

SHANTHI GEARS LIMITED

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

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Shanthi Gears

5th September, 2012

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 Limited
1st Floor
New Trading Ring, Rotunda Building
P J Towers, Dalal Street
Fort
Mumbai 400 001

Sub: Disclosure under Regulation 13(6) of SEBI (Prohibition of Insider Trading) Regulations, 1992

We write to inform you that the following persons belonging to the Promoter Group of the Company, have disclosed under Regulation 13(4A) of SEBI (Prohibition of Insider Trading) Regulations, 1992 regarding sale of shares of the Company on 3rd September, 2012 pursuant to the Share Purchase Agreement dated 13th July, 2012 entered into by them with Messrs. Tube Investments of India Ltd.

1. Mr. P.Subramanian – sold 28,250,291 shares (34.57%)
2. Shanthi General Finance Pvt Ltd – sold 700,000 shares (0.86%)
3. Shanthi Social Service – sold 7,100,000 shares (8.09%)

Consequent to the above divestment, they cease to hold any shares in the Company.

Please find enclosed their disclosures in the prescribed format, as required under Regulation 13(6) of the said Regulations.

Thanking you,

Yours faithfully,
for SHANTHI GEARS LIMITED


C SUBRAMANIAM
COMPANY SECRETARY

Encl:

Form D

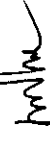
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992
(Regulations 13(4), 13(4A) and 13(6))

Details of change in shareholding or voting rights held by Director or Officer and his dependents or Promoter or Person who is part of Promoter Group of a listed company
viz., SHANTHI GEARS LTD

Sl No.	Name, PAN No and address of Promoter / Person who is part of Promoter Group/Director/Officer	No & % of shares/voting rights held by the Promoter/Person who is part of Promoter Group/Director/Officer	Date of receipt of allotment / advice/ acquisition/ sale of shares - voting rights	Date of intimation to company	Mode of acquisition - (market purchase/public rights/preferential offer etc)/sale	No. & % of shares/voting rights post acquisition/sale	Trading member through whom the trade was executed with SEBI Registration No of the TM	Exchange on which the trade was executed	Buy quantity	Buy value (Rs.P)	Sell quantity	Sell value
1	P Subramanian, Chairman & Managing Director 4/3, GVM Street, Appusamy Naidu Layout, Red Fields, Coimbatore 641 045 PAN No. AMBPS8931K	28,250,291 shares representing 34.57%	03/09/2012	03/09/2012	Off-market Pursuant to the Share Purchase Agreement dated 13th July, 2012 entered into with Tube Investments of India Ltd.	-NIL-	-N.A-	-N.A-	-N.A-	-N.A-	28,250,291	Rs.228,82,73,571 (i.e. 28,250,291 shares @ Rs.81 per share)
2	Shanthi General Finance Private Limited 4/3, GVM Street, Appusamy Naidu Layout, Red Fields, Coimbatore 641 045 PAN No. AADCS0609K	700,000 shares representing 0.86%	03/09/2012	03/09/2012	- as above -	-NIL-	-N.A-	-N.A-	-N.A-	-N.A-	700,000	Rs.5,67,00,000 (i.e. 700,000 shares @ Rs.81 per share)
3	Shanthi Social Services SF No.128/2, Door No.2249 Trichy Road Coimbatore 641 005 PAN No. AACTS6602A	7,100,000 shares representing 8.69%	03/09/2012	03/09/2012	- as above -	-NIL-	-N.A-	-N.A-	-N.A-	-N.A-	7,100,000	Rs.57,51,00,000 (i.e. 7,100,000 shares @ Rs.81 per share)

Coimbatore
5th September, 2012

for SHANTHI GEARS LIMITED



C SUBRAMANIAM
COMPANY SECRETARY