



TI Financial Holdings Limited

Regd. Office: "Dare House", 234, N.S.C. Bose Road, Chennai 600 01

Tel: +91 44 4217 7770 Fax: +91 44 4211 0404

CIN: U65999TN2008PLC069496



3rd August, 2017

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
Fort
Mumbai 400 001

Shanthi Gears Limited
304-A, Trichy Road,
Singanallur,
Coimbatore 641 005

Dear Sirs,

**Vesting of 5,72,96,413 Equity Shares of Re.1/- of Shanthi Gears Limited –
Disclosure under SEBI (Substantial Acquisition of Shares and Takeovers)
Regulations, 2011**

Pursuant to the Scheme of Arrangement (Demerger) ("Scheme") between Tube Investments of India Limited ("Demerged Company") and TI Financial Holdings Limited ("the Company"), sanctioned by the National Company Law Tribunal, Chennai vide its Order dated 17th July 2017, 5,72,96,413 Equity Shares of Re.1/- held by the Demerged Company in Shanti Gears Limited ("Target Company") are vested with the Company. The Scheme became effective on 1st August, 2017 and consequently the said Equity Shares of the Target Company vested with the Company on 1st August, 2017.

This disclosure is being made pursuant to Regulation 29(1) and 29(2) and other applicable provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. The disclosure in the required format of the said Regulation(s) has been attached.

We request you to kindly take note of the above on record.

Thanking you,

Yours faithfully,
For TI FINANCIAL HOLDINGS LIMITED
(on behalf of Promoters & Promoter Group)

S SURESH
COMPANY SECRETARY

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

Name of the Target Company (TC)	M/s. SHANTHI GEARS LTD.		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Acquirer: TI Financial Holdings Ltd. (Details of Promoters/Promoter Group/PAC are given in the Annexure)		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange of India Ltd. & BSE Ltd.		
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 under consideration, holding of:			
a) Shares carrying voting rights (Please see Annexure)	5,73,02,913	70.12%	70.12%
b) Shares in the nature of encumbrance (pledge / lien / non-disposal undertaking / others)	Nil	Nil	--
c) Voting rights (VR) otherwise than by shares	Nil	Nil	--
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)	Nil	Nil	--
e) Total (a+b+c+d)	5,73,02,913	70.12%	70.12%



Details of acquisition: a) Shares carrying voting rights acquired/sold	Pursuant to a Scheme of Arrangement (Demerger) (“Scheme”) between Tube Investments of India Limited (“Demerged Company”) and TI Financial Holdings Limited (“the Company”), sanctioned by the National Company Law Tribunal, Chennai vide its Order 17 th July 2017, 5,72,96,413 Equity Shares of Re. 1/- held by the Demerged Company in Shanti Gears Limited vested with the Company.		
b) VRs acquired otherwise than by shares 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 d) Share encumbered/invoked/released by the acquirer e) Total (a+b+c+d)	Nil Nil Nil Nil	N.A N.A N.A N.A	N.A N.A N.A N.A
After the acquisition, holding of acquirer along with PACs of: a) Shares carrying voting rights (Please see Annexure) b) Shares encumbered with acquirer c) VRs otherwise than by shares 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 e) Total (a+b+c+d)	5,73,02,913 Nil Nil Nil 5,73,02,913	70.12% N.A N.A N.A 70.12%	70.12% N.A N.A N.A 70.12%
Mode of acquisition/sale (e.g. open market / off market / public issue / rights issue / preferential allotment / inter-se transfer, etc).	Pursuant to a Scheme of Arrangement (Demerger) (“Scheme”) between Tube Investments of India Limited (“Demerged Company”) and the TI Financial Holdings Limited (“the Company”), sanctioned by the National Company Law Tribunal, Chennai vide its Order 17 th July 2017, 5,72,96,413 Equity Shares of Re. 1/- held by the Demerged Company in Shanti Gears Limited vested with the Company.		



