

**SGL-57/Sec/2023-24**

**15<sup>th</sup> February, 2024**

**National Stock Exchange of India Ltd**  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No.C-1, Block G  
Bandra-Kurla Complex  
Bandra (E),  
Mumbai - 400 051

**BSE Limited**  
1<sup>st</sup> Floor  
New Trading Ring, Rotunda Building  
P J Towers, Dalal Street  
Fort,  
Mumbai - 400 001

**Stock Code: SHANTIGEAR**  
**Through NEAPS**

**Stock Code: 522034**  
**Through BSE Listing Centre**

Dear Sir / Ma'am,

**Sub: Notice of Postal Ballot & E-Voting**

Further to our letter dated 30<sup>th</sup> January, 2024 we write to inform you that pursuant to Regulations 30 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ('SEBI LODR'), we enclose the Notice of Postal Ballot & E-Voting ("Notice") seeking approval of the Members of the Company for the proposal as contained in the said Notice.

The aforementioned Notice is sent by electronic mode today (15<sup>th</sup> February, 2024) to all the Members, who have registered their e-mail address with the Company/ Depository Participant/Depository/Registrar and Transfer Agent of the Company viz., M/s. Link Intime India Private Limited and whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited and the Central Depository Services (India) Limited as on Friday, 09<sup>th</sup> February, 2024. The Notice is also available on the website of the Company viz., [www.shanthigears.com](http://www.shanthigears.com). The remote e-voting commences on Friday, 16<sup>th</sup> February, 2024 at 9.00 AM. IST and ends on Saturday, 16<sup>th</sup> March, 2024 at 5.00 P.M. IST and the result thereof will be declared on or before Tuesday, 19<sup>th</sup> March, 2024. Further details and instructions for remote e-voting are contained in the Notice.

This is for your kind information and records.

Thanking you,

Yours faithfully,

**For Shanthi Gears Limited**

**Walter Vasanth P J**  
**Company Secretary & Compliance Officer**

## SHANTHI GEARS LIMITED

(CIN: L29130TZ1972PLC000649)

**Registered Office:** 304-A, Trichy Road, Singanallur, Coimbatore-641005, Tamil Nadu

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

**Website:** [www.shanthigears.com](http://www.shanthigears.com) ; **e-mail:** [waltervasanthpj@shanthigears.murugappa.com](mailto:waltervasanthpj@shanthigears.murugappa.com)

### NOTICE OF POSTAL BALLOT AND E-VOTING

Dear Members,

NOTICE is hereby given pursuant to Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time), including any statutory modification or re-enactment thereof for the time being in force, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) ("SEBI (LODR) Regulations"), Secretarial Standard-2 issued by the Institute of Company Secretaries of India on General Meetings ("SS-2") and the relaxations and clarifications issued by Ministry of Corporate Affairs vide General Circular No.14/2020 dated 8<sup>th</sup> April, 2020 read with General Circular No.17/2020 dated 13<sup>th</sup> April, 2020, General Circular No.22/2020 dated 15<sup>th</sup> June, 2020, General Circular No.33/2020 dated 28<sup>th</sup> September, 2020, General Circular No.39/2020 dated 31<sup>st</sup> December, 2020, General Circular No.10/2021 dated 23<sup>rd</sup> June, 2021, General Circular No. 20/2021 dated 8<sup>th</sup> December, 2021, General Circular No. 3/2022 dated 5<sup>th</sup> May, 2022, General Circular No. 11/2022 dated 28<sup>th</sup> December, 2022 and General Circular No. 09/2023 dated 25<sup>th</sup> September, 2023 ("MCA Circulars") and other applicable laws and regulations, if any, to consider and pass the Resolution as set out in the Notice of Postal Ballot proposed for passing by the Members of the Company by way of remote e-voting process ("remote e-voting").

