

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 LIMITED ("SGL")

Name, PAN No. & 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/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
Tube Investments of India Ltd, "DARE House", 234, N S C Bose Road, Chennai 600 001 PAN No.AAACT1249H	3,60,50,291 shares representing 44.12%	19-11-2012	20-11-2012	Acquisition from shareholders of SGL pursuant to Open Offer under Regulations 3(1) and 4 of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011	5,72,96,413 shares representing 70.12%	-N.A-	-N.A-	2,12,46,122 shares representing 26%	Rs.172,09,35,882/- (ie. 2,12,46,122 shares @ Rs.81 per share)	NIL	NIL

Chennai
20th November, 2012

for TUBE INVESTMENTS OF INDIA LIMITED



S SURESH
COMPANY SECRETARY