



Sec/2014
July 26, 2014

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

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

Sub: **Submission of details regarding the voting results for the 41st Annual General Meeting of the Members of the Company held on 26th July, 2014**

Ref: **Clause 35A of the Listing Agreement**

This is to inform that 41st Annual General Meeting of the Members of the Company was held on Saturday, the 26th day of July, 2014 at 4.00 p.m. at the Registered Office of the Company at 304-A, Trichy Road, Singanallur, Coimbatore - 641 005 to transact the business mentioned in the notice of the Annual General Meeting dated 29th April, 2014.

As required by the provisions of the Section 108 of the Companies act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement, facility of voting through electronic means on all proposals contained in the Annual General Meeting Notice dated 29th April, 2014 was provided to the members. The company has appointed Mr.P.Eswaramoorthy as Scrutinizer to conduct e-voting and poll at AGM venue in a transparent manner. The e-voting was commenced on 20th July, 2014 at 10.00 a.m. IST and ended on 21st July, 2014 6.00 p.m. IST. Voting by poll was carried out at the Annual General Meeting.

All the items of business as mentioned in the Annual General Meeting Notice have been transacted and based on the report of the Scrutinizer, the resolutions indicated below were declared as duly passed by requisite majority by e-voting and through voting by poll conducted at the said Annual General Meeting.



Details of voting result in the specified format pursuant to Clause 35A of the listing agreement are given below:

1.	Date of AGM	26 th July, 2014
2.	Total number of shareholders on record date	14784
3.	Number of shareholders present in the meeting in person or through proxy	
	-Promoter or Promoter Group	1
	-Public	59
	Number of shareholders who participated in e-voting	27
4.	Number of shareholders attended the meeting through Video Conferencing	Not Arranged
	Promoter or Promoter Group	
	Public	

5.	Detail of the Agenda	Resolution required	Mode of Voting
1.	To receive, consider and adopt the Directors' Report, Statement of Profit for the year ended 31 st March, 2014 and the Balance Sheet as on that date and the Auditors' Report thereon.	Ordinary	e-voting & Poll
2.	To elect a Director in the place of Mr. MM Murugappan (DIN 00170478), who retires by rotation and being eligible, offers himself for re-appointment	Ordinary	e-voting & Poll
3.	To re-appoint M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No.008072S) as the Auditors of the Company for a period of four years from the 41 st AGM and to fix their remuneration	Ordinary	e-voting & Poll
4.	To Appoint Mr. C R Swaminathan (DIN 00002169) as an Independent Director of the Company for a term of 3 consecutive years from the date of the 41 st AGM	Ordinary	e-voting & Poll
5.	To Appoint Mr. J Balamurugan (DIN 00023309) as an Independent Director of the Company for a term of 5 consecutive years from the date of the 41 st AGM	Ordinary	e-voting & Poll
6.	To Appoint Mr. V Venkiteswaran (DIN 00062246) as an Independent Director of the Company for a term of 2 consecutive years from the date of the 41 st AGM	Ordinary	e-voting & Poll
7.	Approve the Board's power to borrow, exceeding the aggregate of the paid-up capital of the company and its free reserves, provided that total outstanding amount so borrowed shall not exceed the limit of Rs. 100 Crores.	Special	e-voting & Poll
8.	Approve the Board's power to execute, mortgage, change and/or hypothecate in respect of the whole or part of the properties of the Company both present and future to secure borrowings of money with interest and other moneys.	Special	e-voting & Poll

k 2/3.

