



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

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Website : www.shanthigears.com
CIN : L29130TZ1972PLC000649
GST : 33AADCS0692L1Z7



BS EN 9001 : 2015
EN 9100 : 2016 Certified
(Equivalent to AS 9100 D)

August 4, 2018

The Manager Listing Department National Stock Exchange Limited Exchange Plaza Bandra - Kurla Complex Bandra (E) MUMBAI - 400 051	BSE Limited Corporate Relationship Department 1 st Floor, New Trading Ring Rotunda Building, Phiroze Jeejeebhoy towers Dalal Street Mumbai - 400 001
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Stock Code: SHANTIGEAR
Trough NEAPS

Stock Code: 522034
Through BSE Listing Centre

Dear Sir,

Sub: Submission of details regarding the voting results for the 45th Annual General Meeting of the Members of the Company held on 2nd August, 2018.

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

This is to inform that 45th Annual General Meeting of the Members of the Company was held on Thursday, the 2nd day of August, 2018 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 2nd May, 2018.

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 2nd May, 2018 was provided to the members. The company has appointed Mr.P.Eswaramoorthy as Scrutinizer to

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)



conduct e-voting and poll at AGM venue in a transparent manner. The e-voting was commenced on 30th July, 2018 at 10.00 a.m. IST and ended on 1st August, 2018 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

SHANTHI GEARS LIMITED
ANNUAL GENERAL MEETING HELD ON 2ND AUGUST, 2018
RESULTS OF VOTING UNDER REGULATION 44 OF THE SEBI (LODR) REGULATIONS, 2015

Date : Thursday, 2nd August, 2018

Number of shareholders as on record date (cut off date) : 14869
 (ie., 26th July, 2018)
 No. of shareholders present in the meeting
 either in person or through proxy
 -Promoters : 1
 -Public : 78

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

SLNO	Promoter/ Public	1 No. of shares held (1)	2 No. of votes polled (2)	3 % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	4 No. of Votes in favour (4)	5 No. of Votes against (5)	6 % of Votes in favour on votes polled (6)=[(4)/(2)]*100	7 % 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 2018, the Report of the Board of Director's and the Auditor's report thereon.							
	Whether Promoters and Promoter Group are interested in the Agenda/ Reolution: NO							
	Promoter - E-Voting		57302913	100.000	57302913	0	100.000	-
	Promoter - Poll at AGM	57302913	-	-	-	-	-	-
	Promoter - Ballot by Post		-	-	-	-	-	-
	Total (A)	5,73,02,913	5,73,02,913	100.000	5,73,02,913	-	100.000	-
1	Public - Institutions - E-Voting		2497842	36.563	2497842	0	100.000	-
	Public - Institutions - Poll at AGM	6831644	-	-	-	-	-	-
	Public - Institutions - Ballot by Post		-	-	-	-	-	-
	Total (B)	68,31,644	24,97,842	36.563	24,97,842	-	100.000	-
	Public - Non Institutions - E-Voting		16298	0.093	16248	50	99.693	0.307
	Public - Non Institutions - Poll at AGM	17581296	29978	0.171	29978	0	100.000	-
	Public - Non Institutions - Ballot by Post		-	-	-	-	-	-
	Total (C)	1,75,81,296	46,276	0.264	46,226	50	99.892	0.108
	Total (A+B+C)	8,17,15,853	5,98,47,031	73.238	5,98,46,981	50	100.000	0.000



