



January 30, 2017

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

Dear Sir,

Sub: Clarification on Amendments to Articles of Association of the Company

With reference to your e mail dated 27th January, 2017 regarding clarification on announcement made by the company about amendment to Articles of Association and in terms of Clause 14 of the Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Amendment of Articles of Association, in brief as under:

The Board of Directors of the Company amended the Article of Association by incorporating provisions contained in Table F of the Companies Act, 2013 and other provisions of the existing Articles of Association subject to the approval of shareholders through postal ballot.

Please take the above on your record.

Thanking you,

Yours faithfully,

For **SHANTHI GEARS LIMITED**

C. Subramaniam
Company Secretary