



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

Phone : +91-422-4545745
Fax : +91-422-4545700
E-mail : info@shanthigears.murugappa.com
Website : www.shanthigears.com
CIN : L29130TZ1972PLC000649
GST : 33AADCS0692L1Z7

23rd July, 2020

The Manager
Listing Department
National Stock Exchange Limited
Exchange Plaza
Bandra - Kurla Complex
Bandra (E)
MUMBAI - 400 051

BSE Limited
Corporate Relationship Department
1st Floor, New Trading Ring
Rotunda Building, Phiroze Jeejeebhoy
towers
Dalal Street
Mumbai - 400 001

Stock Code: SHANTIGEAR
Through NEAPS

Stock Code: 522034
Through BSE Listing Centre

Dear Sir,

Sub: Submission of details regarding the voting results for the 47th Annual General Meeting of the Members of the Company held on 21st July, 2020.

Ref: Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)

This is to inform that 47th Annual General Meeting of the Members of the Company was held on Tuesday, the 21st day of July, 2020 at 4.00 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the business mentioned in the notice of the Annual General Meeting dated 26th May, 2020.

Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Shareholders of the Company were given the opportunity to exercise their right to vote on all the resolutions set out in the Notice of the AGM through electronic voting ('e-voting') during the period commencing from 18th July, 2020 (10.00 A.M.) to 20th July, 2020 (5.00 P.M.). Further, the Company provided the facility for electronic voting at the 47th AGM venue to those shareholders who had not earlier exercised their right to vote through remote e-voting.



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The resolutions nos.1 to 6 as contained in the Notice of the 47th AGM were approved/ passed by the shareholders with requisite majority. Accordingly, all the resolutions were declared to be passed on 21st July, 2020 (viz., date of the 47th AGM). Consequent thereto, in pursuance of Regulation 44 of the Listing Regulations, we enclose herewith the combined voting results in the prescribed format thereunder along with the Consolidated Scrutiniser's Report.

Kindly take the above information on your record.

With Best regards

For **SHANTHI GEARS LIMITED**

C Subramaniam
Company Secretary

Encl: as above

SHANTHI GEARS LIMITED
ANNUAL GENERAL MEETING HELD ON 21ST JULY, 2020
RESULTS OF VOTING UNDER REGULATION 44 OF THE SEBI (LODR) REGULATIONS, 2015

Date : Tuesday, 21st July, 2020

Number of shareholders as on record date (cut off date) : 16660
 (ie., 14th July, 2020)

No. of shareholders present in the meeting
 -Promoters : 2
 -Public : 44

No. of shareholders attended the meeting
 through video conferencing : 46
 -Promoters & Promoters Group : 2
 -Public : 44

SLNO	Promoter/ Public	1 No. of shares held (1)	2 No. of votes polled (2)	3 % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	4 No. of Votes in favour (4)	5 No. of Votes against (5)	6 % of Votes in favour on votes polled (6)=[(4)/(2)]*100	7 % of Votes against on votes polled (7)=[(5)/(2)]*100
1	Resolution required: ORDINARY- Adoption of Audited Financial Statements of the Company for the financial year ended 31st March, 2020, the Report of the Board of Directors and the Auditor's Report thereon							
	Whether Promoters and Promoter Group are interested in the Agenda/ Resolution: NO							
	Promoter - E-Voting	5,40,63,189	5,40,63,189	100.00	5,40,63,189	-	100.00	-
	Promoter - Poll at AGM		-	-	-	-	-	-
	Promoetr - Ballot by Post		-	-	-	-	-	-
	Total (A)	5,40,63,189	5,40,63,189	100.00	5,40,63,189	-	100.00	-
	Public - Institutions - E-Voting	56,27,465	31,11,038	55.28	31,11,038	-	100.00	-
	Public - Institutions - Poll at AGM		-	-	-	-	-	-
	Public - Institutions - Ballot by Post		-	-	-	-	-	-
	Total (B)	56,27,465	31,11,038	55.28	31,11,038	-	100.00	-
	Public - Non Institutions - E-Voting	1,70,25,199	52,565	0.31	52,254	311	99.41	0.59
	Public - Non Institutions - Poll at AGM		-	-	-	-	-	-
	Public - Non Institutions - Ballot by Post		-	-	-	-	-	-
	Total (C)	1,70,25,199	52,565	0.31	52,254	311	99.41	0.59
Total (A+B+C)	7,67,15,853	5,72,26,792	74.5958	5,72,26,481	311	99.9995	0.0005	