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- Confirmation of Interim Dividend declared by Board of Directors on 6th February, 2018 as final dividend for the financial year 2017-18.								
Whether Promoters and Promoter Group are interested in the Agenda/ Reolution: NO								
2	Promoter - E-Voting	57302913	57302913	100.000	57302913	0	100.000	-
	Promoter - Poll at AGM							
	Promoetr - Ballot by Post							
	Total (A)	5,73,02,913	5,73,02,913	100.000	5,73,02,913	-	100.000	-
	Public - Institutions - E-Voting	6831644	2497842	36.563	2497842	0	100.000	-
	Public - Institutions - Poll at AGM							
	Public - Institutions - Ballot by Post							
	Total (B)	68,31,644	24,97,842	36.563	24,97,842	-	100.000	-
	Public - Non Institutions - E-Voting	17581296	16298	0.093	16248	50	99.693	0.307
	Public - Non Institutions - Poll at AGM		29978	0.171	29978	0	100.000	
	Public - Non Institutions - Ballot by Post							
	Total (C)	1,75,81,296	46,276	0.264	46,226	50	99.892	0.108
Total (A+B+C)	8,17,15,853	5,98,47,031	73.238	5,98,46,981	50	100.000	0.000	
Resolution required: ORDINARY-Appointment of Director in place of Mr.L.Ramkumar (DIN 00090089) who retires by rotation and being eligible, offers himself for re-appointment								
Whether Promoters and Promoter Group are interested in the Agenda/ Reolution: NO								
3	Promoter - E-Voting	57302913	57302913	100.000	57302913	0	100.000	-
	Promoter - Poll at AGM							
	Promoetr - Ballot by Post							
	Total (A)	5,73,02,913	5,73,02,913	100.000	5,73,02,913	-	100.000	-
	Public - Institutions - E-Voting	6831644	2497842	36.563	2497842	0	100.000	-
	Public - Institutions - Poll at AGM							
	Public - Institutions - Ballot by Post							
	Total (B)	68,31,644	24,97,842	36.563	24,97,842	-	100.000	-
	Public - Non Institutions - E-Voting	17581296	16298	0.093	16148	150	99.080	0.920
	Public - Non Institutions - Poll at AGM		29978	0.171	29978	0	100.000	
	Public - Non Institutions - Ballot by Post							
	Total (C)	1,75,81,296	46,276	0.264	46,126	150	99.676	0.324
Total (A+B+C)	8,17,15,853	5,98,47,031	73.238	5,98,46,881	150	100.000	0.000	



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
4	Resolution required: ORDINARY-Re-appointment of M/s, Deloitte Haskins & Sells, Chartered Accountants as the auditors of the Company for five consecutive financial years and to fix their remuneration for the financial year 2018-19							
	Whether Promoters and Promoter Group are interested in the Agenda/ Reolution: NO							
	Promoter - E-Voting	57302913	57302913	100.000	57302913	0	100.000	-
	Promoter - Poll at AGM							
	Promoetr - Ballot by Post							
	Total (A)	5,73,02,913	5,73,02,913	100.000	5,73,02,913	-	100.000	-
	Public - Institutions - E-Voting	6831644	2497842	36.563	2497842	0	100.000	-
	Public - Institutions - Poll at AGM							
	Public - Institutions - Ballot by Post							
	Total (B)	68,31,644	24,97,842	36.563	24,97,842	-	100.000	-
	Public - Non Institutions - E-Voting	17581296	16298	0.093	16248	50	99.693	0.307
	Public - Non Institutions - Poll at AGM		29978	0.171	29978	0	100.000	
	Public - Non Institutions - Ballot by Post							
	Total (C)	1,75,81,296	46,276	0.264	46,226	50	99.892	0.108
Total (A+B+C)	8,17,15,853	5,98,47,031	73.238	5,98,46,981	50	100.000	0.000	
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
5	Resolution required: ORDINARY-Appointment of Mr. S K Sundararaman (DIN 00002691) as an independent Director of the Company for a period of five years from the conclusion of this 45th Annual General Meeting.							
	Whether Promoters and Promoter Group are interested in the Agenda/ Reolution: NO							
	Promoter - E-Voting	57302913	57302913	100.000	57302913	0	100.000	-
	Promoter - Poll at AGM							
	Promoetr - Ballot by Post							
	Total (A)	5,73,02,913	5,73,02,913	100.000	5,73,02,913	-	100.000	-
	Public - Institutions - E-Voting	6831644	2497842	36.563	2497842	0	100.000	-
	Public - Institutions - Poll at AGM							
	Public - Institutions - Ballot by Post							
	Total (B)	68,31,644	24,97,842	36.563	24,97,842	-	100.000	-
	Public - Non Institutions - E-Voting	17581296	16263	0.093	16113	150	99.078	0.922
	Public - Non Institutions - Poll at AGM		29978	0.171	29978	0	100.000	
	Public - Non Institutions - Ballot by Post							
	Total (C)	1,75,81,296	46,241	0.264	46,091	150	99.676	0.324
Total (A+B+C)	8,17,15,853	5,98,46,996	73.238	5,98,46,846	150	100.000	0.000	