Date of acquisition of/ date of receipt of intimation of allotment of shares/VR/Warrants/convertible securities/ any other instrument that entitles the acquirer to receive shares in the TC.	1st August, 2017 (Being the date on which the Scheme became effective)
Equity share capital / total voting capital of the TC before the said acquisition (Please see Annexure)	8,17,15,853 Equity Shares of Re.1/- each fully paid up.
Equity share capital/total voting capital of TC after the said acquisition (Please see Annexure)	8,17,15,853 Equity shares of Re.1/- each fully paid up.
Total diluted share/voting capital of the TC after the said acquisition (Please see Annexure)	8,17,15,853 Equity shares of Re.1/- each fully paid up.

for TI FINANCIAL HOLDINGS LTD.
(on behalf of Promoter & Promoter Group)



Place: Chennai
Date : 3rd August, 2017


S SURESH
AUTHROISED SIGNATORY

Annexure

Name of the Target Company : M/s. Shanthi Gears Ltd.

Details of Equity Shares carrying voting rights acquired by persons forming part of the Promoter/Promoter Group/Persons Acting in concert of Shanthi Gears Ltd. pursuant to the Scheme of Arrangement (Demerger)

Sl. No.	Name(s) of the Promoter and Persons Acting in Concert (PAC) with the Promoter	Whether the person belongs to Promoter / Promoter Group	Shares held before Vesting		Shares Vested as per the Scheme of Arrangement(Demerger)		Shares held after the Vesting	
			No. of Shares	%	No. of Shares Transferred	%	No. of Shares Transferred	%
1	M V Murugappan	Promoter	-	-	-	-	-	-
2	M V Valli Murugappan	Promoter Group	-	-	-	-	-	-
3	Valli Arunachalam	Promoter Group	-	-	-	-	-	-
4	M Vellachi	Promoter Group	-	-	-	-	-	-
5	Valli Muthiah	Promoter Group	-	-	-	-	-	-
6	Umaya R	Promoter Group	-	-	-	-	-	-
7	M V Subbiah	Promoter	-	-	-	-	-	-
8	M V Seetha Subbiah	Promoter Group	-	-	-	-	-	-
9	Sivagami Natesan	Promoter Group	-	-	-	-	-	-
10	Valli Subbiah	Promoter Group	-	-	-	-	-	-
11	S Vellayan	Promoter	-	-	-	-	-	-
12	Kanika Subbiah	Promoter Group	-	-	-	-	-	-
13	Karthik Subbiah	Promoter Group	-	-	-	-	-	-
14	Kabir Subbiah	Promoter Group	-	-	-	-	-	-
15	A Vellayan	Promoter	-	-	-	-	-	-
16	Lalitha Vellayan	Promoter Group	-	-	-	-	-	-
17	Valli Annamalai	Promoter Group	-	-	-	-	-	-
18	V Narayanan	Promoter	-	-	-	-	-	-
19	Vasanth Vellayan	Promoter Group	-	-	-	-	-	-
20	V Arunachalam	Promoter	-	-	-	-	-	-
21	Nagalakshmi Arunachalam	Promoter Group	-	-	-	-	-	-



[Handwritten Signature]

Sl. No.	Name(s) of the Promoter and Persons Acting in Concert (PAC) with the Promoter	Whether the person belongs to Promoter / Promoter Group	Shares held before Vesting	Shares Vested as per the Scheme of Arrangement(Demerger)	Shares held after the Vesting
22	Anannya Lalitha Arunachalam	Promoter Group	-	-	-
23	A Venkatachalam	Promoter	-	-	-
24	Meyammai Venkatachalam	Promoter Group	-	-	-
25	Arun Venkatachalam	Promoter	-	-	-
26	MV.AR Meenakshi	Promoter Group	-	-	-
27	M M Murugappan	Promoter	-	-	-
28	Meenakshi Murugappan	Promoter Group	-	-	-
29	M M Veerappan	Promoter	-	-	-
30	M M Seethalakshmi	Promoter Group	-	-	-
31	M M Muthiah	Promoter	-	-	-
32	Solachi Ramanathan	Promoter Group	-	-	-
33	M M Venkatachalam	Promoter	-	-	-
34	Lakshmi Venkatachalam	Promoter Group	-	-	-
35	M V Muthiah	Promoter	-	-	-
36	Niranthara Alamelu Jawahar	Promoter Group	-	-	-
37	M V Subramanian	Promoter	-	-	-
38	M A Alagappan	Promoter	-	-	-
39	A A Alagammai	Promoter Group	-	-	-
40	Lakshmi Ramaswamy	Promoter Group	-	-	-
41	Valli Alagappan	Promoter Group	-	-	-
42	Arun Alagappan	Promoter	-	-	-
43	A Keertika Unnamalai	Promoter Group	-	-	-
44	Master Pranav Alagappan	Promoter Group	-	-	-
45	M A M Arunachalam	Promoter	-	-	-



