

SGL-21/Sec/2025-26

18th August, 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 Sir / Ma'am,

Sub: Notice of Postal Ballot & E-Voting

Further to our letter dated 30th July, 2025 we write to inform you that pursuant to Regulations 30 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ('SEBI LODR'), we enclose the Notice of Postal Ballot & E-Voting ("Notice") seeking approval of the Members of the Company for the proposal as contained in the said Notice.

The aforementioned Notice is sent by electronic mode today (18th August, 2025) to all the Members, who have registered their e-mail address with the Company/ Depository Participant/Depository/Registrar and Transfer Agent of the Company viz., M/s. MUFG Intime India Private Limited and whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited and the Central Depository Services (India) Limited as on Friday, 08th August, 2025. The Notice is also available on the website of the Company viz., www.shanthigears.com. The remote e-voting commences on Tuesday, 19th August, 2025 at 9.00 AM. IST and ends on Wednesday, 17th September, 2025 at 5.00 P.M. IST and the result thereof will be declared on or before Friday, 19th September, 2025. Further details and instructions for remote e-voting are contained in the Notice.

This is for your kind information and records.

Thanking you,

Yours faithfully,

For Shanthi Gears Limited

Walter Vasanth P J
Company Secretary & Compliance Officer

SHANTHI GEARS LIMITED

(CIN: L29130TZ1972PLC000649)

Registered Office: 304-A, Trichy Road, Singanallur, Coimbatore-641005, Tamil Nadu

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

Website: www.shanthigears.com ; **e-mail:** waltervasanthpj@shanthigears.murugappa.com

NOTICE OF POSTAL BALLOT AND E-VOTING

Dear Members,

NOTICE is hereby given pursuant to Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) (as amended from time to time), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) (“SEBI (LODR) Regulations”), Secretarial Standard-2 (“SS-2”) issued by the Institute of Company Secretaries of India on General Meetings (“SS-2”) and the clarifications issued by Ministry of Corporate Affairs vide General Circular No.14/2020 dated 8th April, 2020 read with other relevant circulars, including General Circular No. 9/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), and subject to other applicable laws, rules and regulations, if any, Shanthi Gears Limited (“the Company”) hereby seeks your approval for the Special Business(es) as considered in the Resolution(s) appended below through Postal Ballot by way of voting through electronic means (“remote e-voting”).

A detailed Statement pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the Resolution(s) appended below setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. This Postal Ballot Notice is also being placed on the website of the Company at www.shanthigears.com.

In compliance with the aforesaid MCA Circulars and pursuant to Section 110 of the Act read with the relevant rules made thereunder, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ RTA / Depositories / Depository Participants and the communication of assent / dissent of the Members on the Resolution(s) proposed will take place through the remote e-voting system only. If your e-mail address is not registered with the Company / RTA / Depositories / Depository Participants, please follow the process provided in the Notes to receive this Postal Ballot Notice.

In compliance with the requirements of the MCA Circulars, hard copy of this Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Shareholders and hence the Shareholders are requested to communicate their assent or dissent through remote e-voting system only.

Pursuant to Rule 22 (5) & (6) of the Rules, the Board of Directors of the Company at their meeting held on 30th July, 2025, had appointed Mr. M. D. Selvaraj, FCS, Managing Partner of MDS & Associates LLP, Company Secretaries, Coimbatore as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner and for ascertaining the requisite majority.

The Company has engaged the services of National Securities Depository Limited ('NSDL') to provide remote e-voting facility to the Members of the Company. Please refer to the instructions for e-voting given hereinafter the proposed Resolution(s), to cast votes through electronic voting means.

The remote e-voting period commences from 9.00 AM (India Standard Time ['IST']) on Tuesday, 19th August, 2025 and ends at 5.00 PM (IST) on Wednesday, 17th September, 2025. Members are requested to read the instructions carefully while expressing their assent or dissent and cast votes via remote e-voting facility by not later than 5.00 PM (IST) on Wednesday, 17th September, 2025.

The Scrutinizer shall submit his report to the authorised Director of the Company, or any other person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot e-voting will be announced within 2 working days from the conclusion of the e-voting and the same shall be displayed on the website of the Company at www.shanthigears.com, and on website of NSDL and the same will be communicated to BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE), being the stock exchanges where the equity shares of the Company are listed.

