

August 8, 2013

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 Ltd

1st Floor,

New Trading Ring, Rotunda Building

P J Towers, Dalal Street

Mumbai 400 001

Dear Sirs,

Sub: Proceedings of the 40th Annual General Meeting

Ref: Company Trading Symbol/Scrip Code: SHANTIGEAR/522034

The 40th Annual General Meeting of the Members of Shanthi Gears Limited duly convened and held on 24th July, 2013 at 2.00 p.m. at the Registered office of the Company at 304-A, Trichy Road, Singanallur, Coimbatore - 641 005, as attended by the Members and proxies as per the members attendance register.

Members Present: 59

Members Present by Proxy: 3

The Shareholders have approved following:

1. Report of Directors, the Report of the Auditors and the Audited Balance Sheet and the Statement of Profit for the year ended 31st March, 2013.
2. Dividend of Rs. 0.60 per share on the equity share capital of the Company for the year ended 31st March, 2013

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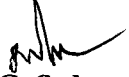
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3. Appointment of following Directors:
Mr. M M Murugappan
Mr. L Ramkumar
Mr. C R Swaminathan
Mr. J Balamurugan
Dr. Sreeram Srinivasan
Mr. V Venkiteswaran
4. Terms of appointment of Dr. Sreeram Srinivasan as President & Executive Director of the Company
5. Payment of Commission to Non Whole-time Directors

Thanking You,

Yours faithfully,

For **SHANTHI GEARS LIMITED**



C. Subramaniam
Company Secretary