

P SUBRAMANIAN

4/3, GVM Street
Appusamy Naidu Lay Out
Red Fields
Coimbatore 641 045

September 3, 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

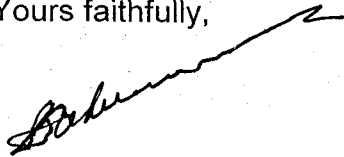
Sub: Disclosures under Regulations 13(4) and 13(4A) of SEBI (Prohibition of Insider Trading) Regulations, 1992.

I, P Subramanian, one of the promoters and a Director of Shanthi Gears Limited, write to inform you that I have sold 28,250,291 equity shares of Re.1 each of the Company on 3rd September, 2012, representing 34.57% of the equity capital of the Company, in favour of Tube Investments of India Ltd., pursuant to the Share Purchase Agreement dated 13th July, 2012 entered into with them. Consequently, I cease to hold any shares in the Company.

Please find enclosed the disclosure in the prescribed format as required under Regulations 13(4) and 13(4A) of the said Regulations.

Thanking you,

Yours faithfully,



P Subramanian

Encl:

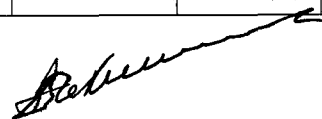
Form D

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

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 or 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
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. 28,25,291 shares @ Rs.81 per share)

Coimbatore
3rd September, 2012



P SUBRAMANIAN