Shanthi Gears

AS 9100C

(Based on and including ISO 9001:2008)



SHANTHI GEARS LIMITED

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

Phone : +91-422-2273722 to 34
Fax : +91-422-2273884 & 85
E-mail : info@shanthigears.com
Website : www.shanthigears.com



murugappa

Further the following details of e-voting and Poll are given in annexure:

With Best regards

For **SHANTHI GEARS LIMITED**

C.SUBRAMANIAM
COMPANY SECRETARY

Encl: as above

3

SHANTHI GEARS LIMITED

ANNEXURE

Voting details for the business transacted at the Annual General meeting held on 26th July, 2014

	Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
Resolution No.1 Adoption of Accounts (Ordinary Resolution)	Promoter and Promoter Group	57302913	57302913	100.00	57302913	0	100.00%	0.00%
	Public - Institutional holders	3702293	2410716	65.11	2410716	0	100.00%	0.00%
	Public - Others	20710647	90284	0.44	90284	0	100.00%	0.00%
Grand Total		81715853	59803913	73.19	59803913	0	100.00%	0.00%
Resolution No.2 Appointment of Mr MM Murrugappan as a Director (Ordinary Resolution)	Promoter and Promoter Group	57302913	57302913	100.00	57302913	0	100.00%	0.00%
	Public - Institutional holders	3702293	2410716	65.11	2410716	0	100.00%	0.00%
	Public - Others	20710647	90284	0.44	90184	100	99.89%	0.11%
Grand Total		81715853	59803913	73.19	59803813	100	100.00%	0.00%
Resolution No.3 Re- appointment of Auditors (Ordinary Resolution)	Promoter and Promoter Group	57302913	57302913	100.00	57302913	0	100.00%	0.00%
	Public - Institutional holders	3702293	2410716	65.11	2410716	0	100.00%	0.00%
	Public - Others	20710647	90284	0.44	89284	1000	98.89%	1.11%
Grand Total		81715853	59803913	73.19	59802913	1000	100.00%	0.00%



1/13

SHANTHI GEARS LIMITED

	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
Resolution No.4 Appointment of Mr C R Swaminathan as an Independent Director (Ordinary Resolution)	Promoter and Promoter Group	57302913	57302913	100.00	57302913	0	100.00%	0.00%
	Public - Institutional holders	3702293	2410716	65.11	2410716	0	100.00%	0.00%
	Public - Others	20710647	90284	0.44	90164	120	99.87%	0.13%
	Grand Total	81715853	59803913	73.19	59803793	120	100.00%	0.00%
Resolution No.5 Appointment of Mr J Balamurugan as an Independent Director (Ordinary Resolution)	Promoter and Promoter Group	57302913	57302913	100.00	57302913	0	100.00%	0.00%
	Public - Institutional holders	3702293	2410716	65.11	2410716	0	100.00%	0.00%
	Public - Others	20710647	90309	0.44	90189	120	99.87%	0.13%
	Grand Total	81715853	59803938	73.19	59803818	120	100.00%	0.00%



6/11

SHANTHI GEARS LIMITED

	Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
Resolution No.6 Appointment of Mr V Venkieswaran as an Independent Director (Ordinary Resolution)	Promoter and Promoter Group	57302913	57302913	100.00	57302913	0	100.00%	0.00%
	Public - Institutional holders	3702293	2410716	65.11	2410716	0	100.00%	0.00%
	Public - Others	20710647	90309	0.44	89189	1120	98.76%	1.24%
	Grand Total	81715853	59803938	73.19	59802818	1120	100.00%	0.00%
Resolution No.7 Approve the Borrowing powers (Special Resolution)	Promoter/ Public							
	Promoter and Promoter Group	57302913	57302913	100.00	57302913	0	100.00%	0.00%
	Public - Institutional holders	3702293	2410716	65.11	2410716	0	100.00%	0.00%
	Public - Others	20710647	90309	0.44	90209	100	99.89%	0.11%
	Grand Total	81715853	59803938	73.19	59803838	100	100.00%	0.00%



g/m.

SHANTHI GEARS LIMITED

	Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
Resolution No. 8 Approve the creation of charges to secure the borrowings (Special Resolution)	Promoter and Promoter Group	57302913	57302913	100.00	57302913	0	100.00%	0.00%
	Public - Institutional holders	3702293	2410716	65.11	2410716	0	100.00%	0.00%
	Public - Others	20710647	90374	0.44	90254	120	99.87%	0.13%
	Grand Total	81715853	59804003	73.19	59803883	120	100.00%	0.00%



6/4.