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E-mail : info@shanthigears.murugappa.com
Website : www.shanthigears.com
CIN : L29130TZ1972PLC000649
GST : 33AADCS0692L1Z7



ISO 9001 : 2015
ISO 14001 : 2015
OHSAS 18001 : 2007
EN 9100 : 2016 (AS 9100 D)
ISO/TS 22163 : 2017

29th January, 2019

The Manager
(Listing - CRD)
BSE Limited
P J Tower, Dalal Street, Fort
Mumbai - 400 001.

The Manager
(Listing Department)
The National Stock Exchange of India
Limited
Bandra-Kurla Complex, Bandra (East)
Mumbai - 400 051.

Security Code: **522034**
Thro' BSE Listing Centre

Scrip Symbol: **SHANTIGEAR**
Thro' NEAPS

Dear Sirs,

Sub: Intimation of Outcome of Results of Postal Ballot (including E-voting) for Buyback of Equity Shares

We refer to our letter dated 29th December, 2018 in relation to the intimation of dispatch of Notice of Postal Ballot to the members seeking their approval through Special Resolution for the buyback by the Company of up to 50,00,000 fully paid-up equity shares of face value Re.1 each, at a price of Rs.140 per equity share from all the members of the Company, as on the record date, on a proportionate basis, through the tender offer route.

Post-closing of the voting period for the aforementioned postal ballot process today (29th January, 2019), Mr. P Eswaramoorthy, the Scrutinizer has submitted his Report on the results of Postal Ballot (including E-voting).

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we would like to inform you that the Special Resolution in the aforesaid Postal Ballot Notice has been passed with requisite majority by the members of the Company.


The details of voting results in the format specified under Listing Regulations and the Scrutinizer's Report is enclosed.

This information is also being made available on the website of the Company i.e. www.shanthigears.com

This is for your information and record.

Thanking you,

Yours faithfully,
For Shanthi Gears Limited


C Subramaniam
Company Secretary

Encl: As above. Works: "C" Unit, Avinashi Road, Muthugounden Pudur Post, Coimbatore - 641 406, India.
Tel: +91 422 4545745 / Fax: +91 422 4545700 / Mobile: +91 96262 60500 (8 Lines)

SHANTHI GEARS LIMITED

304-A, Trichy Road, Singanallur, Coimbatore-641005, Tamil Nadu, India
 Ph: 0422-4545745, Fax:0422-4545700, website: www.shanthigears.com, E-mail: cs@shanthigears.murugappa.com
 CIN: L29130TZ1972PLC000649

DECLARATION OF POSTAL BALLOT RESULTS

Number of shareholders as on record date (cut off : 15376
 (ie., 26th December,2018)
 No. of shareholders present in the meeting
 either in person or through proxy
 -Promoters Not Applicable
 -Public Not Applicable

No. of shareholders attended the meeting
 through video conferencing
 -Promoters & Promoters Group Not Applicable
 -Public Not Applicable

Resolution Required: (Ordinary/Special)		1. SPECIAL RESOLUTION: Approval for Buyback of the fully paid-up equity shares of the Company of face value of Re.1/- each						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Sl.No.		1	2	3	4	5	6	7
	Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
1	Promoter - E-Voting		57302913	100.000	57302913	-	100.000	-
	Promoter - Poll at AGM	57302913	-	-	-	-	-	-
	Promoetr - Ballot by Post		-	-	-	-	-	-
	Total (A)	5,73,02,913	5,73,02,913	100.000	5,73,02,913	-	100.000	-
	Public - Institutions - E-Voting		3890303	55.593	3890303	-	100.000	-
	Public - Institutions - Poll at AGM	6997819	-	-	-	-	-	-
	Public - Institutions - Ballot by Post		-	-	-	-	-	-
	Total (B)	69,97,819	38,90,303	55.593	38,90,303	-	100.000	-
	Public - Non Institutions - E-Voting		61125	0.351	60365	760	98.757	1.243
	Public - Non Institutions - Poll at AGM	17415121	-	-	-	-	-	-
	Public - Non Institutions - Ballot by Post		172008	0.988	156944	15064	91.242	8.758
	Total (C)	1,74,15,121	2,33,133	1.339	2,17,309	15,824	93.212	6.788
	Total (A+B+C)	8,17,15,853	6,14,26,349	75.171	6,14,10,525	15,824	99.9742	0.0258