In the event, the Resolution(s) as set out under Item No(s). 1 and 2 below, are assented by the requisite majority of the Members by means of the Postal Ballot process, it shall be deemed to have been duly passed as a Special Resolution(s) at the General Meeting of the Company and it shall be deemed to have been passed on Wednesday, 17th September, 2025, being the last date specified by the Company for e-voting.

The Resolution(s) for the purpose as stated herein below are proposed to be passed by Postal Ballot/ remote e-voting:

SPECIAL BUSINESS

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

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and other applicable provisions of the Companies Act, 2013, read with relevant Rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) of re-enactment thereof for the time being in force), the approval of the shareholders be and is hereby accorded for the appointment of Ms. Aruna Thangaraj (DIN: 07444726) as a Non-Executive Independent Director of the Company, who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for appointment and in respect of whom the Company has received a Notice in writing under section 160 of the Act from a Member proposing her candidature for the office of Director, for a term of 5 (five) consecutive years from 30th July, 2025 to 29th July, 2030 (both days inclusive), whose term shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

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

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

RESOLVED THAT pursuant to Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification or re-enactment thereof, for the time being in force), the members hereby accord their consent, on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, for payment of commission of Rs. 1,00,00,000/- (Rupees One Crore Only) for the financial year 2024-25 to Mr. M A M Arunachalam (DIN: 00202958), Non-Executive Chairman of the Company notwithstanding that it will exceed 50% of the total annual remuneration payable to all other Non-Executive Directors of the company.

RESOLVED FURTHER THAT payment of commission to Mr. M A M Arunachalam, as aforesaid, together with the payment of Commission collectively to all other Non-Executive Directors shall not exceed 1% of the Net Profits of the Company computed in the manner as specified under Section 198 of the Companies Act, 2013 for the financial year 2024-25.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all such steps as may be necessary and/or give such directions as may be necessary, proper or expedient, to give effect to the above resolution.

By Order of the Board
For Shanthi Gears Limited

Coimbatore
30th July, 2025

Walter Vasanth P J
Company Secretary
Mem. No: F12066

Notes:

- (a) The Statement pursuant to Section 102(1) and Section 110 of the Companies Act, 2013 (“Act”) read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto and forms part of the Postal Ballot Notice (“Notice”).
- (b) In accordance with the provisions of Section 110 the Act read with relevant rules made thereunder and the General Circular No.09/2024 dated September 19, 2024 read with relevant circular(s) issued by the Ministry of Corporate Affairs, (“hereinafter collectively referred as MCA Circulars”), the Notice is being sent in electronic form only by email to those members whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) and Registrar and Share Transfer Agent of the Company i.e. MUFG Intime India Private Limited (“RTA”) as on 08th August, 2025 (“Cut-Off Date”) and who have or will register their email address with their Depository Participant(s)(“DPs”) or with RTA in accordance with the process outlined in this Notice.
- (c) Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on the Cut-Off date. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only. It is however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.
- (d) In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act, as amended, read together with the Rules 20 and 22 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the “SEBI (LODR) Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India, MCA Circulars and SEBI Circulars, the Company is pleased to offer remote e-voting facility to its Members. The Company has engaged the services of NSDL to provide remote e-voting facility to enable the Members to cast their votes electronically (hereinafter referred to as the “remote e-voting”). In accordance with the MCA Circulars and SEBI Circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote e-voting only.
- (e) Members may also note that the Postal Ballot Notice will also be available for download on the Company’s website www.shanthigears.com and on the website of stock exchanges (where the shares of the Company are listed i.e. the BSE & NSE and on the website of the depositories.
- (f) The remote e-voting period commences on Tuesday, 19th August, 2025 at 9.00 A.M. I.S.T. and ends on, Wednesday, 17th September, 2025 at 5.00 P.M. I.S.T. The remote e-voting module shall be disabled by NSDL for voting thereafter. During this period, the Members of the Company holding shares in physical or electronic form, as on the Cut-Off Date, may cast their vote by electronic means in the manner and process as mentioned in this Notice. Once the vote is cast by the Member, the Member shall not be allowed to change it or cast the vote again.

