

Annexure-B

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

1. Name of the Target Company (TC)	Shanthi Gears Limited		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	HDFC Mutual Fund ▪ HDFC Children's Gift Fund - Investment Plan ▪ HDFC Children's Gift Fund - Savings Plan ▪ HDFC Prudence Fund ▪ HDFC Long Term Advantage Fund ▪ HDFC Long Term Equity Fund ▪ HDFC Mid-Cap Opportunities Fund ▪ HDFC Multiple Yield Fund – Plan 2005		
3. Whether the acquirer belongs to Promoter/Promoter group	No		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited		
5. Details of the acquisition / disposal/holding of shares/voting rights/holding of the Acquirer and PAC	Number	% w.r.t. total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC (*)
<u>Before the acquisition/disposal under consideration, holding of **:</u>			
a) Shares carrying voting rights	76,40,099	9.35	9.35
b) Voting rights (VR) otherwise than by shares	0	0.000	0.000
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	0	0.000	0.000
Total (a+b+c)	76,40,099	9.35	9.35
<i>(% share holding calculated on Paid up share capital comprising of 8,17,15,853 equity shares of Re. 1/- each)</i>			
<u>Details of acquisition/sale:</u>			
a) Shares carrying voting rights acquired/sold	59,66,905	7.30	7.30
b) VRs acquired /sold otherwise than by shares	0	0.00	0.00
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) acquired/sold	0	0.00	0.00
Total (a+b+c)	59,66,905	7.30	7.30
<u>After the acquisition/sale, holding of:</u>			
a) Shares carrying voting rights	16,73,194	2.05	2.05
b) VRs otherwise than by shares	0	0.000	0.000
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.	0	0.000	0.000



Total (a+b+c)	16,73,194	2.05	2.05
(% share holding calculated on Paid up share capital comprising of 8,17,15,853 equity shares of Re. 1/- each)			
6. Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Sale of shares under Open Offer		
7. Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	November 8, 2012		
8. Equity share capital / total voting capital of the TC before the said acquisition / sale	8,17,15,853 equity shares of Re. 1/- each		
9. Equity share capital/ total voting capital of the TC after the said acquisition / sale	8,17,15,853 equity shares of Re. 1/- each		
10. Total diluted share/voting capital of the TC after the said acquisition/sale.	N.A.		

Note -: Percentages given above are rounded off to two decimal places.

(*) 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.

For **HDFC Asset Management Company Limited**

[Signature]

Dinesh Bhakade
Senior Manager - Compliance

Place: Mumbai
Date: November 9, 2012