SLNO	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
2	Resolution required: ORDINARY- Approval of Interim dividend of Rs.2/- (Rupees Two Only) per share declared by the Board of Directors of the Company on 28 February,2020, as final dividend for the year ended 31st March, 2020.							
	Whether Promoters and Promoter Group are interested in the Agenda/ Resolution: NO							
	Promoter - E-Voting	5,40,63,189	5,40,63,189	100.00	5,40,63,189	-	100.00	
	Promoter - Poll at AGM							
	Promoter - Ballot by Post							
	Total (A)	5,40,63,189	5,40,63,189	100.00	5,40,63,189	-	100.00	-
	Public - Institutions - E-Voting	56,27,465	31,11,038	55.28	31,11,038	-	100.00	
	Public - Institutions - Poll at AGM		-	-	-	-	-	-
	Public - Institutions - Ballot by Post		-	-	-	-	-	-
	Total (B)	56,27,465	31,11,038	55.28	31,11,038	-	100.00	-
	Public - Non Institutions - E-Voting	17025199	52,565	0.31	52,254	311	99.41	0.59
	Public - Non Institutions - Poll at AGM		-	-	-	-	-	-
	Public - Non Institutions - Ballot by Post							
Total (C)	1,70,25,199	52,565	0.31	52,254	311	99.41	0.59	
Total (A+B+C)	7,67,15,853	5,72,26,792	74.5958	5,72,26,481	311	99.9995	0.0005	
SLNO	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
3	Resolution required: ORDINARY-Re-appointment of Mr. Vellayan Subbiah (holding DIN 01138759), as Director of the Company.							
	Whether Promoters and Promoter Group are interested in the Agenda/ Resolution: NO							
	Promoter - E-Voting	5,40,63,189	5,40,63,189	100.00	5,40,63,189	0	100.00	
	Promoter - Poll at AGM							
	Promoter - Ballot by Post							
	Total (A)	5,40,63,189	5,40,63,189	100.00	5,40,63,189	-	100.00	-
	Public - Institutions - E-Voting	56,27,465	31,11,038	55.28	31,11,038	0	100.00	
	Public - Institutions - Poll at AGM							
	Public - Institutions - Ballot by Post							
	Total (B)	56,27,465	31,11,038	55.28	31,11,038	-	100.00	-
	Public - Non Institutions - E-Voting	1,70,25,199	52,565	0.31	52,150	415	99.21	0.79
	Public - Non Institutions - Poll at AGM		-	-	-	-	-	-
	Public - Non Institutions - Ballot by Post							
Total (C)	1,70,25,199	52,565	0.31	52,150	415	99.21	0.79	
Total (A+B+C)	7,67,15,853	5,72,26,792	74.60	5,72,26,377	415	99.999	0.001	



SLNO	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
4	Resolution required: SPECIAL-Re-appointment of Ms. Soundara Kumar (holding DIN 01974515) as an Independent Director of the Company							
	Whether Promoters and Promoter Group are interested in the Agenda/ Resolution: NO							
	Promoter - E-Voting	5,40,63,189	5,40,63,189	100.00	5,40,63,189	0	100.00	
	Promoter - Poll at AGM		-	-	-	-	-	-
	Promoter - Ballot by Post							
	Total (A)	5,40,63,189	5,40,63,189	100.00	5,40,63,189	-	100.00	-
	Public - Institutions - E-Voting	56,27,465	31,11,038	55.28	31,11,038	0	100.00	
	Public - Institutions - Poll at AGM							
	Public - Institutions - Ballot by Post							
	Total (B)	56,27,465	31,11,038	55.28	31,11,038	-	100.00	-
	Public - Non Institutions - E-Voting	1,70,25,199	52,565	0.31	52,150	415	99.21	0.79
	Public - Non Institutions - Poll at AGM		-	-	-	-	-	-
	Public - Non Institutions - Ballot by Post							
	Total (C)	1,70,25,199	52,565	0.31	52,150	415	99.21	0.79
Total (A+B+C)	7,67,15,853	5,72,26,792	74.60	5,72,26,377	415	99.999	0.001	
SLNO	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
Resolution required: SPECIAL-Payment of Commission to Non-Executive Directors								
Whether Promoters and Promoter Group are interested in the Agenda/ Resolution: NO								
5	Promoter - E-Voting	5,40,63,189	5,40,63,189	100.00	5,40,63,189	0	100.00	
	Promoter - Poll at AGM		-	-	-	-	-	-
	Promoter - Ballot by Post							
	Total (A)	5,40,63,189	5,40,63,189	100.00	5,40,63,189	-	100.00	-
	Public - Institutions - E-Voting	56,27,465	31,11,038	55.28	31,11,038	0	100.00	
	Public - Institutions - Poll at AGM							
	Public - Institutions - Ballot by Post							
	Total (B)	56,27,465	31,11,038	55.28	31,11,038	-	100.00	-
	Public - Non Institutions - E-Voting	1,70,25,199	52,565	0.31	50,676	1889	96.41	3.59
	Public - Non Institutions - Poll at AGM		-	-	-	-	-	-
	Public - Non Institutions - Ballot by Post							
	Total (C)	1,70,25,199	52,565	0.31	50,676	1,889	96.41	3.59
	Total (A+B+C)	7,67,15,853	5,72,26,792	74.60	5,72,24,903	1,889	99.997	0.003