- (g) The Board of Directors of the Company has appointed Mr. M.D. Selvaraj, Managing Partner of MDS & Associates LLP, Company Secretaries, Coimbatore, as the Scrutinizer for conducting the Postal Ballot through remote e-voting process, in a fair and transparent manner and to ascertain the majority.
- (h) The Scrutinizer will submit his report to the Chairman of the Company or a person authorized by him in writing, after completion of the scrutiny of the remote e-voting. The Scrutinizer's decision on the validity of the votes cast will be final. The result of the Postal Ballot will be announced by the Chairman of the Company on or before Friday, 19th September, 2025, i.e. not later than two working days from the conclusion of remote e-voting at the Registered office of the Company.
- (i) The result of the Postal Ballot along with the Scrutinizer's Report will be placed on the Company's website www.shanthigears.com and shall be communicated to the Stock Exchanges where the Company's shares are listed as well as on the website of NSDL.
- (j) The Resolutions, if approved by the requisite majority of Members, shall be deemed to have been passed on the last date of remote e-voting, i.e., Wednesday, 17th September, 2025.
- (k) Relevant documents relating to the Postal Ballot Notice and the Statement pursuant to Section 102 of the Act shall be made available for inspection by the Members in accordance with applicable statutory requirements based on requests received by the Company for inspection at waltervasanthpj@shanthigears.murugappa.com upto Wednesday, 17th September, 2025.

ANNEXURE TO THE NOTICE

STATEMENT IN RESPECT OF THE ITEM(S) COVERED UNDER THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

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

Ms. Aruna Thangaraj (DIN: 07444726), 44 years, was appointed by the Board of Directors ("Board"), on the recommendation of the Nomination and Remuneration Committee, as an Additional Director in the capacity as an Independent Director and recommended to members for appointment as Non-Executive Independent Director of the Company with effect from 30th July, 2025 respectively pursuant to Sections 149, 152, 161(1) and Schedule IV and other applicable provisions, if any of the Companies Act, 2013 ("the Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). As an Additional Director, she holds office up to the date of the ensuing Annual General Meeting. She has been appointed as an Independent Director for a term of 5 (five) consecutive years from 30th July, 2025 to 29th July, 2030 (both days inclusive), whose term shall not be liable to retire by rotation.

Pursuant to Regulation 25(2A) of the Listing Regulations, the appointment of Ms. Aruna Thangaraj (DIN: 07444726) as Non-Executive Independent Director of the Company effective from 30th July 2025 shall require approval of the members by means of passing of special resolution. Further, pursuant to Regulation 17(1C) of the Listing Regulations, the Company is required to obtain the approval of the members for an appointment of a person on the Board of Directors at the next general meeting or within a time period of 3 months from the date of such appointment, whichever is earlier.

Ms. Aruna Thangaraj is the Managing Director of AGT Electronics Limited, Coimbatore. She has been instrumental for the digital marketing division of AGT which has been successfully growing for over 11 years.

She is an electronics engineer from REC Trichy and completed her masters from University of Cincinnati, OH USA and University of Houston, TX, USA. She has worked as an instructional design and training consultant for oil and gas companies in Houston, Texas. She was also involved in several organisational intervention projects during this time. She is the convenor of the Technology panel of CII Coimbatore zone and an independent director on the Board of Elgi Equipments Limited and Tidel Park Coimbatore.

Ms. Aruna Thangaraj is not disqualified from being appointed as a Director of the Company under Section 164 of the Act.

Ms. Aruna Thangaraj has been appointed as a Member of the Audit Committee and Corporate Social Responsibility Committee of the Company with effect from 31st July, 2025. She is also entitled to receive sitting fees for attending the Board and Committee meetings, in which she is a member, of the Company. The Company, as per its Remuneration Policy, will also be considering payment of Commission on the net profits of the Company, subject to necessary approval and under applicable laws.

Accordingly, the approval of the Members, by way of a Special Resolution, is sought for the appointment of Ms. Aruna Thangaraj (DIN: 07444726) as an Independent Director of the Company for a term of 5 (five) years from 30th July, 2025 to 29th July, 2030 (both days inclusive).

The Company has received notice in writing from a Member under Section 160 of the Act proposing the candidature of Ms. Aruna Thangaraj for the office of Director of the Company. Ms. Aruna Thangaraj has provided necessary consents and disclosures to the Company with regard to her appointment. She is registered on the Independent Directors Databank of the Indian Institute of Corporate Affairs as stipulated by the Ministry of Corporate Affairs and she is not debarred from holding office as Director by

virtue of any order of the Securities and Exchange Board of India or any other authority. In the opinion of the Board, Ms. Aruna Thangaraj satisfies the criteria prescribed in the Act and Rules made thereunder for appointment as an Independent Director of the Company and that she is independent of the Management.