As per Circulars of MCA and SEBI, the Company is sending Postal Ballot Notice along with e-voting instructions (the "Notice") only by way of e-mail to all its Members who have registered their email addresses with the Company or depository(ies)/ depository participants and the communication of assent/dissent of the Members on the Resolution proposed in the Notice will only take place through the remote e-voting system. This Notice is accordingly being issued to the Members in compliance with the MCA Circulars. A detailed Statement pursuant to Section 102 and other applicable provisions of the Act read with the Rules setting out the material facts concerning the Resolution in this Notice and instructions for e-voting are also annexed to this Notice for your consideration.

The Board of Directors has appointed Mr. R Sridharan (ICSI Membership FCS No.4775 - CP No.3239) of M/s. R Sridharan & Associates, Company Secretaries, as Scrutinizer for conducting the Postal Ballot by way of remote e-voting process, in a fair and transparent manner.

The Company has engaged the services of M/s. National Securities Depository Limited ('NSDL') to provide remote e-voting facility to all its Members. Please note in accordance with the MCA Circulars, the Members can vote only through the remote e-voting process and accordingly, the Company is providing remote e-voting facility to all its Members to cast their votes electronically. Please carefully read the instructions in the Notes to this Notice so as to cast the votes electronically not later than 5.00 P.M. I.S.T. on Saturday, 16<sup>th</sup> March, 2024 (the last day to cast votes electronically) to be eligible for being considered. The Scrutinizer will submit his report to the Chairman of the Company or a person authorized

by him in writing, after completion of the scrutiny. The results of the remote e-voting will be announced by the Chairman of the Company on or before Tuesday, 19<sup>th</sup> March, 2024 at the Registered Office of the Company at 304 A, Trichy Road, Singanallur, Coimbatore – 641 005. The results of the Postal Ballot will be posted on the Company’s website viz., [www.shanthigears.com](http://www.shanthigears.com) besides being communicated to the Stock Exchanges viz., BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) where the Company’s shares are listed, as well as on the website of NSDL .

**PROPOSED RESOLUTION:**

**SPECIAL BUSINESS**

**1. Approval for re-appointment of Mr. M Karunakaran as Chief Executive Officer and Whole-time Director and the terms of remuneration thereof.**

To consider and, if deemed fit, to pass, 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 re-appointment of Mr. M Karunakaran (DIN 09004843) as Chief Executive Officer and Whole-time Director, with effect from 10<sup>th</sup> February, 2024 and the term of his re-appointment is from 10<sup>th</sup> February, 2024 to 09<sup>th</sup> February, 2029 (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** pursuant to the provisions of Sections 196, 197, 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), and subject further to the limits prescribed in the Companies Act, 2013, the terms of remuneration payable to Mr. M Karunakaran as Chief Executive Officer and Whole-time Director, with effect from 10<sup>th</sup> February, 2024 to 09<sup>th</sup> February, 2029 (both days inclusive), shall be as follows:

a.	<b>Salary</b>	Rs. 3,39,430/- per month in the scale of Rs. 3,25,000 - Rs. 7,50,000. The increments within the scale would be decided by the Nomination & Remuneration Committee.
b.	<b>Allowances/ Perquisites/ Incentive</b>	<p>(a) Allowances like Leave Travel Allowance, Personal Allowance, Special Allowance, Grade Allowance and/or any other allowance;</p> <p>(b) 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;</p> <p>(c) Incentive; As may be approved by the Nomination and Remuneration Committee from time to time. Incentive (at 100% level) will be 25% of the annual pay (annual pay includes salary, perquisites, allowances, incentives &amp;retiral benefits; and</p> <p>(d)The allowances and perquisites shall not exceed 100% of the salary.</p>

c.	<b>Retirement benefits</b>	(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.
d.	<b>General</b>	<p>(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, except with the approval of the Central Government, exceed the limits prescribed under the Companies Act, 2013 and the Rules made thereunder or any statutory modification or re-enactment thereof.</p> <p>(ii) Perquisites shall be valued in terms of 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.</p> <p>(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 2.5% of the net profits of the Company for that financial year computed in the manner prescribed under the Companies Act, 2013.</p> <p>(iv) Mr. M Karunakaran will not be entitled to any sitting fees for attending meetings of the Board or any Committee thereof.</p> <p>(v) Mr. M Karunakaran will be entitled for grant of stock options under Employee Stock Option Scheme(s), if any.</p> <p>(vi) 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.</p>

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors or any Committee thereof be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company.

