



July 27, 2016

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

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

Dear Sir,

Sub: Submission of details regarding the voting results for the 43rd Annual General Meeting of the Members of the Company held on 25th July, 2016.

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

This is to inform that 43rd Annual General Meeting of the Members of the Company was held on Monday, the 25th day of July, 2016 at 2.00 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 27th April, 2016.

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 as substituted by the Companies (Management and Administration) Amendment Rules, 2015, facility of voting through electronic means on all proposals contained in the Annual General Meeting Notice dated 27th April, 2016 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

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



murugappa

was commenced on 22nd July, 2016 at 10.00 a.m. IST and ended on 24th July, 2016 5.00 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, all the resolutions were declared as duly passed by requisite majority by e-voting and through voting by poll conducted at the said Annual General Meeting.

Further, the following details of Voting Results and Scrutinizer's report are given in Annexure.

With Best regards

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
ANNUAL GENERAL MEETING HELD ON 25TH JULY, 2016
RESULTS OF VOTING UNDER REGULATION 44 OF THE SEBI (LODR) REGULATIONS, 2015
 Date of Annual General Meeting : Monday, 25th July, 2016

Number of shareholders as on record date (cut off (ie., 19th July, 2016) : 15072

No. of shareholders present in the meeting either in person or through proxy
 -Promoters : 1
 -Public : 61

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

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: ORDINARY- Adoption of Audited Financial Statements of the Company for the financial year ended 31st March 2016, the Report of the Board of Director's and the Auditor's thereon.								
Whether Promoters and Promoter Group are interested in the Agenda/ Resolution: NO								
	Promoter - E-Voting	57302913	57296413	99.989	57296413		100.000	
	Promoter - Poll at AGM							
	Promoter - Ballot by Post							
1	Total (A)	57302913	57296413	99.989	57296413		100.000	
	Public - Institutions - E-Voting	4190758	2195329	52.385	2195329	0	100.000	
	Public - Institutions - Poll at AGM							
	Public - Institutions - Ballot by Post							
	Total (B)	4190758	2195329	52.385	2195329			
	Public - Non Institutions - E-Voting	20222182	13748	0.068	13748	0	100.000	
	Public - Non Institutions - Poll at AGM							
	Public - Non Institutions - Ballot by Post							
	Total (C)	20222182	13748	0.068	13748	0	100.000	
	Total (A+B+C)	82715853	80585489	97.305	80585489	2195329	100.000	2.787





SLNO	Promoter/ Public	1	2	3	4	5	6	7
	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: ORDINARY - Confirm the Interim Dividend of Rs.0.50 per share declared by the Board of Directors of the Company on 27th January,2016								
Whether Promoters and Promoter Group are interested in the Agenda/ Resolution: NO								
2	Promoter - E-Voting	57302913	57296413	99.989	57296413		100.000	
	Promoter - Poll at AGM							
	Promoter - Ballot by Post							
	Total (A)	57,302,913	57,296,413	99.989	57,296,413		100.000	
	Public - Institutions - E-Voting	4190758	2195329	52.385	2195329	0	100.000	
	Public - Institutions - Poll at AGM							
	Public - Institutions - Ballot by Post							
	Total (B)	4,190,758	2,195,329	52.385	2,195,329	0	100.000	
	Public - Non Institutions - E-Voting	20222182	13748	0.068	13748	0	100.000	
	Public - Non Institutions - Poll at AGM		58114	0.287	57933	181	99.689	0.311
Public - Non Institutions - Ballot by Post								
Total (C)	20,222,182	71,862	0.355	71,861	181	99.748	0.252	
Total (A+B+C)	81,715,853	59,558,604	72.885	59,558,604	181	99.748	0.252	
Resolution required: ORDINARY - Appoint Director in place of Mr.M.M.Murugappan (DIN 00170478) who retires by rotation and being eligible, offers himself for re-appointment								
Whether Promoters and Promoter Group are interested in the Agenda/ Resolution: YES								
3	Promoter - E-Voting	57302913	57296413	99.989	57296413		100.000	
	Promoter - Poll at AGM							
	Promoter - Ballot by Post							
	Total (A)	57,302,913	57,296,413	99.989	57,296,413		100.000	
	Public - Institutions - E-Voting	4190758	2195329	52.385	2195329	0	100.000	
	Public - Institutions - Poll at AGM							
	Public - Institutions - Ballot by Post							
	Total (B)	4,190,758	2,195,329	52.385	2,195,329	0	100.000	
	Public - Non Institutions - E-Voting	20222182	8748	0.043	8648	100	98.857	1.143
	Public - Non Institutions - Poll at AGM		58114	0.287	58114	0	100.000	
Public - Non Institutions - Ballot by Post								
Total (C)	20,222,182	66,862	0.330	66,762	100	99.850	0.150	
Total (A+B+C)	81,715,853	59,558,604	72.885	59,558,604	100	99.850	0.150	



