



23rd February 2017

National Stock Exchange of India Ltd,
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra-Kurla Complex,
Mumbai-400 051.

Stock Code: SHANTIGEAR
Through NEAPS

BSE Limited
1st Floor New Trading Ring, Rotunda Building,
P J Towers, Dalal Street, Fort,
Mumbai- 400 001.

Stock Code: 522034
Through BSE Listing Centre

Dear Sir,

Sub: Notice of Postal Ballot and form pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In furtherance to our letter dated 27th January 2017 intimating the decision of the Board for seeking the approval of the Members of the Company through Postal Ballot, we enclose herewith the Postal Ballot Notice and the Postal Ballot Form, dispatched to the Members today for considering the approval for alteration of existing Articles of Association (AOA) of the Company by adopting a new set of AOA aligned with the Companies Act, 2013 pursuant to Section 14 of the Companies Act, 2013.

The e-voting facility begins on 26th February 2017 (9.00 a.m. IST) and ends on 27th March 2017 (5.00. p.m IST). The last date for receipt of Postal Ballot Forms shall be 27th March (5.00. p.m IST). Any form received after the closing hours of the said date will be considered as though no reply has been received from the Member. The voting rights of the members/ Beneficial owners for this Postal Ballot shall be reckoned based on the equity shares held by them as on 17th February 2017.

Please note that the results of the Postal Ballot will be announced on 29th March 2017 at the Registered Office of the Company and posted on the Company's website viz., www.shanthigears.com besides being communicated to the Stock Exchanges.

Kindly take the above information on record.

Yours faithfully

For SHANTHI GEARS LIMITED


C.SUBRAMANIAM
COMPANY SECRETARY

Encl: As Above
Address: "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

Tel: 91-422-4545745 Fax: 91-422-4545700

Email: cs@shanthigears.murugappa.com Website: www.shanthigears.com

CIN: L29130TZ1972PLC000649.



murugappa

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

To

The Members of Shanthi Gears Limited

NOTICE is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013 ('Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014, that the Resolution appended below is proposed to be passed by Members through Postal Ballot for the following purpose:

Item No. 1 - As a Special Resolution

Approval under Section 14 of the Act for amending the existing Articles of Association ('AOA') of the Company with the adoption of new set of AOA in alignment with the provisions of the Act.

The draft Resolution and the Statement setting out the material facts and the reasons for the proposals is appended hereto along with the Postal Ballot Form for your consideration and voting.

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Section 110 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company is pleased to offer e-voting facility to its Members to exercise their votes electronically on the Resolutions set forth in the Postal Ballot Notice.

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the electronic voting (e-voting) facility to enable Members to exercise their votes in a secured manner. Members may choose to exercise their votes using either the Postal Ballot Form enclosed herewith or the e-voting facility provided by the Company. It may be noted that a Member is permitted to exercise his/her vote only through one of these modes. Those Members opting for e-voting are requested to follow the procedure recommended by NSDL as detailed in the instructions contained in this Notice.

The Board of Directors have appointed Mr. P Eswaramoorthy, Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot voting process including e-voting in a fair and transparent manner.

Members are requested to read the instructions printed on the Postal Ballot Form carefully and return the form duly completed and signed in the attached self-addressed business reply envelope, so as to reach the Scrutinizer not later than 5.00 p.m. on Monday, 27th March, 2017. Any Postal Ballot Form received after the closing hours of the said date will be treated as not having been received. No other form or photocopy thereof is permitted. The Scrutinizer will submit his report to the Chairman or any other Authorised Person of the Company after completion of the scrutiny of the Postal Ballot. The results of the Postal Ballot will be announced by the Chairman or any other Authorised Person of the Company at 11.00 a.m. on Wednesday, 29th March, 2017 at the Registered Office of the Company at 304-A, Trichy Road, Singanallur, Coimbatore-641005. The results of the Postal Ballot will also be displayed at the Registered Office and posted on the Company's website www.shanthigears.com besides being communicated to the Stock Exchanges where the Company's shares are listed.

The date of declaration of the results will be treated as the date of passing of the said Resolution. The Resolution being Special Resolution will be declared as passed if votes cast in favour are not less than three times the number of votes, if any, cast against the Resolution by Members so entitled and voting.

In case of any further clarification regarding the Postal Ballot, Members may contact the Company at the contact details furnished above.

By Order of the Board
For Shanthi Gears Limited

C Subramaniam
Company Secretary

Coimbatore
27th January, 2017

RESOLUTION FOR POSTAL BALLOT
(Pursuant to Section 110 of the Companies Act, 2013)

Item No. 1

To consider and if deemed fit, to pass the following as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), approval of the Members of the Company be and is hereby accorded to the alteration of the existing Articles of Association of the Company by adoption of a new set of Articles of Association in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take such steps and do all such acts, deeds and things as is considered necessary, expedient, usual, proper or incidental in relation to the said matter and take such actions and give such directions as they may consider as necessary or desirable to give effect to this Resolution.