By Order of the Board  
For Shanthy Gears Limited

Coimbatore  
30<sup>th</sup> January, 2024

**Walter Vasanth P J**  
Company Secretary & Compliance Officer  
Mem. No: F12066

**Notes:**

- (a) The Statement pursuant to Section 102(1) and Section 110 of the Companies Act, 2013 (“Act”) read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto and forms part of the Postal Ballot Notice (“Notice”).
- (b) In accordance with the provisions of the Act and Ministry of Corporate Affairs, Government of India’s General Circular No.14/2020 dated 8<sup>th</sup> April, 2020 read with General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, General Circular No. 22/2020 dated 15<sup>th</sup> June, 2020 and General Circular No. 33/2020 dated 28<sup>th</sup> September, 2020, General Circular No. 39/2020 dated 31<sup>st</sup> December, 2020, and General Circular No. 10/2021 dated 23<sup>rd</sup> June, 2021, General Circular No. 20/2021 dated 8<sup>th</sup> December, 2021, General Circular No. 3/2022 dated 5<sup>th</sup> May, 2022, General Circular No. 11/2022 dated 28<sup>th</sup> December, 2022 and General Circular No. 09/2023 dated 25<sup>th</sup> September, 2023 (“MCA Circulars”), the Notice is being sent in electronic form only by email to those members whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) and Registrar and Share Transfer Agent of the Company i.e. Link Intime India Private Limited (“RTA”) as on 09<sup>th</sup> February, 2024 (“Cut-Off Date”) and who have or will register their email address with their Depository Participant(s) (“DPs”) or with RTA in accordance with the process outlined in this Notice.
- (c) Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on the Cut-Off date. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only. It is however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.
- (d) In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act, as amended, read together with the Rules 20 and 22 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the “SEBI (LODR) Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India, MCA Circulars and SEBI Circulars, the Company is pleased to offer remote e-voting facility to its Members. The Company has engaged the services of NSDL to provide remote e-voting facility to enable the Members to cast their votes electronically (hereinafter referred to as the “remote e-voting”). In accordance with the MCA Circulars and SEBI Circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote e-voting only.
- (e) Members may also note that the Postal Ballot Notice will also be available for download on the Company’s website [www.shanthigears.com](http://www.shanthigears.com) and on the website of stock exchanges (where the shares of the Company are listed i.e. the BSE & NSE and on the website of the depositories.
- (f) The remote e-voting period commences on Friday, 16<sup>th</sup> February, 2024 at 9.00 A.M. I.S.T. and ends on Saturday, 16<sup>th</sup> March, 2024 at 5.00 P.M. I.S.T. The remote e-voting module shall be disabled by NSDL for voting thereafter. During this period, the Members of the Company holding shares in physical or electronic form, as on the Cut-Off Date, may cast their vote by electronic means in the manner and

process as mentioned in this Notice. Once the vote is cast by the Member, the Member shall not be allowed to change it or cast the vote again.

- (g) The Board of Directors of the Company has appointed Mr. R Sridharan (ICSI Membership FCS No.4775 - CP No.3239) of M/s. R Sridharan & Associates, Company Secretaries, as the Scrutinizer for conducting the Postal Ballot through remote e-voting process, in a fair and transparent manner.
- (h) The Scrutinizer will submit his report to the Chairman of the Company or a person authorized by him in writing, after completion of the scrutiny of the remote e-voting. The Scrutinizer's decision on the validity of the votes cast will be final. The result of the Postal Ballot will be announced by the Chairman of the Company on or before Tuesday, 19<sup>th</sup> March, 2024, i.e. not later than two working days from the conclusion of remote e-voting at the Registered office of the Company.
- (i) The result of the Postal Ballot along with the Scrutinizer's Report will be placed on the Company's website [www.shanthigears.com](http://www.shanthigears.com) and shall be communicated to the Stock Exchanges where the Company's shares are listed as well as on the website of NSDL.
- (j) The Resolution, if approved by the requisite majority of Members, shall be deemed to have been passed on the last date of remote e-voting, i.e., 16<sup>th</sup> March, 2024.
- (k) Relevant documents relating to the Postal Ballot Notice and the Statement pursuant to Section 102 of the Act shall be made available for inspection by the Members in accordance with applicable statutory requirements based on requests received by the Company for inspection at [waltervasanthpj@shanthigears.murugappa.com](mailto:waltervasanthpj@shanthigears.murugappa.com) upto 16<sup>th</sup> March, 2024.