SLNO	1	2	3	4	5	6	7
	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	Promoter/ Public						
	Resolution required: ORDINARY- Ratification of appointment of M/s Deloitte Haskins & Sells as the Auditors of the Company and to fix their remuneration for the financial year 2022-23	Whether Promoters and Promoter Group are interested in the Agenda/ Resolution: NO					
	Promoter - E-Voting	57302913	57296413	99.989	57296413		100.000
	Promoter - Poll at AGM						
	Promoter - Ballot by Post						
	Total (A)	57,302,913	57,296,413	99.989	57,296,413		100.000
	Public - Institutions - E-Voting	4190758	2195329	52.385	2195329	0	100.000
	Public - Institutions - Poll at AGM						
	Public - Institutions - Ballot by Post						
	Total (B)	4,190,758	2,195,329	52.385	2,195,329		100.000
Public - Non Institutions - E-Voting	20222182	13748	0.068	13738	10	99.927	
Public - Non Institutions - Poll at AGM		58114	0.287	58114	0	100.000	
Public - Non Institutions - Ballot by Post							
Total (C)	20,222,182	71,862	0.355	71,852	10	99.986	
Total (A+B+C)	81,715,853	59,563,604	72.891	59,563,604	10	100.000	
	1	2	3	4	5	6	7
5	Promoter/ Public						
	Resolution required: SPECIAL- Re-appoint Mr. V.Venkiteswaran (DIN 00062246) as an Independent Director of the Company for one year from the conclusion of this 43rd Annual General Meeting	Whether Promoters and Promoter Group are interested in the Agenda/ Resolution: NO					
	Promoter - E-Voting	57302913	57296413	99.989	57296413		100.000
	Promoter - Poll at AGM						
	Promoter - Ballot by Post						
	Total (A)	57,302,913	57,296,413	99.989	57,296,413		100.000
	Public - Institutions - E-Voting	4190758	2195329	52.385	2195329	0	100.000
	Public - Institutions - Poll at AGM						
	Public - Institutions - Ballot by Post						
	Total (B)	4,190,758	2,195,329	52.385	2,195,329		100.000
Public - Non Institutions - E-Voting	20222182	8748	0.043	8638	110	98.743	
Public - Non Institutions - Poll at AGM		58114	0.287	58114	0	100.000	
Public - Non Institutions - Ballot by Post							
Total (C)	20,222,182	66,862	0.330	66,752	110	99.835	
Total (A+B+C)	81,715,853	59,558,604	72.885	59,558,604	110	100.000	

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SLNO	1	2	3	4	5	6	7
	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:ORDINARY- Ratification of remuneration payable to Cost Auditor Mr.B.Venkateswar, Cost Accountant for the financial year 2016-17						
	Whether Promoters and Promoter Group are interested in the Agenda/ Resolution: NO						
	Promoter - E-Voting	57302913	57296413	99.989	57296413	100.000	
	Promoter - Poll at AGM						
	Promoetr - Ballot by Post						
	Total (A)	57302913	57296413	99.989	57296413	100.000	
6	Public - Institutions - E-Voting	4190758	2195329	52.385	2195329	100.000	
	Public - Institutions - Poll at AGM						
	Public - Institutions - Ballot by Post						
	Total (B)	4190758	2195329	52.385	2195329	100.000	
	Public - Non Institutions - E-Voting	20222182	13748	0.068	13738	99.927	0.073
	Public - Non Institutions - Poll at AGM						
	Public - Non Institutions - Ballot by Post						
	Total (C)	20222182	71862	0.355	71852	100.000	
	Total (A+B+C)	81710653	59531004	72.851	59566794	99.586	0.014