The Nomination & Remuneration Committee assessed her suitability vis-a-vis the balance of skills, knowledge and experience already available on the Board on the basis of the key criteria identified earlier by the Board viz., the qualifications, skills and attributes essential for a Director of the Company in order to effectively discharge the role in overseeing its varied business interests i.e., (a) proficiency in technology, (b) a diverse business environment perspective, (c) business leadership experience, (d) appreciation of financial management, and (e) board insights assimilated through serving other Company Boards.

The Board was of the opinion that Ms. Aruna Thangaraj has the requisite experience, skills and attributes required to lend her expertise, objectivity and independent view to the Board and Board-Committees' proceedings. The appointment of Ms. Aruna Thangaraj will hence bring further strength and add value to the Board. The Board is of the view that Ms. Aruna Thangaraj may be able to allocate sufficient time as expected of her as an Independent Director, towards affairs of the Company.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail her services as an Independent Director. Accordingly, the Board recommends the Resolution in relation to the appointment of Ms. Aruna Thangaraj as an Independent Director, for approval of the shareholders of the Company as a Special Resolution.

A copy of draft letter of appointment of Ms. Aruna Thangaraj setting out the terms and conditions of her appointment is uploaded on the Company's website viz., <https://www.shanthigears.com/>

Accordingly, the Board, on the recommendation of the Nomination and Remuneration Committee, has recommended her appointment as a Non-Executive Independent Director for a term of 5 years, from 30th July, 2025 to 29th July, 2030 (both days inclusive) and recommends the Special Resolution as set out under Item no.1 of the Notice for the Members' approval.

The details relating to the appointee and disclosures herein forming part of the Explanatory Statement may also be treated as disclosures made as required pursuant to Regulation 36 of the SEBI LODR Regulations and the Secretarial Standard-2.

Except Ms. Aruna Thangaraj being the appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives, is concerned or interested, financially or otherwise, in the Special Resolution relating to her appointment as an Independent Director of the Company.

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

As per Section 197 of the Companies Act, 2013 ("the Act"), the members of the Company at the Annual General Meeting held on 21st July, 2020, has approved payment of Commission to Non-Executive Directors of the Company upto 1% of the net profits calculated in accordance with Section 198 of the Act, and distributed in such manner and proportion as decided by the Board of Directors for the financial years from 1st April, 2020 to 31st March, 2025.

Further, the Board of Directors approved, on the basis of recommendation of Nomination and Remuneration Committee and approval of Audit Committee, at their respective meeting(s) held on 30th July, 2025, subject to the approval of members, for payment of commission to Mr. M A M Arunachalam for the financial year 2024-25 of a sum of Rs. 1,00,00,000/- (Rupees One Crore Only), within the overall limit of 1% of the Net Profits of the Company payable collectively to all the

Non-Executive Directors notwithstanding that it will exceed 50% of the total annual remuneration payable collectively to all other Non-Executive Directors of the company.

The Board also gave due consideration for payment of Rs. 1,00,00,000/- (One Crore Only) as commission is appropriate based on the significant role played, considerable time spent and additional efforts put in by Mr. M A M Arunachalam, as the Non-Executive Chairman of the Company apart from being commensurate with nature and size of the Company. Considering the size & nature of the industry and the stature of the person & the role played, the annual commission of Rs. 1,00,00,000/- (One Crore Only) is considered fair and reasonable.

The Members may note in this regard that Mr. M A M Arunachalam played a significant role in actively guiding the Company which is steadily growing over the years. During the FY 2024-25, besides guiding the Company on governance matters, Mr. M A M Arunachalam has spent significant time in developing and forging business relationships for the Company and in other corporate affairs, identifying opportunities for business growth of the Company, representing the Company at various forums, providing right direction and momentum to the senior management team led by the Whole-Time Director & Chief Executive Officer and actively promoting the interests of the Company. He is playing an important role in developing the Senior Management team of the Company. The commission is also reasonable compared to the prevailing practices in India for payment of remuneration to non-executive Chairman.

The Remuneration Policy of the Company provides for payment of differential remuneration to Non-Executive Directors (“NEDs”) considering the contribution and time spent by the specific director. The Company has been paying remuneration to NEDs by way of commission every year.

Pursuant to Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), approval of shareholders by way of special resolution shall be obtained every year, in which annual remuneration payable to single Non-Executive Director exceeds fifty percent of the total remuneration payable to all the Non-Executive Directors.