## ANNEXURE TO THE NOTICE

### STATEMENT IN RESPECT OF THE ITEM UNDER THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### **Approval for the re-appointment of Mr. M Karunakaran as Chief Executive Officer and Whole-time Director and the terms of remuneration thereof.**

Mr. M Karunakaran (DIN 09004843) was appointed as Chief Executive Officer and Whole-time Director of the Company by the Board of Directors ("Board") for a term of 3 years effective from 10<sup>th</sup> February, 2021 to 09<sup>th</sup> February, 2024 (both days inclusive). The Shareholders approval for his appointment and terms of his remuneration was obtained at the Annual General meeting on 21<sup>st</sup> July, 2021. In view of the planned succession, the Board, on the recommendation of Nomination & Remuneration Committee, at its meeting held on 30<sup>th</sup> January, 2024 re-appointed Mr. M Karunakaran as Chief Executive Officer and Whole-time Director for a further term of five years effective from 10<sup>th</sup> February, 2024 to 09<sup>th</sup> February, 2029 (both days inclusive) subject to approval of the shareholders.

Mr. M Karunakaran (52 years; DIN 09004843), is a Mechanical Engineer from Annamalai University, Completed his Post Graduate diploma in Die & Tool Design from GTTC and MBA from University of Madras. He has also completed Advanced Manufacturing Program from M/s Warwick University, UK and the Murugappa Leadership Program (MLP) from IIM, Ahmedabad. He has over two decades of experience in Operations, Strategy and business turnaround. He has been associated with Tube Investments of India Limited (TII) for more than 25 years and now serving as CEO of Shanthi Gears Limited from February,2019.

Mr. M Karunakaran is a Member of the Risk Management Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee of the Company. He holds no other Directorships. He has attended all the Board and Committee meetings of the Company held during the year.

Mr. M Karunakaran is not disqualified from being appointed as a director of the Company under Section 164 of the Act. Mr. M Karunakaran is not debarred from holding the office of director by virtue of any SEBI order or any other such authority. He holds 1,512 equity shares of the Company. He is not related to any of the Directors or Key Managerial Personnel of the Company.

The remuneration payable to Mr. M Karunakaran is in compliance with the provisions of Sections 196, 197,203 read with Schedule V, and other relevant and applicable provisions, if any, of the Act and the rules made thereunder, Articles of Association of the Company and the SEBI (LODR) Regulations. For the information of members, the aggregate remuneration to the Executive Directors of the Company will be within the limits specified under the applicable provisions of the Act.

The details relating to the appointee and disclosures herein forming part of the Explanatory Statement may also be treated as disclosures made as required pursuant to Regulation 36 of the SEBI (LODR) Regulations and the SS-2. The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. M Karunakaran under Section 190 of the Act.

Accordingly, the approval of the shareholders is sought for the re-appointment of Mr. M Karunakaran as Chief Executive Officer & Whole-time Director and also for payment of remuneration to him as detailed in the Ordinary Resolution set out in Item no.1 of the Notice. The Board recommends the Resolution for the Members' approval and accordingly, the Members are requested to accord their approval to the Ordinary Resolution as set out in the Notice.

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.

