

SHANTHI GEARS LIMITED



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

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Sec/NSE/531/2012
July 25, 2012

The Manager
Listing Department
National Stock Exchange Limited
Exchange Plaza
Bandra - Kurla Complex
Bandra (E)
MUMBAI - 400 051

Dear Sirs,

Sub: Proceedings of the 39th Annual General Meeting

The 39th Annual General Meeting of the Shareholders of the Company duly convened and held on 23rd July 2012 at 9.30 a.m. at 304-A, Trichy Road, Singanallur, Coimbatore - 641 005 the Registered office of the Company, as attended by the Members and proxies as per the members attendance register.

Members Present: 63

Members Present by Proxies: 2

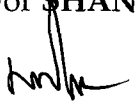
The Shareholders have approved all the following Ordinary Business:

1. Adopted the Annual Accounts for the Financial Year 2011-2012
2. Declared Dividend of 100%
3. Reappointed Mr. M.J.Vijayaraaghavan as Director
4. Reappointed Mr. C.G.Kumar as Director
5. Reappointed M/s. S. Lakshminarayanan Associates, Chartered Accountants as Auditors.

Thanking You,

Yours faithfully,

For **SHANTHI GEARS LIMITED**


C. Subramaniam
Company Secretary