

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 **48th Annual General Meeting** of the Members of Shanthi Gears Limited will be held on **Wednesday, the 21st day of July, 2021 at 4.00 p.m.** through **Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")** to transact the following business:

AGENDA

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, 2021, 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 the interim dividend of ₹1.50/- (One Rupee and Fifty Paise Only) per equity share declared by the Board of Directors on 10th February, 2021 for the financial year 2020-21 and paid to those Members whose names appeared on the Register of Members as on 23rd February, 2021, being the record date fixed for the purpose, be and is hereby confirmed as final dividend for the financial year ended 31st March, 2021.

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 made 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 48th Annual General Meeting, be and is hereby re-appointed as Director of the Company liable to retire by rotation.

Special Business

4. Appointment of Mr. M A M Arunachalam 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 and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, Mr. M A M Arunachalam (holding DIN 00202958), who was appointed as an Additional Director on 10th February, 2021 by the Board of Directors pursuant to Section 161(1) of the Companies Act, 2013, and who holds office up to the date of this Annual General Meeting and in respect of whom the company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.

5. Appointment of Mr. M Karunakaran 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 Sections 152, 161 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Mr. M Karunakaran (holding DIN 09004843), who was appointed as Additional Director on 10th February, 2021 by the Board of Directors pursuant to Section 161(1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for office of Director, be and is hereby appointed as Director of the Company.

6. Appointment of Mr. M Karunakaran as Whole-time Director and the terms of remuneration thereof

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 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other Rules as may be applicable thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval be and is hereby accorded for the appointment of Mr. M Karunakaran (holding DIN

09004843) as Whole-time Director (Key Managerial Personnel) of the Company, for a term of 3 (three) years, from 10th February, 2021 to 9th February, 2024 (both days inclusive), and so long as he holds the said Office, he shall not be liable to retire by rotation except to the extent necessary to comply with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT in accordance with the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Act, The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other Rules as may be applicable thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject further to the limits prescribed under the Companies Act, 2013, approval be and is hereby accorded for the following terms of remuneration to Mr. M Karunakaran, Whole-time Director of the Company:

- a. Salary** ₹ 2,17,075/- per month in the scale of ₹ 2,00,000 - ₹ 5,00,000. The increments within the scale would be decided by the Nomination & Remuneration Committee.
- b. Allowances** Allowances like Leave Travel Allowance, Personal Allowance, Special Allowance, Grade Allowance and/or any other allowance as may be determined by the Nomination & Remuneration Committee from time to time.
- c. Incentive** As may be determined by the Nomination & Remuneration Committee from time to time.
- d. Perquisites** Perquisites such as furnished / unfurnished accommodation to be provided by the Company or house rent allowance in lieu thereof, reimbursement of medical expenses incurred for self and family, club fees, provision of car(s) and any other perquisites, benefits or amenities as per the Company's scheme(s) in force from time to time.
- e. Retirement benefits**
 - (i) Contribution to Provident Fund, Superannuation Fund and Gratuity as per rules of the Fund / Scheme in force from time to time.
 - (ii) Encashment of leave as per rules of the Company in force from time to time.
- f. General**
 - (i) In the event of absence or inadequacy of profits in any financial year, Mr.M Karunakaran shall be entitled to such remuneration as may be determined by the Board, which shall not, exceed the limits prescribed under the Schedule V of the Companies Act, 2013 and the Rules made thereunder or any statutory modification or re-enactment thereof.

- (ii) Perquisites shall be valued in terms of the Income-tax Rules or actual expenditure incurred by the Company in providing the benefit or generally accepted practice as is relevant. Provision of telephone (including at residence) shall not be reckoned as perquisite.
- (iii) The aggregate remuneration (including salary, allowances, perquisites, incentive / commission and retirement benefits) for any financial year shall be subject to an overall ceiling of 5% of the net profits of the Company for that financial year computed in the manner prescribed under the Companies Act, 2013.
- (iv) Mr. M Karunakaran will be entitled for grant of stock options under the Employees Stock Options Scheme(s) as decided by the Nomination & Remuneration Committee from time to time.
- (v) Mr. M Karunakaran will be subject to all other service conditions as applicable to any other employee of the Company. He will not be entitled for severance fee or other compensation for any loss of office.