By Order of the Board  
For Shanthi Gears Limited

Coimbatore  
30<sup>th</sup> January, 2024

**Walter Vasanth P J**  
Company Secretary & Compliance Officer  
Mem. No: F12066



## **INSTRUCTIONS FOR VOTING THROUGH REMOTE E-VOTING**

1. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, from time to time the MCA Circulars and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circular dated 9<sup>th</sup> December, 2020 issued by SEBI on E-voting facility provided by Listed Entities, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and any amendments thereto, Members are provided with the facility to cast their votes electronically, through the E-voting services provided by M/s. National Securities Depository Limited ('NSDL') on the Resolution set forth in this Notice of Postal Ballot, through Remote E-voting.

Members are requested to note that the Company is providing facility for Remote E-voting and the business is to be transacted through electronic voting system only.

### **I. Information relating to Remote E-voting:**

- i. Day, date and time of commencement of voting through electronic means: Friday, 16<sup>th</sup> February, 2024 at 9.00 A.M. (IST).
- ii. Day, date and time of end of voting through electronic means beyond which voting will not be allowed: Saturday, 16<sup>th</sup> March, 2024 till 5.00 P.M. (IST).
- iii. Details of Website: [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- iv. Details of person to be contacted for issues relating to e-voting: [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mahtre, Senior Manager at e-mail id - [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- v. Details of Scrutinizer: Mr. R Sridharan (ICSI Membership FCS No.4775, CP No.3239), M/s. R Sridharan & Associates, Company Secretaries.

### **II. Instructions relating to Remote E-voting:**





The manner of voting by (i) Individual Shareholders holding shares of the Company in Demat mode, (ii) Shareholders other than Individuals holding shares of the Company in Demat mode, and (iii) Shareholders holding shares of the Company in Physical mode, is explained in the instructions given herein below:

#### **i. Individual Shareholders holding Shares of the Company in Demat mode:**

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 on "e-voting facility provided by Listed Entities", Individual Shareholders holding shares of the Company in demat mode can cast their vote, by way of a single login credential, through their demat accounts/websites of Depositories and Depository Participants (DPs), in order to increase the efficiency of the voting process.

Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also the ease and convenience of participating in the e-voting process. Shareholders are advised to update their mobile number and e-mail address with their DPs to access e-voting facility.

The procedure to login and access remote e-voting, as devised by the Depositories/Depository Participant(s), is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p><b>A. NSDL IDeAS facility</b></p> <ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol> <p><b>B. NSDL e-Voting website</b></p> <ol style="list-style-type: none"> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.</li> <li>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 held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>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</li> </ol> <p><b>C. NSDL Mobile App</b></p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> </ol>

	<p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile Number &amp; E-mail 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.</p>
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.

Important note:

Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 arequest at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

## ii) Login Method for e-Voting and 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 credential, 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:
  - 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 e-mail ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail 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 e-mail ID is not registered, please follow steps mentioned below in process for those shareholders whose e-mail 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](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 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, Click 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 on NSDL e-Voting system.

How to cast your vote electronically 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 is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period
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](mailto:rsaevoting@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 : 022 - 4886 7000 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre Senior Manager at e-mail id - [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

Process for those shareholders whose e-mail 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 e-mail to [traineesecretarial@shanthigears.murugappa.com](mailto:traineesecretarial@shanthigears.murugappa.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 [traineesecretarial@shanthigears.murugappa.com](mailto:traineesecretarial@shanthigears.murugappa.com). If you are an Individual shareholder 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 for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto: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 9<sup>th</sup> December, 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 e-mail ID correctly in their demat account in order to access e-Voting facility.

The Remote E-voting period commences on Friday, 16<sup>th</sup> February, 2024 at 9.00 A.M. (IST) and ends on Saturday, 16<sup>th</sup> March, 2024 at 5.00 P.M. (IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e., Friday, 09<sup>th</sup> February, 2024 may cast their votes electronically by way of Remote E-voting only. The Remote E-voting module shall be disabled for voting thereafter. Once the vote on the Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

Resolution passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a General Meeting of the Members and hence, the Resolution proposed under the Notice shall be deemed to have been passed on the last date of voting, i.e., Saturday, 16<sup>th</sup> March 2024, subject to receipt of the requisite number of votes in favour of the Resolution.