By Order of the Board
For Shanthi Gears Limited
C Subramaniam
Company Secretary

Coimbatore
27th January, 2017

ANNEXURE TO NOTICE
Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1

The Ministry of Corporate Affairs as on date has notified substantive provisions of the Companies Act, 2013 ('Act') which deal with the general functioning of companies.

The existing Articles of Association ('AOA') of the Company are as per the requirements of the earlier Company law including Companies Act, 1956 and accordingly contain references to the provisions of the erstwhile Acts. Since various substantive provisions of the Act are now in force, it is proposed to wholly replace the existing AOA with a new set of Articles aligned with the provisions of the Act and drawn up in conformity thereof. Further, certain Articles which have become redundant as on date considering the expiry of agreements with financial institutions and others have been dispensed with.

As per the provisions of Section 14 of the Act, alteration of the Articles of Association of the Company needs to be approved by Members. Further, in terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules 2014, approval of the Members may be taken through Postal Ballot instead of transacting such business at a General Meeting.

The Board of Directors at its meeting held on 27th January, 2017 has accorded its approval for adoption of the new set of regulations in substitution, and to the entire exclusion of the existing AOA. The new AOA is broadly based on 'Table F' of the Act which sets out the model AOA for a company limited by shares. The Board of Directors recommend the Special Resolution for approval of the Members through Postal Ballot.

The existing AOA of the Company and the draft of proposed AOA and a brief comparative statement thereof is available on the Company's website at www.shanthigears.com for perusal by the Members. Member(s) interested in obtaining a physical copy of the AOA can send in their request to the Company's e-mail ID: cs@shanthigears.murugappa.com.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution.

By Order of the Board
For Shanthi Gears Limited
C Subramaniam
Company Secretary

Coimbatore
27th January, 2017

Notes:

1. The Statement pursuant to Section 102(2) of the Act stating all material facts and the reasons thereof for the proposals set forth in the Notice is annexed to and forms part of this Notice.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on Friday, 17th February, 2017. The voting rights of the Members/Beneficial Owners for this Postal Ballot shall be reckoned based on the equity shares held by them as on 17th February, 2017. The Notice is being sent to Members who have registered their e-mail IDs for receipt of documents in electronic form to their e-mail addresses registered with their respective Depository Participants (in case of demat shareholding)/Company's Registrar and Share Transfer Agent (in case of Physical shareholding). For Members whose e-mail IDs are not registered, physical copies of the Postal Ballot Notice along with the Ballot form are being sent by the permitted mode along with a postage prepaid self-addressed business reply envelope.
3. Resolution passed by Members through Postal Ballot is deemed to have been passed as it that has been passed at a general meeting of the Company.
4. Members can opt for only one mode of voting, i.e., either using the Postal Ballot Form or e-voting. In case any Member casts his/her vote through both the modes, voting done by e-voting shall prevail and votes cast using the physical Ballot form will be treated as invalid.
5. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through physical Ballot form or any Member desirous of obtaining a duplicate Postal Ballot Form, may send an e-mail to cs@shanthigears.murugappa.com. The Company shall forward the same along with the postage prepaid business reply envelope to such Members making a request.
6. In compliance with Section 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to Members to exercise their votes electronically. The instructions for e-voting are annexed to this Notice.
7. A Member cannot exercise his/her vote through a Proxy in the Postal Ballot voting process.
8. Members desirous of exercising their votes physically using the Postal Ballot Form are requested to read carefully the instructions printed in this Notice as well as in the Form and return the same duly completed and signed in the enclosed self-addressed business reply envelope to the Scrutinizer not later than 5.00 p.m. on Monday, 27th March, 2017. The postage will be borne by the Company. Envelopes containing the Postal Ballot Forms, if sent by courier or registered post at the expense of Members will also be accepted. However, any Postal Ballot received after 5.00 p.m. on Monday, 27th March, 2017 will be considered as though no reply has been received from the Member.
9. The Scrutinizer will submit his report to the Chairman/any other Authorised Person after completion of scrutiny and the results of the Postal Ballot will be announced at 11.00 a.m. on Wednesday, 29th March, 2017 at the Registered Office of the Company at 304-A, Trichy Road, Singanallur, Coimbatore-641005. The results will also be posted on the website of the Company (www.shanthigears.com) besides being communicated to the Stock Exchanges where the Company's shares are listed.