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-Ratification of remuneration payable to Cost Auditor Mr.B,Venkateswar, Cost Accountant for the financial year 2018-19								
Whether Promoters and Promoter Group are interested in the Agenda/ Reolution: NO								
6	Promoter - E-Voting	57302913	57302913	100.000	57302913	0	100.000	-
	Promoter - Poll at AGM							
	Promoetr - Ballot by Post							
	Total (A)	5,73,02,913	5,73,02,913	100.000	5,73,02,913	-	100.000	-
	Public - Institutions - E-Voting	6831644	2497842	36.563	2497842	0	100.000	-
	Public - Institutions - Poll at AGM		-	-	-	-	-	-
	Public - Institutions - Ballot by Post		-	-	-	-	-	-
	Total (B)	68,31,644	24,97,842	36.563	24,97,842	-	100.000	-
	Public - Non Institutions - E-Voting	17581296	16298	0.093	16248	50	99.693	0.307
	Public - Non Institutions - Poll at AGM		29978	0.171	29978	0	100.000	
	Public - Non Institutions - Ballot by Post							
	Total (C)	1,75,81,296	46,276	0.264	46,226	50	99.892	0.108
	Total (A+B+C)	8,17,15,853	5,98,47,031	73.238	5,98,46,981	50	100.000	0.000





P. Eswaramoorthy and Company

Company Secretaries

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

SCRUTINIZER'S REPORT FOR E-VOTING AND POLL

(Pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014 as amended from time to time

To

The Chairman

45th Annual General Meeting of the Equity Shareholders of

M/s. SHANTHI GEARS LIMITED

(CIN: L29130TZ1972PLC000649)

Held on Thursday, the 02nd day of August, 2018 at 4.00 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 as per the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time on the below mentioned resolution(s), at the 45th Annual General Meeting of the Equity Shareholders of Shanthi Gears Limited, held on the 02nd day of August, 2018 at 04.00 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 45th 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 to furnish 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 Voting at the AGM by Poll.

I submit my report as under.

1. The e-voting period remained open from 30th July, 2018 (10.00 A.M. IST) to 01st August, 2018 (5.00 P.M. IST)
2. The Shareholders holding shares as on the "Cut off " date ie., 26th July, 2018 were entitled to vote on the proposed resolutions (Item No. 1 to 6) as set out in the notice of the 45th Annual General Meeting of Shanthi Gears Limited.
3. The remote e voting was unblocked on 02nd August, 2018 after conclusion of the Annual General Meeting in the presence of two witnesses, Mr. M. S. Sivakumar and Mr.Sakthivel T, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


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


.....
(Sakthivel T)

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. The ballot box was kept at the venue of the AGM to enable the members to cast their vote by poll. Ballot box was locked in my presence with due identification mark 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. Eight Proxy forms were received by the Company and out of eight one proxy is invalid and one proxy had attended and not voted in the General Meeting.
8. Out of 39 members who cast their votes by e-voting, the votes cast by 2 corporate member holding 9,55,552 votes were considered invalid and out of the 65 polling papers received, 7 polling papers comprising of 8,936 votes were considered invalid on account of a) signature difference b) relevant authorization not attached in case of voting by body corporate in respect of resolutions.
9. The Consolidated results are as under:



ORDINARY BUSINESS:

ITEM NO.1

ORDINARY RESOLUTION

Adoption of Financial Statements

(i) VOTES CAST IN FAVOUR OF THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST	PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST
E-Voting	36	5,98,17,003	
Poll	58	29,978	
Total	94	5,98,46,981	99.9999

(ii) VOTES CAST AGAINST THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST	PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST
E-Voting	1	50	
Poll	0	0	
Total	1	50	0.0001

(iii) INVALID VOTES

MODE OF VOTING	NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST
E-Voting	2	9,55,552
Poll	7	8936
Total	9	9,64,488

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



ITEM NO. 2

ORDINARY RESOLUTION

Confirmation of Interim Dividend

(i) VOTES CAST IN FAVOUR OF THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST	PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST
E-Voting	36	5,98,17,003	
Poll	58	29,978	
Total	94	5,98,46,981	99.9999

(ii) VOTES CAST AGAINST THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST	PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST
E-Voting	1	50	
Poll	0	0	
Total	1	50	0.0001

(iii) INVALID VOTES

MODE OF VOTING	NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST
E-Voting	2	9,55,552
Poll	7	8,936
Total	9	9,64,488

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



ITEM NO. 3

ORDINARY RESOLUTION

Re-appointment of Mr. L Ramkumar as Director

(i) VOTES CAST IN FAVOUR OF THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST	PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST
E-Voting	35	5,98,16,903	
Poll	58	29,978	
Total	93	5,98,46,881	99.9997

(ii) VOTES CAST AGAINST THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST	PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST
E-Voting	2	150	
Poll	0	0	
Total	2	150	0.0003

(iii) INVALID VOTES

MODE OF VOTING	NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST
E-Voting	2	9,55,552
Poll	7	8,936
Total	9	9,64,488

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



ITEM NO. 4

ORDINARY RESOLUTION

Re-appointment of Statutory Auditors and to fix their remuneration

(i) VOTES CAST IN FAVOUR OF THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST	PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST
E-Voting	36	5,98,17,003	
Poll	58	29,978	
Total	94	5,98,46,981	99.9999

(ii) VOTES CAST AGAINST THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST	PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST
E-Voting	1	50	
Poll	0	0	
Total	1	50	0.0001

(iii) INVALID VOTES

MODE OF VOTING	NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST
E-Voting	2	9,55,552
Poll	7	8,936
Total	9	9,64,488

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



SPECIAL BUSINESS:

ITEM NO. 5

ORDINARY RESOLUTION

Appointment of Mr. S K Sundararaman as an Independent Director

(i) VOTES CAST IN FAVOUR OF THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST	PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST
E-Voting	34	5,98,16,868	
Poll	58	29,978	
Total	92	5,98,46,846	99.997

(ii) VOTES CAST AGAINST THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST	PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST
E-Voting	2	150	
Poll	0	0	
Total	2	150	0.0003

(iii) INVALID VOTES

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CASTED
E-Voting	2	9,55,552
Poll	7	8,936
Total	9	9,64,488

Based on the aforesaid results, the Ordinary Resolution as contained in Item No.5 has been passed with the Requisite Majority.



ITEM NO. 6

ORDINARY RESOLUTION

Ratification of Remuneration to Cost Auditor

(i) VOTES CAST IN FAVOUR OF THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST	PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST
E-Voting	36	5,98,17,003	
Poll	58	29,978	
Total	94	5,98,46,981	99.9999

(ii) VOTES CAST AGAINST THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST	PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST
E-Voting	1	50	
Poll	0	0	
Total	1	50	0.0001

(iii) INVALID VOTES

MODE OF VOTING	NUMBER OF MEMBERS VOTED	NUMBER OF VOTES CAST
E-Voting	2	9,55,552
Poll	7	8,936
Total	9	9,64,488

Based on the aforesaid results, the Ordinary Resolution as contained in Item No.6 has been passed with the 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 45th 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
FCS No.6510, COP No.7069

Date: 03/08/2018

Place: Coimbatore