Resolution required: ORDINARY-Ratification of Remuneration to Cost Auditor Mr. B Venkateswar, Cost Accountant having Membership No. 27622 and holding Registration No.100753.								
Whether Promoters and Promoter Group are interested in the Agenda/ Resolution: NO								
6	Promoter - E-Voting		5,40,63,189	100.00	5,40,63,189	0	100.00	
	Promoter - Poll at AGM	5,40,63,189	-	-	-	-	-	-
	Promoter - Ballot by Post							
	Total (A)	5,40,63,189	5,40,63,189	100.00	5,40,63,189	-	100.00	-
	Public - Institutions - E-Voting		31,11,038	55.28	31,11,038	0	100.00	
	Public - Institutions - Poll at AGM	56,27,465	-	-	-	-	-	-
	Public - Institutions - Ballot by Post		-	-	-	-	-	-
	Total (B)	56,27,465	31,11,038	55.28	31,11,038	-	100.00	-
	Public - Non Institutions - E-Voting		52,565	0.31	52,254	311	99.41	0.59
	Public - Non Institutions - Poll at AGM	1,70,25,199	-	-	-	-	-	-
	Public - Non Institutions - Ballot by Post		-	-	-	-	-	-
	Total (C)	1,70,25,199	52,565	0.31	52,254	311	99.41	0.59
	Total (A+B+C)	7,67,15,853	5,72,26,792	74.60	5,72,26,481	311	99.999	0.001



Consolidated Scrutinizer's Report

22nd July, 2020

The Chairman
Shanthi Gears Limited
304A, Trichy Road,
Singanallur,
Coimbatore - 641005

Ref: 47th Annual General Meeting (AGM) of the Members of the Shanthi Gears Limited held on 21st July, 2020 at 4:00 P.M I.S.T by way of Video Conferencing ("VC").

Dear Sir,

We, R.Sridharan & Associates, Company Secretaries, have been appointed as the Scrutinizer by:

The Board of Directors of SHANTHI GEARS LIMITED vide resolution dated 26th May, 2020, pursuant to the provisions of Sections 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and in compliance with framework issued by the Ministry of Corporate Affairs through its Circular No. 20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April, 08, 2020 and Circular no. 17/2020 dated April 13, 2020 to scrutinize the voting relating to the resolutions as set out in the notice of the AGM through remote e-voting process held between Saturday, 18th July, 2020 (10.00 AM) (IST) to Monday, 20th July, 2020 (5.00 PM) (IST) and through electronic voting system (e-voting) during the 47th Annual General Meeting (AGM) of the members of the Company, held on Tuesday, 21st July, 2020 at 4:00 P.M I.S.T by way of Video Conferencing ("VC").

47TH AGM – CONSOLIDATED SCRUTINIZER'S REPORT – SHANTHI GEARS LIMITED



We now submit our Consolidated Report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder including MCA Circulars as mentioned above relating to voting through electronic means (by remote e-voting) and electronic voting (e-voting) at the AGM by the shareholders is the responsibility of the management.
2. The Company has availed remote e-voting system and electronic voting system at the AGM provided by National Securities Depository Limited (NSDL) for enabling the members to cast their vote under the provisions of the said Sections and the Rules made thereunder.
3. After conclusion of the proceedings of the meeting, the shareholders present through VC voted through the e-voting facility provided by NSDL. As per the information given by the Company, the names of the shareholders who had voted by remote e-voting had been blocked and only those members who were present at the AGM through VC and who had not voted by remote e-voting were allowed to cast their votes through e-voting system during the AGM.
4. We have scrutinized and reviewed the remote e-voting system, electronic voting system after conclusion of the AGM. We have unblocked the votes cast by the members through remote e-voting system and electronic voting system in the presence of two witnesses Mr. K Satheesh and Ms. Srinidhi Sridharan, who are not in the employment of the Company. The votes tendered therein in respect of the remote e-voting system and e-voting at the AGM are based on the data downloaded from the official website of NSDL.
5. Based on the data downloaded from the Official website of NSDL for the remote e-voting system and on the basis of the report furnished to us by them on the electronic voting system, we now submit our consolidated report (Remote e-voting, Electronic Voting System) as under:





Item No. 1 - Adoption of Audited Financial Statements of the Company for FY 2019-2020, Reports of the Board of Directors and Auditors thereon.