P. Eswaramoorthy and Company

Company Secretaries

 P. Eswaramoorthy B.Sc., LLB., FCS.,

SCRUTINIZER'S REPORT FOR E-VOTING AND POSTAL BALLOT

(Pursuant to Section(s) 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)

To

The Chairman
SHANTHI GEARS LIMITED (CIN: L29130TZ1972PLC000649)
Regd. Office: 304A, TRICHY ROAD,
SINGANALLUR,
COIMBATORE – 641005
TAMILNADU, INDIA



Dear Sir,

I, P.Eswarmoorthy B.Sc., FCS, LLB proprietor of P.Eswaramoorthy and Company, Company Secretaries having office at No.44 & 44/1, 5th Street, Ramalinga Jothi Nagar, Near Corporation Office, Nanjundapuram Road, Ramanathapuram, Coimbatore – 641045, Tamilnadu have been appointed as a Scrutinizer by the Buy Back Committee of M/s. Shanthi Gears Limited (the Company) vide Resolution passed by the Buyback Committee dated 26th December 2018 to conduct E-Voting and the Postal Ballot process in respect of the following Special Resolution:

Approval for the Buyback of Equity Shares of the Company

“RESOLVED THAT in accordance with Article 11 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 (the **“Act”**), the Companies (Share Capital and Debentures) Rules, 2014 (the **“Share Capital Rules”**), the Companies (Management and Administration) Rules, 2014 (the **“Management Rules”**), including any amendments, statutory modifications or

re-enactments thereof, for the time being in force and in compliance of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 ("**Buyback Regulations**"), and subject to such approvals, permissions and sanctions as may be necessary and subject to modifications and conditions, if any, as may be prescribed by the Securities and Exchange Board of India ("**SEBI**"), Registrar of Companies, Coimbatore, Tamil Nadu ("**ROC**") and / or other appropriate authorities which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which expression includes any committee constituted by the Board to exercise its powers, including the powers conferred by this Resolution), the consent of the shareholders be and is hereby accorded to the buyback of not exceeding 50,00,000 (Fifty Lakh Only) fully paid up Equity Shares (representing approximately 6.12% of the total paid-up equity share capital of the Company as on March 31, 2018) of the face value of Re 1/- (Rupee One Only) each (hereinafter referred to as the "**Equity Shares**" or "**Shares**") at a price of Rs.140/- (Rupees One Hundred and Forty Only) per Equity Share payable in cash ("**Buyback Price**") for an aggregate amount up to Rs. 70 Crores (Rupees Seventy Crores Only) ("**Buyback Size**"), representing 22.07% aggregate paid-up share capital and free reserves (including securities premium account), as per the audited accounts of the Company for the financial year ended March 31, 2018, being within the 25% limit of the aggregate paid-up up share capital and free reserves (including securities premium account) as per the provisions of the Act, out of the free reserves and/or the securities premium account of the Company or such other source as may be permitted by the Buyback Regulations or the Act, from the Members of the Company, as on record date to be determined by the Board (hereinafter referred to as the "**the Record Date**"), on a proportionate basis through "**Tender Offer**" route as prescribed under the Buyback Regulations (the "**Buyback**")."

RESOLVED FURTHER THAT the Buyback Size does not include any expenses incurred or to be incurred for the Buyback like filing fees payable to the Securities and Exchange Board of India, brokerage, applicable taxes (such as securities transaction tax, stamp duty and goods and services tax), advisors' fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses.



RESOLVED FURTHER THAT as required by Regulation 6 of the Buyback Regulations, the Company shall buyback Equity Shares from the shareholders on a proportionate basis under the Tender Offer, provided 15% of the number of Equity Shares which the Company proposes to buyback or number of Equity Shares entitled as per the shareholding of small shareholders at the Record Date, whichever is higher, shall be reserved for small shareholders, as defined in the Buyback Regulations.

RESOLVED FURTHER THAT all of the shareholders of the Company who hold Equity Shares as on the Record Date shall be eligible to participate in the Buyback including promoters, promoter group and persons in control of the Company who hold Equity Shares of the Company.

