



29th March, 2017

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

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

Stock Code: SHANTIGEAR
Through NEAPS

Stock Code: 522034
Through BSE Listing Centre

Dear Sir,

Sub: Voting results of Postal Ballot under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In continuation to our letter dated 23rd February, 2017 we inform that the shareholders of the Company have passed Special Resolution pursuant to Section 14 of the Companies Act, 2013 in respect of alteration of existing Articles of Association (AOA) of the Company by adopting new set of AOA.

Please find enclosed herewith details of the results of the Postal Ballot announced today together with the particulars of the voting results as required under Clause 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Also, find attached herewith Scrutinizer's Report dated 28th March, 2017 pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

Kindly acknowledge and take on record.

With Best regards

For **SHANTHI GEARS LIMITED**

C.SUBRAMANIAM
COMPANY SECRETARY

Encl: as above

SHANTHI GEARS LIMITED

304-A, Trichy Road, Singanallur, Coimbatore-641005, Tamil Nadu, India
 Ph: 0422-4545745, Fax:0422-4545700, website: www.shanthigears.com, E-mail: cs@shanthigears.murugappa.com
 CIN: L29130TZ1972PLC000649

DECLARATION OF POSTAL BALLOT RESULTS

No. of shareholders as on record date (cut off : 16474

(ie., 17th February, 2017)

No. of shareholders present in the meeting

either in person or through proxy

-Promoters

-Public

Not Applicable

Not Applicable

No. of shareholders attended the meeting through video conferencing

-Promoters & Promoters Group

-Public

Not Applicable

Not Applicable

1. SPECIAL RESOLUTION: 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.							
Resolution Required: (Ordinary/Special)	1	2	3	4	5	6	7
Whether promoter/promoter group are interested in the agenda/resolution?	No. of shares	No. of votes polled	% of Votes Polled	No. of Votes in	No. of Votes	% of Votes in	% of Votes
1 Promoter/ Public							
Promoter - E-Voting	57302913	57302913	100.000	57302913	-	100.000	-
Promoter - Poll at AGM							
Promoetr - Ballot by Post							
Total (A)	57,302,913	57,302,913	100.000	57,302,913	-	100.000	-
Public - Institutions - E-Voting							
Public - Institutions - Poll at AGM							
Public - Institutions - Ballot by Post	4144915	3375198	81.430	3375198	0	100.000	-
Total (B)	4,144,915	3,375,198	81.430	3,375,198	-	100.000	-
Public - Non Institutions - E-Voting							
Public - Non Institutions - Poll at AGM	20268025	50122	0.247	50074	48	99.904	0.096
Public - Non Institutions - Ballot by Post							
Total (C)	20,268,025	190378	0.939	190300	78	99.959	0.041
Total (A+B+C)	81,715,853	240,500	1.186	240,374	126	99.948	0.052
		60,918,611	74,549	60,918,485	126	99.9998	0.0002





P. Eswaramoorthy and Company

Company Secretaries

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

SCRUTINIZER'S REPORT FOR POSTAL BALLOT AND EVOTING

(Pursuant to Section 108 and Section 110 of the Companies Act, 2013

read with Rules of the Companies (Management and Administration)

Rules, 2014

To

The Chairman,

M/s. SHANTHI GEARS LIMITED

(CIN: L29130TZ1972PLC000649)

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 the Scrutinizer of M/s. Shanthi Gears Limited ("the Company") for the purpose of Scrutinizing the Postal Ballot voting process carried out as per the provisions of Section 108 of the Companies Act,2013 read with Rule (20) of the Companies (Management and Administration) Rules, 2014 and Section 110 of the Companies Act, 2013 read with Rule(22) of the Companies (Management and Administration) Rules, 2014 in a fair and transparent manner in respect of the resolution stated in the Notice of Postal Ballot dated 27/01/2017, proposed to be passed by the Equity shareholders of Shanthi Gears Limited.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder, relating to voting through electronic means and Postal Ballot on the resolutions proposed in the Notice of the Postal Ballot 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 Postal ballots are conducted in a fair and transparent manner and render a 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 Postal Ballot.

