

SGL-26/Sec/2025-26

18th September, 2025

National Stock Exchange of India Ltd

Exchange Plaza, 5th Floor

Plot No.C-1, Block G

Bandra-Kurla Complex

Bandra (E),

Mumbai - 400 051

BSE Limited

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 Ma'am/ Sir,

Sub: Scrutinizer's Report on the result of Postal Ballot & E-voting

In continuation to our letter dated 18th August, 2025, we inform that the shareholders of the Company have passed the Special Resolution as contained in the Company's Notice of Postal Ballot & E-voting dated 30th July, 2025.

Please find enclosed the Scrutinizer's Report dated 18th September, 2025 pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 respectively of the Companies (Management and with amendments Administration) Rules, 2014 read made thereof and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The details of the votes cast on the Resolutions passed through the postal ballot process (remote e-voting) are given hereunder:

1.	Date of declaration of Postal Ballot Voting Results	Thursday, 18 th September 2025
2.	Total number of Members as on Cut-off date for ascertaining the list of shareholders to whom the notice of Postal Ballot was sent and also for reckoning voting rights	30,334 shareholders (as on 8 th August 2025)

Item No.1 – Special Resolution

Approval for appointment of Ms. Aruna Thangaraj as Non-Executive & Independent Director of the Company from 30th July, 2025 to 29th July, 2030.

Particulars	No. of remote e-votes	No. of Shares	Percentage to valid votes
(a) Total remote e- votes received	238	5,65,52,583	-
(b) Less: Invalid ballot forms / Abstained	-	-	-
(c) Net Valid ballot forms / e-votes	238	5,65,52,583	100.00
- Assent	220	5,65,46,862	99.99
- Dissent	18	5,721	0.01

Accordingly, the above Resolution has been declared as passed as a **Special Resolution** with requisite majority.

Item No.2 – Special Resolution

Approval for payment of remuneration to Mr. M A M Arunachalam for the financial year 2024-25.

Particulars	No. of remote e-votes	No. of Shares	Percentage to valid votes
(a) Total remote e- votes received	238	5,65,52,583	-
(b) Less: Invalid ballot forms / Abstained	-	-	-
(c) Net Valid ballot forms / e-votes	238	5,65,52,583	100.00
- Assent	207	5,64,41,420	99.80
- Dissent	31	1,11,163	0.20

Accordingly, the above Resolution has been declared as passed as a **Special Resolution** with requisite majority.

This is for your kind information and records.

Thanking you,

Yours faithfully,

For Shanthi Gears Limited

Walter Vasanth P J

Company Secretary & Compliance Officer



MDS & Associates LLP

Company Secretaries

**SCRUTINIZER'S REPORT ON POSTAL BALLOT (REMOTE E-VOTING) CONDUCTED
PURSUANT TO THE POSTAL BALLOT NOTICE DATED 30TH JULY 2025**

To
The Chairman
Shanthi Gears Limited
(CIN: L29130TZ1972PLC000649)
304A, Trichy Road, Singanallur,
Coimbatore - 641005

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot through Remote E-voting conducted pursuant to the provisions of Section 108 & 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant MCA circulars issued thereunder

I, M D Selvaraj, FCS, Managing Partner of MDS & Associates LLP, Company Secretaries, Coimbatore, have been appointed by the Board of Directors of **Shanthi Gears Limited** ("the Company") as the Scrutinizer for the purpose of scrutinizing the remote e-voting process in a fair and transparent manner and for the purpose of ascertaining the requisite majority on the remote e-voting for postal ballot carried out in accordance with the provisions of Sections 108, 110 and other applicable provisions if any, of the Companies Act, 2013 ('the Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") (as amended), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the General Circular No. 9/2024 dated 19th September 2024 read with other relevant circular(s) issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars") in respect of the Special Resolutions as set out in the Postal ballot Notice dated 30th July 2025.

Responsibility of the Management

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through electronic means on the Resolutions as set out in the Postal Ballot Notice dated 30th July 2025.



Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the Postal Ballot through Remote E-voting process, is restricted to the preparation of the Scrutinizer's Report on the votes cast "in favour" or "against" the Resolution, as set out in Item Nos.1 and 2 of the Postal Ballot Notice dated 30th July 2025 based on the reports generated from the e-voting system provided by National Securities Depository Limited ('NSDL'), the Authorized Agency engaged by the Company for providing remote e-voting facilities.

Further in addition to the above, I submit my report as under:

- a. The Postal Ballot Notice dated 30th July 2025 along with necessary statements setting out the material facts under Section 102 of the Companies Act, 2013 were sent on Monday, 18th August 2025 through electronic mail to those members whose names appeared in the Register of Members / List of Beneficiaries as on Friday, 8th August 2025 ("cut-off date") and who had registered their email ID with the Company / RTA / Depositories in compliance with the MCA Circulars. The Company has also placed the notice of the Postal Ballot on the website of the Company.
- b. The shareholders of the Company holding shares as on the "cut-off" date on Friday, 8th August 2025 were entitled to vote on the proposed resolutions as set out in Item Nos. 1 and 2 of the Postal Ballot Notice.
- c. The remote e-voting period remained open from Tuesday, 19th August 2025, 9:00 AM (IST) till Wednesday, 17th September 2025, 5:00 PM (IST) (both days inclusive). During the said period, the members of the Company, holding shares in physical and /or in dematerialized form, as on the cut-off date i.e. 8th August 2025 were entitled to vote on the resolutions set out in the Notice of Postal ballot through remote e-voting.
- d. The e-voting module of NSDL was disabled on Wednesday, 17th September 2025 at 5:00 PM and I, as the Scrutinizer, unblocked the votes cast, on Wednesday, 17th September 2025 at 5:11 PM in the presence of Mr. Selten Jayaraj. A (Witness No.1) and Ms. Vinothini S (Witness No.2), who are not in employment of the Company in accordance with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 (as amended).
- e. I have scrutinized the remote e-voting for the postal ballot and the votes tendered therein and maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 (as amended).

I now hereby submit my report on the result of the remote e-voting in respect of the said resolutions, as under:



SPECIAL BUSINESS**Resolution No: 1****Special resolution**

Approval for appointment of Ms. Aruna Thangaraj as Non-Executive & Independent Director of the Company from 30th July, 2025 to 29th July, 2030.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Number of Members Voted through electronic voting system	Number of votes cast in favour the resolution	Percentage of Total Number of votes cast
220	5,65,46,862	99.99

VOTES CAST AGAINST THE RESOLUTION

Number of Members Voted through electronic voting system	Number of votes cast against the resolution	Percentage of Total Number of votes cast
18	5,721	0.01

INVALID VOTES

Total number of Members whose votes were declared invalid	Total number of invalid votes cast by them
0	0

Thus, the Special Resolution as given in Item No. 1 may be considered as passed with requisite majority.



SPECIAL BUSINESS**Resolution No: 2****Special resolution**

Approval for payment of remuneration to Mr. M A M Arunachalam for the financial year 2024-25.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Number of Members Voted through electronic voting system	Number of votes cast in favour the resolution	Percentage of Total Number of votes cast
207	5,64,41,420	99.80

VOTES CAST AGAINST THE RESOLUTION

Number of Members Voted through electronic voting system	Number of votes cast against the resolution	Percentage of Total Number of votes cast
31	1,11,163	0.20

INVALID VOTES

Total number of Members whose votes were declared invalid	Total number of invalid votes cast by them
0	0

Thus, the Special Resolution as given in Item No. 2 may be considered as passed with requisite majority.

Date: 18.09.2025

Place: Coimbatore

Yours faithfully,
For MDS & Associates LLP
Company Secretaries



M D Selvaraj
M D Selvaraj
Managing Partner
FCS No.: 960; C P No.: 411
Peer Review No. 6468/2025
UDIN: F000960G001265289