P. Eswaramoorthy and Company

Company Secretaries

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

SCRUTINIZER'S REPORT FOR E VOTING AND POLL

(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Companies (Management and Administration) Amendment Rules, 2015

To

The Chairman
43rd Annual General Meeting of the Equity Shareholders of
M/s. SHANTHI GEARS LIMITED
(CIN: L29130TZ1972PLC000649)
Held on Monday, the 25th day of July, 2016 at 2.00 P.M at
304-A, Trichy Road,
Singanallur,
Coimbatore- 641 005
Tamil Nadu, India



Dear Sir,

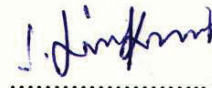
I, P.Eswaramoorthy, Proprietor, P.Eswaramoorthy and Company, Company Secretaries having office at 44 & 44/1, Ramalinga Jothi Nagar, Nanjundapuram Road, Ramanathapuram, Coimbatore -641 045, Tamil Nadu, India have been appointed as a Scrutinizer of M/s. Shanthi Gears Limited ("the Company") for the purpose of Scrutinizing the e-voting and poll process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Amended Rules 2015 on the below mentioned resolution(s), at the 43rd Annual General Meeting of the Equity Shareholders of Shanthi Gears Limited, held on 25th day of July, 2016 at 02.00 P.M at 304-A, Trichy Road, Singanallur, Coimbatore – 641 005, Tamil Nadu, India.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and poll on the resolutions proposed in the Notice of the 43rd Annual general Meeting of the company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballots by poll at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and Voting at the AGM by Poll.

I submit my report as under.

1. The e-voting period remained open from 22nd July, 2016 (10.00 A.M IST) to 24th July, 2016 (5.00 P.M IST)
2. The Shareholders holding shares as on the "Cut off " date ie., 19th July, 2016 were entitled to vote on the proposed resolutions (Item No. 1 to 6 as set out in the notice of the 43rd Annual General Meeting of Shanthy Gears Limited).
3. The remote e voting was unblocked on 25th July, 2016 after conclusion of the Annual General Meeting in the presence of two witnesses, Mrs.Marilyn Jacob and Mr.M.S.Sivakumar who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


.....
(Marilyn Jacob)


.....
(M.S.Sivakumar)

4. The details containing, inter- alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e voting website of National Securities Depository Limited (<https://www.evoting.nsdl.com/>).
5. After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
6. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
7. The Company has not received any Proxy forms.
8. The Consolidated results are as under:



ORDINARY BUSINESS:

ITEM NO.1

ORDINARY RESOLUTION

Adoption of Financial Statements

(i) VOTES CASTED IN FAVOUR OF THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	20	5,95,05,490	
Poll	44	58,114	
Total Voting	64	5,95,63,604	100.0000

(ii) VOTES CASTED AGAINST THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	Nil	Nil	
Poll	Nil	Nil	
Total Voting	Nil	Nil	Nil

(iii) INVALID / ABSTAIN VOTES

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED
E- Voting	Nil	Nil
Poll	Nil	Nil
Total Voting	Nil	Nil

Based on the aforesaid results, Ordinary Resolution as contained Item No.1 has been passed with requisite Majority.