RESOLVED FURTHER THAT the Company shall implement the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 as amended via SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, including any further amendments thereof.

RESOLVED FURTHER THAT the Buyback from non-resident shareholders, Overseas Corporate Bodies (OCBs), Foreign Institutional Investors, Foreign Portfolio Investors and shareholders of foreign nationality, if any, shall be subject to such approvals, if and to the extent necessary or required from concerned authorities including approvals from the Reserve Bank of India ("RBI") under Foreign Exchange Management Act, 1999 and rules and regulations framed there under, if any.

RESOLVED FURTHER THAT the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (as amended) (the "**Listing Regulations**").



RESOLVED FURTHER THAT the proposed Buyback be implemented from the existing shareholders including the promoter(s) of the Company (as have been disclosed under the shareholding pattern filings made by the Company from time to time under the Listing Regulations and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011 ("**SEBI Takeover Regulations**"), from its free reserves and/or surplus and/or such other sources or by such mechanisms as may be permitted by law, and on such terms and conditions as the Board may decide from time to time, and in the absolute discretion of the Board, as it may deem fit.

RESOLVED FURTHER THAT nothing contained hereinabove shall confer any right on the part of any shareholder to offer, or any obligation on the part of the Company or the Board to buyback any shares and/or impair any power of the Company or the Board to terminate any process in relation to such Buyback if so permissible by law.

RESOLVED FURTHER THAT the Board be and is hereby authorized to give effect to the aforesaid resolutions and may delegate all or any of the power(s) conferred hereinabove as it may in its absolute discretion deem fit to any Director(s) / Officer(s) / Authorised Representative(s) / Committee of the Company ("**Buyback Committee**") and each member of the Buyback Committee be and is hereby severally authorised to do all such acts, deeds and things as may be necessary, expedient or proper with regard to the implementation of the Buyback, including, but not limited to, the following:

1. The initiating of all necessary actions for preparation and issue of public announcement, draft letter of offer, letter of offer and related documents;
2. The preparation, finalization and filing of public announcement, draft letter of offer, letter of offer, related documents and also the certificates for declaration of solvency and other filings with the SEBI, ROC, the stock exchanges and other appropriate authority(ies), if any;
3. Finalizing the terms of Buyback such as the entitlement ratio, fixing the Record Date, the schedule of activities for Buyback including finalizing the date of opening and closing of Buyback and the timeframe for completion of the Buyback;



4. The appointment of e-voting agency, scrutinizer, depository participant, printers, advertisement agency, and other advisors, consultants or representatives and settlement of the remuneration for all such intermediaries/ agencies/ persons, including by the payment of commission, brokerage, fee, charges etc. and enter into agreements/ letters in respect thereof;
5. Earmarking and making arrangements for adequate sources of funds for the purpose of the Buyback;
6. The opening, operation and closure of cash escrow account and special account in accordance with the escrow agreement to be executed by the Company in this regard;
7. The opening, operation and closure of demat escrow account in accordance with the escrow agreement to be executed by the Company with the depository participant;
8. To settle all such questions, difficulties or doubts that may arise in relation to the implementation of the Buyback;
9. To make all applications to the appropriate authority(ies) for their requisite approvals including for approvals as may be required from the RBI under the Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, if any;
10. To sign the documents as may be necessary with regard to the Buyback and use the common seal of the Company on relevant documents required to be executed for the Buyback and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the SEBI, RBI, ROC, stock exchanges, depositories and/or other appropriate authorities;



11. To deal with stock exchanges (including their clearing corporations) and to sign, execute, and deliver such documents as may be necessary or desirable in connection with implementing the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 as amended via SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, including any further amendments thereof;
12. Extinguishment of share certificates and certificates of extinguishment required to be filed in connection with the Buyback on behalf of the Board;
13. To do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary, expedient, usual or proper; and/or
14. Sign, execute and deliver such documents as may be necessary or desirable in connection with or incidental to the Buyback.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient or proper, to be in the best interest of the shareholders for the implementation of the Buyback, including but not limited to carrying out incidental documentation as also to make applications to the appropriate authorities for their approvals and to initiate all necessary actions for preparation and issue of various documents, opening of accounts including public announcement, letter of offer, extinguishment of share certificates and 'Certificate of Extinguishment' required to be filed in connection with the Buyback on behalf of the Board and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the SEBI, RBI, BSE Limited, National Stock Exchange of India Limited, ROC, depositories and/or other authorities.



RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

I hereby submit my report as follows:

Responsibility of the Management

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules made there under in relation to exercising of voting rights through electronic means and postal ballot on the Resolution as set out in the POSTAL BALLOT NOTICE dated 26th December 2018.

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the E-Voting process and for the postal ballot is restricted to make a Scrutinizer's report of the votes cast “in favour” or “against” the Resolution set out in the Postal Ballot Notice based on the reports generated from the e-voting system provided by the National Securities Depository Limited (NSDL) and the physical Postal Ballot forms received.

1. The Postal Ballot Notices were dispatched to all the Members of the Company on 29th December 2018, whose names appeared on the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on 26th December 2018.

2. The voting period commenced at 9.00 a.m. on Monday 31st December 2018 and closed at 5.00 p.m. on Tuesday 29th January 2019.



3. The particulars of all Postal Ballot forms received from the Members have been entered in separate Registers maintained for the purpose.

4. The Postal Ballot forms were duly opened in my presence and scrutinized by me and the details of shareholders were matched with the Register of Members of the Company as on 26th December 2018.

5. All Postal Ballots received by me in physical form up to 5.00 p.m. on 29th January 2019, the last date and time fixed by the Company for receipt of the forms and the E-voting statement downloaded from National Securities Depository Limited (NSDL) E-voting website on closure of the E-voting module by NSDL at the said time and date were considered for my scrutiny.

6. Unsigned Postal Ballot forms and Postal Ballot forms received after 5.00 p.m. on 29th January 2019, being the last date, were not considered.

7. I did not find any defaced or mutilated ballot paper.

8. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has also extended E-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot form/s.

9. A total of 154 Postal Ballots and 94 E-voting have been received from the members which have been scrutinized by me to ascertain the assent or dissent of the members.

A summary of the Postal Ballot forms received and casting of the votes by E-voting is given below:

Sl.No	Particulars	No. of Postal Ballot Forms / e-voting options	No. of Shares
1.	(a). Total Postal Ballot Forms received	154	1,72,739
	(b). Total E-voting options received	94	6,12,54,341
	Total (a+b)	248	6,14,27,080
2.	Less: Invalid Postal Ballot forms	6	731
3.	(a).Net valid Postal Ballot Forms (as per Register)	148	1,72,008
	(b). Net valid E-voting options	94	6,12,54,341
	Total (a+b)	242	6,14,26,349



a) The result of physical postal ballot process is given below:

Sl.No.	Particulars of Resolution	Type of Resolution	Votes in favour (in Numbers)	Votes in favour (in %)	Votes casted against (in Numbers)	Votes casted against (in %)
1	Approval for the Buyback of Equity Shares of the Company	Special	1,56,944	91.2423	15,064	8.7577

b) The result of E-voting is given below:

Sl.No.	Particulars of Resolution	Type of Resolution	Votes in favour (in Numbers)	Votes in favour (in %)	Votes casted against (in Numbers)	Votes casted against (in %)
1	Approval for the Buyback of Equity Shares of the Company	Special	6,12,53,581	99.9988	760	0.0012

c) The combined results of E-voting and postal ballot process is given below:

Sl.No.	Particulars of Resolution	Type of Resolution	Votes in favour (in Numbers)	Votes in favour (in %)	Votes casted against (in Numbers)	Votes casted against (in %)
1	Approval for the Buyback of Equity Shares of the Company	Special	6,14,10,525	99.97	15,824	0.03

Accordingly the above resolution stands passed with requisite majority.



I have handed over the postal ballot forms and other related papers/registers and records for safe custody to the Company.

You may accordingly declare the results of the E-voting & Postal Ballot.

Date :29/01/2019

Place: Coimbatore

**P.ESWARAMOORTHY AND COMPANY
COMPANY SECRETARIES**

**P.ESWARAMOORTHY
Proprietor
FCS No: 6510 CP No: 7069**

29/1/19
08.00 PM