Accordingly, the approval of the shareholders is being sought for payment of commission of Rs. 1,00,00,000/- (Rupee One Crore Only) to Mr. M A M Arunachalam, Non-Executive Chairman for the Financial Year 2024-25 as detailed in the resolution set out in Item no.2 of the Notice. The Board recommends the Special Resolution for approval by the Members of the Company.

The details relating to the appointee and disclosures herein forming part of the Explanatory Statement may also be treated as disclosures made as required pursuant to Regulation 36 of the SEBI LODR Regulations and the Secretarial Standard-2.

Except Mr. M A M Arunachalam, being the beneficiary, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

In pursuance of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard – 2

Name of the Director	Ms. Aruna Thangaraj	Mr. M A M Arunachalam
DIN	07444726	00202958
Date of Birth	04/09/1981	18/06/1967
Age	43 Years	58 Years
Nationality	Indian	Indian
Date of appointment on the Board	30/07/2025	10/02/2021

Qualification	B.E (Electronics) master's in computer engineering and HRD.	Bachelors in Commerce and Masters in Business Administration from University of Chicago.
Experience/ Area of Expertise	Having experience of more than 14 years in Web Designing and Digital Marketing.	He is an Industrialist and has an experience of 37 years in the field of varied industrial activities. He is the Chairman of Tube Investments of India Limited and also on the Board of Ambadi Investments Limited, CG Power & Industrial Solutions Limited, Cholamandalam Investment and Finance Company Limited etc.,
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Nomination and Remuneration Committee at its meeting held on 30 th July 2025 considering Ms. Aruna Thangaraj's technical & management expertise, business knowledge and significant contribution made by her to various industries has recommended to the Board her appointment as an Independent Director.	NA
No. of shares held in the Company	Nil	Nil
Inter-Se Relationship with other directors	Nil	Nil
Board Position held	Additional Director (Non-Executive Independent Director)	Non-Executive Chairman
Terms and conditions of appointment	As set out in Item No.1 of the Notice	As set out in Item No.2 of the Notice
Remuneration sought to be paid	As set out in Item No.1 of the Notice	As set out in Item No.2 of the Notice
Remuneration last drawn	NA	Nil
Number of Board meetings attended during the year	NA	5
List of Directorships held in other companies	<ol style="list-style-type: none"> 1. Elgi Equipments Limited 2. Tidel Park Coimbatore Limited 3. Durocon Buildtech Private Limited 4. A G T Electronics Limited 5. Niketan Technologies Private Limited 	<ol style="list-style-type: none"> 1. Tube Investments of India 2. Cholamandalam Investment and Finance Company Limited 3. CG Power and Industrial Solutions Limited 4. TI Clean Mobility Private Limited 5. TI Medical Private Limited 6. Jayem Automotives Private Limited 7. Cholamandalam Leasing Limited (Formerly known as Cholamandalam Home Finance Limited) 8. Ambadi Investments Limited

		<p>9. AR Lakshmi Achi Trust [Section 8 Company]</p> <p>10. CG Semi Private Limited</p> <p>11. Creative Cycles (Private) Limited [Sri Lanka]</p> <p>12. Great Cycles (Private) Limited [Sri Lanka]</p> <p>13. Mavco Investments Private Limited</p> <p>14. Mavnu Investments Private Limited</p> <p>15. Mavstar Investments Private Limited</p> <p>16. New Ambadi Estates Private Limited</p>
<p>Committee Chairmanship/ Membership held in other companies</p>	<p><u>Nomination & Remuneration Committee</u> Member</p> <p>Elgi Equipments Limited</p> <p>Tidel Park Coimbatore Limited</p> <p><u>Corporate Social Responsibility Committee</u> Member</p> <p>Elgi Equipments Limited</p> <p>Tidel Park Coimbatore Limited</p> <p><u>Audit Committee</u> Member</p> <p>Tidel Park Coimbatore Limited</p> <p><u>Stakeholders Relationship Committee</u> Member</p> <p>Elgi Equipments Limited</p>	<p><u>Nomination and Remuneration Committee</u> Member</p> <p>Tube Investments of India Limited</p> <p>TI Clean Mobility Private Limited</p> <p><u>Stakeholder Relationship Committee</u> Chairman</p> <p>Cholamandalam Investment and Finance Company Limited</p> <p>CG Power and Industrial Solutions Limited</p> <p><u>Risk Management Committee</u> Member</p> <p>CG Power and Industrial Solutions Limited</p> <p>Ambadi Investments Limited</p> <p><u>Corporate Social Responsibility Committee</u> Chairman</p> <p>Cholamandalam Leasing Limited (Formerly known as Cholamandalam Home Finance Limited)</p> <p>CG Power and Industrial Solutions Limited</p> <p>Member</p> <p>Cholamandalam Investment and Finance Company Limited</p> <p>Tube Investments of India Limited</p>

