RTA/Company are requested to immediately send email to RTA viz. S.K.D.C. Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore-641006, Tamil Nadu (RTA), to info@skdc-consultants.com providing their email address and mobile no. for sending soft copy of AGM documents along with User ID and password. Alternatively, Shareholders may send an e-mail request at info@skdcconsultants.com along with scanned signed copy of request letter providing email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending AGM documents electronically. In case of queries, please write to info@skdc-consultants.com
- 5 The e-voting period commences on Saturday, 18th July, 2020 (10:00 a.m. IST) and ends on Monday, 20th July 2020 (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 14th July, 2020, 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.

6. Mr. R Sridharan of M/s. R Sridharan & Associates, Company Secretaries will act as the Scrutiniser to scrutinise the voting during AGM and remote e-voting process in a fair and transparent manner.
7. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
8. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
9. 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., 14th July, 2020. However, a person who is not a Member as on cut-off date should treat this Notice for information purpose only.
10. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote
11. 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.
12. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company 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.

Coimbatore
26th May, 2020

By order of the Board

C.Subramaniam
Company Secretary