

FM/CS/2016/259

March 23, 2016

Mr. C. Subramaniam
Company Secretary
Shanthi Gears Ltd
304/A, Trichy Road,
Singanallur, Coimbatore,
Tamil Nadu, 641005

Dear Sir,

Sub: Reporting under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

We wish to inform you that there has been a change in the shareholding of SBI Mutual Fund under its various schemes, in your company decreasing by more than 2% from the previous disclosure made by us under Regulation 29(1) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011, vide letter no. FM/CS/2015/67 dated January 20, 2015, wherein the reported holding was 5.2975% of the paid up share capital of your Company.

SBI Mutual Fund, under its various schemes has sold 1590000 shares of your Company, representing 1.9458 % of the paid up share capital of your Company on March 22, 2016.

The final holding of SBI Mutual Fund, under its various schemes, as at the close of business hours on March 22, 2016 was 2665329 shares which is 3.2617 % of the paid up share capital of your Company.

Pursuant to Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, please find enclosed, the required disclosure, as prescribed in the said regulations.

Thanking you,

Yours faithfully,

For SBI Funds Management Private Limited

Vinaya Datar

Vinaya Datar
Head – Compliance & Company Secretary

Encl: As Above

c.c. 1. ☒ National Stock Exchange of India Limited
Listing Department
Exchange Plaza
Plot no. C/1, G Block
Bandra-Kurla Complex
Bandra (East)
Mumbai - 400 051

2. General Manager
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

Trustee: **SBI Mutual Fund Trustee Company Private Limited** (CIN- U65991MH2003PTC138496)

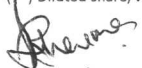
9th Floor, Crescenzo, Plot C-38 & 39, G Block, Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051. Tel.: +91 22 61793000 | Fax: +91 22 67425687-91 | Website: www.sbimf.com

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 LTD		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	SBI Mutual Fund under it various schemes		
3. Whether the acquirer belongs to Promoter/Promoter group	N.A.		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Ltd / National Stock Exchange of India Ltd		
5. Details of the acquisition / disposal 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/disposal under consideration, holding of:			
a) Shares carrying voting rights	4,255,329	5.2075%	N.A.
b) Share in the nature of encumbrance (pledge/lien/ non-disposal undertaking/ others)	N.A.	N.A.	N.A.
c) Voting rights (VR) otherwise than by shares	N.A.	N.A.	N.A.
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	N.A.	N.A.	N.A.
Total (a+b+c+d)	4,255,329	5.2075%	N.A.
Details of acquisition/sale			
a) Shares carrying voting rights acquired/sold	1,590,000	1.9458%	N.A.
b) VRs acquired /sold otherwise than by shares	N.A.	N.A.	N.A.
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	N.A.	N.A.	N.A.
d) Shares encumbered/ invoked/ released by the acquirer	N.A.	N.A.	N.A.
Total (a+b+c+d)	1,590,000	1.9458%	N.A.
After the acquisition/sale, holding of:			
a) Shares carrying voting rights	2,665,329	3.2617%	N.A.
b) Shares encumbered with the acquirer	N.A.	N.A.	N.A.
c) VRs otherwise than by shares	N.A.	N.A.	N.A.
d) 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.	N.A.	N.A.	N.A.
Total (a+b+c+d)	2,665,329	3.2617%	N.A.
6. Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Market Sale		
7. Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	Sold 1,590,000 shares on 22-March-2016		
8. Equity share capital / total voting capital of the TC before the said acquisition / sale	Rs. 81,715,853/- divided into 81,715,853 shares of Rs. 1 each		
9. Equity share capital/ total voting capital of the TC after the said acquisition / sale	Rs. 81,715,853/- divided into 81,715,853 shares of Rs. 1 each		
10. Total diluted share/voting capital of the TC after the said acquisition/sale.	N.A.		

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the

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


Raviprakash Sharma
Dealer

Signature of the acquirer/ seller/ Authorised Signatory

Place: Mumbai

Date: 23-March-2016


Aparna Nirgude
Executive Director & Chief Risk Officer