



26th July, 2016

National Stock Exchange of India Ltd

Exchange Plaza, 5th Floor

Plot No.C/1, G Block

Bandra-Kurla Complex

Bandra (E)

Mumbai-400 051**BSE Ltd**

Corporate Relationship Department

1st Floor, New Trading RingRotunda Building, Phiroze Jeejeebhoy
towers

Dalal Street

Mumbai - 400 001

Dear Sirs,

Sub: Proceedings of the 43rd Annual General Meeting**Ref: Company Trading Symbol/Scrip Code: SHANTIGEAR/522034**

The 43rd Annual General Meeting of the Members of Shanthi Gears Limited was duly convened and held on 25th July, 2016 at 2.00 p.m. at the Registered office of the Company at 304-A, Trichy Road, Singanallur, Coimbatore - 641 005, as attended by the Members and Proxies as per the members Attendance Register.

Members Present: 62

Members Present by Proxy: NIL

Further 20 members have participated through electronic voting.

The Shareholders have approved following:

1. Audited Financial Statements for the year ended 31st March, 2016 and Directors Report and Auditors Report thereon.
2. Confirmed the interim dividend.
3. Re-appointment of Mr. M M Murugappan (DIN 00170478) as Director of the Company.
4. Ratification of appointment M/s. Deloitte Haskins & Sells, Chartered Accountants as Statutory Auditors of the Company until conclusion of AGM for the year 2018 and remuneration of ₹ 9.00 lakhs payable for them for the financial year 2016-17.



5. Re-appointment of Mr. V Venkiteswaran (DIN 00062246) as an Independent Director of the Company for a period of one year from the conclusion of this 43rd AGM.
6. Ratification of remuneration for the Cost Auditor Mr. B Venkateswar for the financial year 2016-17.

Thanking You,

Yours faithfully,

For **SHANTHI GEARS LIMITED**

C. Subramaniam
Company Secretary