7. 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 made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable during the financial year 2021-22 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 2021-22, 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
24th May, 2021

C. Subramaniam
Company Secretary

NOTES:

1. Members may note that to protect the health and safety of all the stakeholders including the shareholders in view of the continuing Covid-19 Pandemic, the Forty-Eighth Annual General Meeting ("48th AGM") of the members of the company will be held as an electronic AGM ("e-AGM") in virtual mode, through Video Conferencing ("VC")/ Other Permitted Audio Visual means ("OAVM"), as permitted by the Ministry of Corporate Affairs, Government of India ("MCA") vide its circular dated 13th January, 2021 read with circulars dated 5th May, 2020, 13th April, 2020 and 8th April, 2020 and by the Securities and Exchange Board of India ("SEBI") vide its circular dated 12th May, 2020 and 15th January, 2021. Accordingly, there will be no physical meeting of the shareholders taking place at a common venue in respect of the Forty-Eighth Annual General Meeting.
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 and SEBI 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. Members holding shares in physical form or those who have not registered their e-mail ids will be allowed to take part in the remote voting or through the e-voting system during the e-AGM.
5. 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 hereto.
6. The Register of Members and Share Transfer Books of the Company will remain closed from 10th July, 2021 to 21st July, 2021 (Both days inclusive) for the purpose of AGM.
7. 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).
8. As per the requirements of Section 124 of the Companies Act, 2013, the Company has transferred unclaimed dividends up to the year 2013-14 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.

9. 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.
10. 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-Eighth AGM.
11. 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. Members holding shares in electronic form are requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, securities of listed companies can be transferred only in dematerialised form effective 1st April 2019. In view of the same, Members are advised to dematerialize the shares held by them in physical form immediately.
12. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020 and January 15, 2021, Notice of the AGM along with the Annual Report 2020-21 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 2020-21 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. Members may note that relevant documents referred in the Notice shall be made available in accordance with applicable statutory requirement based on request received by the Company for inspection at cs@shanthigears.murugappa.com.
13. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
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
24th May, 2021

C. Subramaniam
Company Secretary

ANNEXURE TO THE NOTICE**Details of the Director seeking re-appointment at the 48th Annual General Meeting vide item no. 3 of the notice dated 24th May, 2021**

[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 3rd September, 2012. He has over 40 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:

Director Igarashi Motors India Limited	Committee Membership Audit Committee Chairman Igarashi Motors India Limited Stakeholders Relationship Committee Member Igarashi Motors India Limited Nomination & Remuneration Committee Chairman Igarashi Motors India Limited Risk Management Committee Member Igarashi Motors India Limited Corporate Social Responsibility Committee Member Igarashi Motors India Limited
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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, being the appointee, 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 as a Director of the Company.

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.

The Board considers that his continued association would be beneficial to the Company and recommends his appointment as a Director liable to retire by rotation for approval by the Members of the Company.

Statement in respect of the Special Business under item nos. 4 to 7 (pursuant to Section 102 of the Companies Act, 2013) of the Notice dated 24th May, 2021

Item No.4

Mr. M A M Arunachalam (holding DIN 00202958), was appointed as an Additional Director of the Company with effect from 10th February, 2021 pursuant to Section 161 of the Companies Act, 2013 ('the Act') and holds 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. M A M Arunachalam's appointment as a Director of the Company.

Mr. M A M Arunachalam has done his Bachelors in Commerce and Masters in Business Administration from University of Chicago. He is an Industrialist and has an experience of 33 years in the field of varied industrial activities. He is the Chairman of Tube Investments of India Limited and Parry Enterprises India Limited and also on the Board of Coromandel Engineering Company Limited, CG Power & Industrial Solutions Limited, Cholamandalam Investments and Finance Company Limited, etc.,

Details of other Directorships and Committee memberships held by Mr. M A M Arunachalam excluding foreign companies are as follows:

Director	Committee Membership
Coromandel Engineering Company Limited	Audit Committee
Parry Enterprises India Limited	Member
New Ambadi Estates Private Limited	Coromandel Engineering Company Limited
A R Lakshmi Achi Trust (Sec. 8 Company)	Parry Enterprises India Limited
Ambadi Investments Limited	Tube Investments of India Limited
	Cholamandalam Investment and Finance Company Limited