ORDINARY RESOLUTION

(i) Votes in **favour** of the resolution:

Number of Members voted in Remote E-Voting	Number of votes cast (Shares) - Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting	% of total number of valid votes cast
63	57226385	4	96	57226481	99.999

(ii) Votes **against** the resolution:

Number of Members voted in Remote E-Voting	Number of votes cast (Shares) - Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting	% of total number of valid votes cast
3	311	0	0	311	0.001

(iii) **Invalid** Votes:

Number of members voted in Remote E-Voting	Number of votes cast (Shares) - Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting
NIL	NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed with requisite majority.



Item No. 2 – Confirmation of Interim Dividend declared and paid for FY 2019-20.

ORDINARY RESOLUTION

(i) Votes in **favour** of the resolution:

Number of Members voted in Remote E-Voting	Number of votes cast (Shares) - Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting	% of total number of valid votes cast
63	57226385	4	96	57226481	99.999

(ii) Votes **against** the resolution:

Number of Members voted in Remote E-Voting	Number of votes cast (Shares) - Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting	% of total number of valid votes cast
3	311	0	0	311	0.001

(iii) **Invalid** Votes:

Number of members voted in Remote E-Voting	Number of votes cast (Shares) - Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting
NIL	NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed with requisite majority.





Item No. 3 – Re-appointment of Mr. Vellayan Subbiah (DIN: 01138759), Director retiring by rotation.

ORDINARY RESOLUTION

(i) Votes in **favour** of the resolution:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting	% of total number of valid votes cast
61	57226281	4	96	57226377	99.999

(ii) Votes **against** the resolution:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting	% of total number of valid votes cast
5	415	0	0	415	0.001

(iii) **Invalid** Votes:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting
NIL	NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed with requisite majority.



Item No. 4 – Re-appointment of Ms. Soundara Kumar (DIN 01974515), as an Independent Director of the Company.

SPECIAL RESOLUTION

(i) Votes in **favour** of the resolution:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting	% of total number of valid votes cast
61	57226281	4	96	57226377	99.999

(ii) Votes **against** the resolution:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting	% of total number of valid votes cast
5	415	0	0	415	0.001

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E- Voting and E-voting
NIL	NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed with requisite majority.

Item No. 5- Payment of Commission to Non- Executive Directors.

SPECIAL RESOLUTION

(i) Votes in **favour** of the resolution:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of Members voted through E- voting	Number of votes cast (Shares) through E- voting	Total Number of votes cast through Remote E- Voting and E-voting	% of total number of valid votes cast
57	57224807	4	96	57224903	99.997

(ii) Votes **against** the resolution:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E- voting	Total Number of votes cast through Remote E- Voting and E-voting	% of total number of valid votes cast
9	1889	0	0	1889	0.003

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E- Voting and E- voting
NIL	NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed with requisite majority.



Item No. 6– Ratification of Remuneration to Mr. B Venkateswar, Cost Auditor of the Company.

ORDINARY RESOLUTION

(i) Votes in **favour** of the resolution:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of Members voted through E- voting	Number of votes cast (Shares) through E- voting	Total Number of votes cast through Remote E- Voting and E-voting	% of total number of valid votes cast
63	57226385	4	96	57226481	99.999

(ii) Votes **against** the resolution:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E- voting	Total Number of votes cast through Remote E- Voting and E-voting	% of total number of valid votes cast
3	311	0	0	311	0.001

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E- Voting and E- voting
NIL	NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 6 as set out in the Notice of the AGM is passed with requisite majority.



6. A Compact Disc (CD) containing a list of equity shareholders who voted "**FOR**" and "**AGAINST**" for each resolution is enclosed.

7. The electronic data relating to remote e-voting and electronic voting system, all other relevant records is under our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the Annual General Meeting.

Thanking you,

Yours faithfully,

For R. Sridharan & Associates
Company Secretaries

CS R. Sridharan

CP No. 3239

FCS No. 4775

UDIN: F004775B000490471