		<p><u>Business Committee</u></p> <p>Member Cholamandalam Investment and Finance Company Limited</p> <p><u>Special Committee</u></p> <p>Member Ambadi Investments Limited</p>
Names of listed entities in which the person has resigned in the past three years	Nil	Nil

By Order of the Board
For Shanthy Gears Limited

Coimbatore
30th July, 2025

Walter Vasanth P J
Company Secretary
Mem. No: F12066

INSTRUCTIONS FOR VOTING THROUGH REMOTE E-VOTING

1. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, from time to time the MCA Circulars and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circular dated 9th December, 2020 issued by SEBI on E-voting facility provided by Listed Entities, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and any amendments thereto, Members are provided with the facility to cast their votes electronically, through the E-voting services provided by National Securities Depository Limited ('NSDL') on the Resolution set forth in this Notice of Postal Ballot, through Remote E-voting.

Members are requested to note that the Company is providing facility for Remote E-voting and the business is to be transacted through electronic voting system only.

I. Information relating to Remote E-voting:

- i. Day, date and time of commencement of voting through electronic means: Tuesday, 19th August, 2025 at 9.00 A.M. (IST).
- ii. Day, date and time of end of voting through electronic means beyond which voting will not be allowed: Wednesday, 17th September, 2025 till 5.00 P.M. (IST).
- iii. Details of Website: www.evoting.nsdl.com
- iv. Details of person to be contacted for issues relating to e-voting: www.evoting.nsdl.com or call 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mahtre, Senior Manager at e-mail id - evoting@nsdl.co.in.
- v. Details of Scrutinizer: Mr. M.D. Selvaraj, Managing Partner of MDS & Associates LLP, Company Secretaries, Coimbatore (ICSI Membership FCS No. 960 - CP No.411).

II. Instructions relating to Remote E-voting:

The manner of voting by (i) Individual Shareholders holding shares of the Company in Demat mode, (ii) Shareholders other than Individuals holding shares of the Company in Demat mode, and (iii) Shareholders holding shares of the Company in Physical mode, is explained in the instructions given herein below:





i. Individual Shareholders holding Shares of the Company in Demat mode:

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on "e-voting facility provided by Listed Entities", Individual Shareholders holding shares of the Company in demat mode can cast their vote, by way of a single login credential, through their demat accounts/websites of Depositories and Depository Participants (DPs), in order to increase the efficiency of the voting process.

Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also the ease and convenience of participating in the e-voting process. Shareholders are advised to update their mobile number and e-mail address with their DPs to access e-voting facility.

The procedure to login and access remote e-voting, as devised by the Depositories/Depository Participant(s), is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>A. NSDL IDeAS facility</p> <ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp <p>B. NSDL e-Voting website</p> <ol style="list-style-type: none"> Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

	<p>C. NSDL Mobile App</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;"> <div style="margin-right: 20px;">  App Store </div> <div style="margin-right: 20px;">  Google Play </div> </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile Number & E-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note:

Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

ii) Login Method for e-Voting and for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credential, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your e-mail ID is not registered, please follow steps mentioned below in process for those shareholders whose e-mail ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, Click on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the

confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rsaevoting@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call : 022 - 4886 7000 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre Senior Manager at e-mail id - evoting@nsdl.co.in.

Process for those shareholders whose e-mail ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this Notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to waltervasanthpj@shanthigears.murugappa.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to traineesecretarial@shanthigears.murugappa.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. Login method for e-voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-Voting facility.

The Remote E-voting period commences on Tuesday, 19th August, 2025 at 9.00 A.M. (IST) and ends on Wednesday, 17th September, 2025 at 5.00 P.M. (IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e., Friday, 08th August, 2025 may cast their votes electronically by way of Remote E-voting only. The Remote E-voting module shall be disabled for voting thereafter. Once the vote on the Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

Resolution(s) passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a General Meeting of the Members and hence, the Resolution(s) proposed under the Notice shall be deemed to have been passed on the last date of voting, i.e., Wednesday, 17th September, 2025, subject to receipt of the requisite number of votes in favour of the Resolution(s).