

SHANTHI GEARS LIMITED

Regd. Office :
304-A Trichy Road
Singanallur
Coimbatore - 641 005, India

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Sec/BSE/860/2012
July 25, 2012

Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street
MUMBAI - 400 001

Dear Sirs,

Sub: Proceedings of the 39th Annual General Meeting
Ref: Company Scrip Code: 522034

The 39th Annual General Meeting of the Shareholders of the Company duly convened and held on 23rd July 2012 at 9.30 a.m. at 304-A, Trichy Road, Singanallur, Coimbatore - 641 005 the Registered office of the Company, as attended by the Members and proxies as per the members attendance register.

Members Present: 63

Members Present by Proxies: 2

The Shareholders have approved all the following Ordinary Business:

1. Adopted the Annual Accounts for the Financial Year 2011-2012
2. Declared Dividend of 100%
3. Reappointed Mr. M.J.Vijayaraaghavan as Director
4. Reappointed Mr. C.G.Kumar as Director
5. Reappointed M/s S T akshminarayanan Associates, Chartered Accountants as Auditors.

Thanking You,

Yours faithfully,

For **SHANTHI GEARS LIMITED**

C. Subramaniam
Company Secretary