ITEM NO. 2

ORDINARY RESOLUTION

Confirmation of Interim Dividend

(i) VOTES CASTED IN FAVOUR OF THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	20	5,95,05,490	
Poll	43	57,933	
Total Voting	63	5,95,63,423	99.9997

(ii) VOTES CASTED AGAINST THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	Nil	Nil	
Poll	1	181	
Total Voting	1	181	0.0003

(iii) INVALID/ ABSTAIN VOTES

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED
E- Voting	Nil	Nil
Poll	Nil	Nil
Total Voting	Nil	Nil

Based on the aforesaid results, Ordinary Resolution as contained Item No.2 has been passed with requisite Majority.



ITEM NO. 3

ORDINARY RESOLUTION

Re -appointment of Mr. M M Murugappan as Director

(i) VOTES CASTED **IN FAVOUR OF THE RESOLUTION**

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	18	5,95,00,390	
Poll	44	58,114	
Total Voting	62	5,95,58,504	99.99983

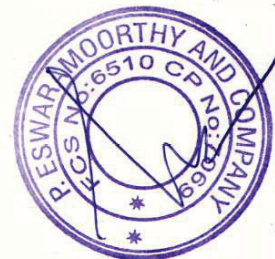
(ii) VOTES CASTED **AGAINST THE RESOLUTION**

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	1	100	
Poll	Nil	Nil	
Total Voting	1	100	0.00017

(iii) **INVALID / ABSTAIN VOTES**

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED
E- Voting	1	5,000
Poll	Nil	Nil
Total Voting	1	5,000

Based on the aforesaid results, Ordinary Resolution as contained Item No.3 has been passed with requisite Majority.



ITEM NO. 4

ORDINARY RESOLUTION

Ratification of Auditors appointment and to fix their remuneration.

(i) VOTES CASTED IN FAVOUR OF THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	19	5,95,05,480	
Poll	44	58,114	
Total Voting	63	5,95,63,594	100.0000

(ii) VOTES CASTED AGAINST THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	1	10	
Poll	Nil	Nil	
Total Voting	1	10	0.0000

(iii) INVALID / ABSTAIN VOTES

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED
E- Voting	Nil	Nil
Poll	Nil	Nil
Total Voting	Nil	Nil

Based on the aforesaid results, Ordinary Resolution as contained Item No.4 has been passed with requisite Majority.



SPECIAL BUSINESS:

ITEM NO. 5

SPECIAL RESOLUTION

Appointment of Mr.V Venkiteswaran as an Independent Director

(i) VOTES CASTED IN FAVOUR OF THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	17	5,95,00,380	
Poll	44	58,114	
Total Voting	61	5,95,58,494	99.99982

(ii) VOTES CASTED AGAINST THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	2	110	
Poll	0	0	
Total Voting	2	110	0.00018

(iii) INVALID/ABSTAIN VOTES

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED
E- Voting	1	5,000
Poll	Nil	Nil
Total Voting	1	5,000

Based on the aforesaid results, Special Resolution as contained Item No.5 has been passed with requisite Majority.



ITEM NO. 6

ORDINARY RESOLUTION

Ratification of Remuneration to Cost Auditor.

(i) VOTES CASTED IN FAVOUR OF THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	19	5,95,05,480	
Poll	44	58,114	
Total Voting	63	5,95,63,594	100.0000

(ii) VOTES CASTED AGAINST THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED	PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED
E- Voting	1	10	
Poll	Nil	Nil	
Total Voting	1	10	0.0000

(iii) INVALID /ABSTAIN VOTES

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED
E- Voting	Nil	Nil
Poll	Nil	Nil
Total Voting	Nil	Nil

Based on the aforesaid results, Ordinary Resolution as contained Item No.6 has been passed with requisite Majority.



1. All relevant records of electronic voting will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 43rd Annual General Meeting and the same shall be handed over thereafter to the Chairman / Company Secretary for safe keeping.
2. The poll papers and all other relevant records were sealed and handed over to the Chairman / Company Secretary for safe keeping.

Thanking You,

Yours faithfully,

For P.Eswaramoorthy and Company
Company Secretaries


P. Eswaramoorthy
Proprietor

Date: 26.07.2016

Place : Coimbatore