Instructions for Electronic Voting (e-voting)

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to Members to exercise their votes electronically on all Resolutions set forth in the Postal Ballot Notice. The Company has engaged the services of M/s. National Securities Depository Limited (NSDL) to provide the e-voting facility to enable Members to cast their votes in a secure manner.

The Board of Directors have appointed Mr. P Eswaremoorthy, Practicing Company Secretary, as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. E-voting is optional. The e-voting rights of the Members/Beneficial Owners shall be reckoned based on the equity shares held by them as on Friday, 17th February, 2017.

The e-voting facility begins on Sunday, 26th February, 2017 (9.00 a.m. IST) and ends on Monday, 27th March, 2017 (5.00 p.m. IST). During this period Members holding shares in either physical form or electronic form as on 17th February, 2017 can avail the e-voting facility. The e-voting will not be allowed beyond the date and time stated above and the e-voting module will be disabled by NSDL upon expiry of the aforesaid period. Once the vote on a Resolution is cast by the Member, he/she will not be allowed to change it subsequently.

The instructions for e-voting are as under:

The e-voting facility is available at the link <https://www.evoting.nsdl.com>.

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)]:
- (i) Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select “EVEN” of “Shanthi Gears Ltd”.
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to scrutinizersshanthigears@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the notice of Postal Ballot, initial password is provided at the bottom of the Postal Ballot form.
- C. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- D. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- E. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- F. Other Instructions:
- i. The Scrutinizer shall within a period of two working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer’s report of the votes cast in favour or against, if any, forthwith to the Chairman or any authorised person of the Company.
 - ii. The results shall be declared at 11.00 a.m. on 29th March, 2017 at the Registered Office of the Company at 304-A, Trichy Road, Singanallur, Coimbatore-641005. The results declared along with the Scrutinizer’s report shall be placed on the Company’s website www.shanthigears.com besides being communicated to BSE Limited and National Stock Exchange of India Limited. The Resolutions, if passed by requisite majority, shall be deemed to have been passed on Monday, 27th March, 2017, being the last date for receipt of duly completed Postal Ballot Forms/e-voting.

SHANTHI GEARS LIMITED

304-A, Trichy Road, Singanallur, Coimbatore-641005

Tel: 91-422-4545745 Fax: 91-422-4545700

Email: cs@shanthigears.murugappa.com Website: www.shanthigears.com

CIN: L29130TZ1972PLC000649.

Serial No.

POSTAL BALLOT FORM

(Please read the instruction printed overleaf carefully before completing this form.)

1. Registered Folio No./ DP ID No. & Client ID No. * *(Applicable to investors holding shares in dematerialized form)
2. Name and Registered Address of the sole/first named Member
3. Name(s) of the Joint-Holder(s)/ Member(s), if any
4. Number of shares held

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company dated 27th January, 2017 by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	No. of Shares	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
1.	Approval for alteration of existing Articles of Association (AOA) of the Company by adopting a new set of AOA aligned with the Companies Act, 2013 pursuant to section 14 of the Companies Act, 2013.			

Place :

Signature of the Shareholder/Beneficial Owner
(Refer instruction No.3. over leaf)

Date :

EVEN (E Voting Event Number)	USER ID	PASSWORD (PIN)
EVEN No. 105999		

Notes : (i) If the voting rights are exercised electronically, there is no need to use this form.
(ii) Last date for receipt of Postal Ballot Form by Scrutinizer is Monday, 27th March 2017.

INSTRUCTIONS

1. A Member desiring to exercise his/her vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if deposited in person or sent by courier at the expense of the Member will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This Postal Ballot Form should be completed and signed by the Member as per the specimen signature registered with the Company. In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member. Unsigned/incorrect Postal Ballot Forms will be rejected. The right of voting by Postal Ballot shall not be exercised by a Proxy.
4. In case of companies, trusts, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/ Authority to the person voting on the Postal Ballot Form.
5. In case holders of Power of Attorney sign the Postal Ballot Form, reference of Power of Attorney registration by the Company should be mentioned in the Postal Ballot Form.
6. **Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours (5.00 P.M.) on Monday, the 27th March, 2017. Postal Ballot Forms received after this date will be strictly treated as if the reply from such Member has not been received.**
7. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at Item no. 6 above.
8. For shares held in demat form, the voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on Friday, 17th February, 2017 viz., the date of download of beneficial position from NSDL and CDSL. For shares held in physical form, the voting rights shall be reckoned with as on the same date as aforementioned viz., Friday, 17th day of February, 2017.
9. A Member need not use all his/her votes nor does he/she need to cast his/her votes in the same way.
10. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed business reply envelope. Any extraneous paper found in such envelope will be destroyed by the Scrutinizer.
11. The Scrutinizer's decision on the validity of a Postal Ballot form will be final.
12. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.