I submit my report as under.

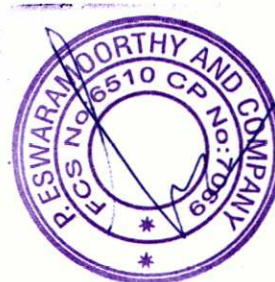
1. The e-voting period remained open from 26 February, 2017 (9.00 A.M IST) to 27 March, 2017 (5.00 P.M IST)
2. Particulars of all the postal ballot forms received from the members as well as details of e-voting as recorded through online platform provided by National Securities Depository Limited (NSDL) have been consolidated and entered in the register separately maintained for the purpose.
3. Postal Ballot forms were kept under my safe custody before commencing the scrutiny of such postal ballot forms.
4. The Postal Ballot envelopes were opened in my presence and the Shareholding was confirmed with the Register of Members of the Company as on 17th February 2017.
5. All postal ballot forms received up to 5:00 P.M. on 27th March, 2017, the last date and time fixed by the company for receipt of the forms were considered for my scrutiny.
6. Envelopes containing Postal ballot forms received after 27th March 2017 at 5.00 P.M. were not considered for my scrutiny.
7. I did not find any defaced or mutilated ballot paper.



8. With the support of the Registrar and Transfer Agent (RTA) of the Company, the Postal Ballot Forms were scrutinized and the signatures of Members who had cast their votes were verified with their specimen signature registered with RTA as provided by the depositories.
9. We have downloaded the data of E-voting after E-voting module was closed by National Securities Depository Limited (NSDL) on 27th March 2017 at 5.10 P.M.
10. The Subscribed and paid up equity capital of the Company is Rs. 8,17,15,853/- comprising of 8,17,15,853 Equity Shares of Re.1/- each. As on record date 17th February 2017 there were 16,474 members. Out of the total members', 92 members cast their votes by e-voting and 229 members by Postal Ballot Forms.
11. The combined results through e-voting and postal ballot forms is as under in respect of resolution:

Out of 92 members cast their votes by e-voting, 1 corporate member holding 2,000 votes were considered invalid and out of the 229 Postal Ballot Forms. 38 postal ballot forms comprising of 36,614 votes were considered invalid on account of a) signature difference or b) option not exercised or c) both options exercised or d) Postal Ballot not signed or e) votes cast through e-voting and postal ballot or f) relevant authorization not attached in case of voting by body corporate in respect of Resolution.

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/>) as follows:



SPECIAL BUSINESS:

ITEM NO.1

SPECIAL RESOLUTION

Alteration of Articles of Association

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.

(i) VOTES CAST IN FAVOUR OF THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POSTAL BALLOT	NUMBER OF VOTES CAST	PERCENTAGE OF TOTAL NUMBER OF VOTES CAST
E- Voting	88	6,07,28,185	
Postal Ballot	187	1,90,300	
Total Voting	275	6,09,18,485	99.9998



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

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POSTAL BALLOT	NUMBER OF VOTES CAST	PERCENTAGE OF TOTAL NUMBER OF VOTES CAST
E- Voting	3	48	
Postal Ballot	4	78	
Total Voting	7	126	0.0002

(iii) **INVALID / ABSTAIN VOTES**

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POSTAL BALLOT	NUMBER OF VOTES CAST
E- Voting	1	2,000
Postal Ballot	38	36,614
Total Voting	39	38,614

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

1. All relevant records of electronic voting and postal ballot will remain in my safe custody until the Chairman considers, approves and signs the minutes and the same shall be handed over thereafter to the Chairman / Company Secretary for safe keeping.

Thanking You,

Yours faithfully,

P. ESWARAMOORTHY AND COMPANY
COMPANY SECRETARIES

P. ESWARAMOORTHY
Proprietor
FCS No:6510 CP No:7069
Date: 28.03.2017

Place : Coimbatore