

3rd 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

Bombay Stock Exchange Ltd
1st Floor
New Trading Ring, Rotunda Building
P J Towers, Dalal Street
Fort
Mumbai 400 001

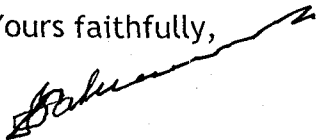
Dear Sirs,

Sub: Sale of 28,250,291 equity shares of Re.1/- each, fully paid up, representing 34.57% of the paid up share capital of Shanthi Gears Limited, to Tube Investments of India Ltd. - Filing of disclosure under Regln.29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SAST")

In respect of the 28,250,291 equity shares of Re.1/- each sold by me viz., promoter of Shanthi Gears Limited ("SGL") today 3rd September, 2012, to Tube Investments of India Limited ("TII"), pursuant to the Share Purchase Agreement dated 13th July, 2012 between the promoters of SGL and TII, I enclose necessary disclosure pursuant to Regulation 29(2) of the SAST.

Thanking you,

Yours faithfully,



P SUBRAMANIAN

Encl.

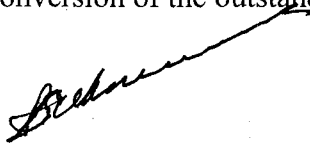
Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Shanthi Gears Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Tube Investments of India Limited		
Whether the acquirer belongs to Promoter/Promoter group	No.		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Ltd., and National Stock Exchange of India Ltd.		
Details of the acquisition as follows:	Number	% w.r.t. total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC(*)
Before the acquisition under consideration, holding of:			
a) Shares carrying voting rights	28,250,291	34.57	--
b) Voting rights (VR) otherwise than by shares	Nil	Nil	--
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	Nil	Nil	--
d) Total (a+b+c)	28,250,291	Nil	--
Details of acquisition/sale			
a) Shares carrying voting rights acquired/sold	28,250,291	34.57	--
b) VRs acquired/sold otherwise than by shares	Nil	Nil	--
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	Nil	Nil	--
d) Total (a+b+c)	28,250,291	34.57	--
After the acquisition/sale, holding of:			
a) Shares carrying voting rights	Nil	Nil	--
b) VRs otherwise than by equity shares	Nil	Nil	--

c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	Nil	Nil	--
d) Total (a+b+c)	Nil	Nil	--
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer, etc.	Pursuant to the Share Purchase Agreement dated 13 th July, 2012 entered into by the Acquirer with the Promoters of Shanthi Gears Ltd.		
Date of acquisition/sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable	3 rd September, 2012.		
Equity share capital / total voting capital of the TC before the said acquisition/sale	8,17,15,853 fully paid up equity shares of Re.1 each aggregating Rs.8,17,15,853/-.		
Equity share capital/total voting capital of TC after the said acquisition/sale	8,17,15,853 fully paid up equity shares of Re.1 each aggregating Rs.8,17,15,853/-.		
Total diluted share/voting capital of the TC after the said acquisition/sale	Not applicable		

Note:

(*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.


P. SUBRAMANIAN

Signature of the Acquirer/Seller/Authorised Signatory

Place: Coimbatore

Date: 3rd September, 2012