<p>Tube Investments of India Limited</p> <p>CG Power & Industrial Solutions Limited</p> <p>Cholamandalam Home Finance Limited</p> <p>Cholamandalam Investment and Finance Company Limited</p>	<p>Stakeholders Relationship Committee</p> <p>Chairman</p> <p>Coromandel Engineering Company Limited</p> <p>Tube Investments of India Limited</p> <p>Member</p> <p>CG Power & Industrial Solutions Limited</p> <p>Nomination & Remuneration Committee</p> <p>Member</p> <p>Parry Enterprises India Limited</p> <p>CG Power & Industrial Solutions Limited</p> <p>Tube Investments of India Limited</p> <p>Corporate Social Responsibility Committee</p> <p>Member</p> <p>Cholamandalam Investment and Finance Company Limited</p> <p>Risk Management Committee</p> <p>Member</p> <p>Cholamandalam Investment and Finance Company Limited</p> <p>Loans Committee</p> <p>Chairman</p> <p>Tube Investments of India Limited</p> <p>Shares and Debentures Committee</p> <p>Chairman</p> <p>Tube Investments of India Limited</p> <p>Business Committee</p> <p>Member</p> <p>Cholamandalam Investment and Finance Company Limited</p>
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Mr. M A M Arunachalam does not hold any equity shares of the Company.

Mr. M A M Arunachalam is not related to the other Directors and Key Managerial Personnel of the Company, and their relatives. Except Mr. M A M Arunachalam, being the appointee, 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 as a Director.

The Board recommends the Resolution for approval by the shareholders of the Company.

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

Item Nos.5 & 6

Mr. M Karunakaran (holding DIN 09004843), was appointed as Additional Director and Whole-time Director of the Company by the Board of Directors with effect from 10th February, 2021. The appointment of Mr. M Karunakaran is for a term of 3 (three) years from 10th February, 2021 till 9th February, 2024 (both days inclusive) and subject to the approval of the shareholders of the Company.

Mr. M Karunakaran (49 Years), is a Mechanical Engineer from Annamalai University and MBA from University of Madras. He has 26 Years of experience in the areas of Product Design & Development, Operations, SCM, VAVE Projects and Project Management. He has been associated with M/s. Tube Investments of India Ltd (TII) for more than 20 years and now serving as CEO of Shanthi Gears Limited.

For the appointment of Mr. M Karunakaran as Director, the Company has received requisite consent and disclosure forms from him. The Company has also received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director

Mr. M Karunakaran does not hold Directorships or memberships in any Board or Board Committees respectively of any company.

Mr. M Karunakaran is not disqualified from being appointed as a director of the Company under Section 164 of the Act. Mr. M Karunakaran holds 501 equity shares of the Company. He is not related to any of the Directors or Key Managerial Personnel of the Company.

Approval of the shareholders is sought for the appointment of Mr. M Karunakaran as Director and also for his appointment and payment of remuneration as Whole-time Director as detailed in the Ordinary Resolution set out in Item no.5 of the Notice.

The Board recommends the Resolution for approval by the shareholders of the Company.

Except Mr. M Karunakaran, being the appointee, none of the Directors of the Company 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

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 2021-22.

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 2021-22 as set out in the resolution for the aforesaid service to be rendered by him. The Board recommends both the Resolution for approval by the Shareholders of the Company.

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
24th May, 2021

C. Subramaniam
Company Secretary

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 48th Annual General Meeting to be held on Wednesday, July 21, 2021, at 4:00 p.m. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility.

How do I vote electronically using NSDL e-Voting system?

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




Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> <li data-bbox="550 421 1453 1006">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="550 1038 1453 1208">2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="550 1240 1453 1879">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP 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. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
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 etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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, 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 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager, NSDL, at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@skdc-consultants.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@skdc-consultants.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the 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 to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM. The facility of participation at the e-AGM through VC/OAVM will be made available for 1,000 (one thousand) Members on first-come-first-served basis. This will not include large shareholders (shareholders holding 2% (two per cent) or more shareholding), promoters,

institutional investors, Directors, key managerial personnel, the chairpersons of the audit committee, nomination and remuneration committee and stakeholders' relationship committee and auditors of the Company, who are allowed to attend the e-AGM without restriction on account of first-come-first served basis.

6. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in/ 1800-222-990
7. 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, 2021 (9:00 a.m. IST) to July 17, 2021 (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. 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.
2. 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 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

3. 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@skdc-consultants.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

4. The e-voting period commences on Sunday, 18th July, 2021 (10:00 a.m. IST) and ends on Tuesday, 20th July 2021 (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, 2021, 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. 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.
6. 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, 2021. However, a person who is not a Member as on cut-off date should treat this Notice for information purpose only.
7. 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
8. 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.
9. 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.

By order of the Board

Coimbatore
24th May, 2021

C.Subramaniam
Company Secretary