



14th August, 2015

National Stock Exchange of India Ltd

Exchange Plaza, 5th Floor

Plot No.C/1, G Block

Bandra-Kurla Complex

Bandra (E)

Mumbai-400 051**BSE Ltd**

Corporate Relationship Department

1st Floor, New Trading Ring

Rotunda Building, Phiroze Jeejeebhoy towers

Dalal Street

Mumbai - 400 001

Dear Sirs,

Sub: Proceedings of the 42nd Annual General Meeting**Ref: Company Trading Symbol/Scrip Code: SHANTIGEAR/522034**

The 42nd Annual General Meeting of the Members of Shanthi Gears Limited was duly convened and held on 30th July, 2015 at 4.00 p.m. at the Registered office of the Company at 304-A, Trichy Road, Singanallur, Coimbatore - 641 005, as attended by the Members and Proxies as per the members Attendance Register.

Members Present: 55

Members Present by Proxy: 1

Further 58 members have participated through electronic voting.

The Shareholders have approved following:

1. Report of Directors, the Report of the Auditors and the Audited Balance Sheet and the Statement of Profit for the year ended 31st March, 2015.
2. Re-appointment of Mr. L Ramkumar (DIN 00090089) as Director of the Company.



3. Ratification of appointment M/s. Deloitte Haskins & Sells, Chartered Accountants as Statutory Auditors of the Company until conclusion of AGM for the year 2018 and remuneration of ₹ 9.00 lakhs payable for them for the financial year 2015-16.
4. Appointment of Ms. Soundara Kumar (DIN 01974515) as an Independent Director of the Company for five consecutive years from the conclusion of this 42nd AGM.
5. Ratification of remuneration for the Cost Auditor Mr. B Venkateswar for the financial year 2015-16.
6. Payment Commission to Non-Executive Directors

Thanking You,

Yours faithfully,

For **SHANTHI GEARS LIMITED**



C. Subramaniam
Company Secretary