15/7

Sl. No.	Name(s) of the Promoter and Persons Acting in Concert (PAC) with the Promoter	Whether the person belongs to Promoter / Promoter Group	Shares held before Vesting	Shares Vested as per the Scheme of Arrangement(Demerger)	Shares held after the Vesting
46	Sigappi Arunachalam	Promoter Group	-	-	-
47	AM Meyammai	Promoter Group	-	-	-
48	Lakshmi Chockalingam	Promoter Group	-	-	-
49	Master Dhruv Murugappan Arunachalam	Promoter Group	-	-	-
50	Vedhika Meyammai Arunachalam	Promoter Group	-	-	-
51	E.I.D.PARRY (INDIA) LTD.	Promoter	-	-	-
52	Parry America Inc	Promoter Group	-	-	-
53	Parrys Investments Limited	Promoter Group	-	-	-
54	Parry Infrastructure Company Private Limited	Promoter Group	-	-	-
55	Parrys Sugar Limited	Promoter Group	-	-	-
56	Parry Agrochem Exports Ltd	Promoter Group	-	-	-
57	Coromandel International Ltd (Earlier known as Coromandel Fertilisers Ltd.)	Promoter	-	-	-
58	Alimtec S.A.	Promoter Group	-	-	-
59	Liberty Pesticides & Fertilizers Limited (LPFL)	Promoter Group	-	-	-
60	Parry Chemicals Limited	Promoter Group	-	-	-
61	CFL Mauritius Limited	Promoter Group	-	-	-
62	Sabero Europe BV	Promoter Group	-	-	-
63	Sabero Australia Pty Ltd	Promoter Group	-	-	-
64	Sabero Organics America SA	Promoter Group	-	-	-
65	Sabero Argentina SA	Promoter Group	-	-	-
66	Sabero Organics Philippines Asia Inc.	Promoter Group	-	-	-
67	Coromandel Agronegocios De Mexico S.A. DE C.V. (Formerly Sabero Organics Mexico S.A. de C.V.)	Promoter Group	-	-	-
68	Coromandel Brasil Ltda (Limited Liability Company)	Promoter Group	-	-	-
69	Coromandel SQM (India) Ltd.	Promoter Group	-	-	-
70	Yanmar Coromandel Agrisolutions Pvt. Ltd.	Promoter Group	-	-	-
71	Tunisian Indian Fertilizer S.A., Tunisia	Promoter Group	-	-	-
72	Foskor (Pty) Limited, South Africa	Promoter Group	-	-	-
73	Parrys Sugar Industries Limited	Promoter Group	-	-	-
74	US Nutraceuticals LLC	Promoter Group	-	-	-
75	Parry Sugars Refinery India Pvt. Ltd. (Formerly known as Silkroad Sugar Private Ltd)	Promoter Group	-	-	-



Sl. No.	Name(s) of the Promoter and Persons Acting in Concert (PAC) with the Promoter	Whether the person belongs to Promoter / Promoter Group	Shares held before Vesting		Shares Vested as per the Scheme of Arrangement(Demerger)	Shares held after the Vesting
76	Dare Investments Limited	Promoter Group	-	-	-	-
77	New Ambadi Estates Pvt. Ltd.	Promoter	-	-	-	-
78	Ambadi Investments Pvt Ltd.	Promoter	-	-	-	-
79	Murugappa Holdings Ltd. (Formerly Parry Agro Industries Ltd.)	Promoter	-	-	-	-
80	Parry Enterprises India Ltd.	Promoter Group	-	-	-	-
81	Parry Agro Industries Ltd. (Formerly Parry Estates Limited)	Promoter Group	-	-	-	-
82	Ambadi Enterprises Ltd.	Promoter	-	-	-	-
83	Murugappa Management Services Ltd.	Promoter Group	-	-	-	-
84	Parry Murray Ltd. UK	Promoter Group	-	-	-	-
85	Tube Investments of India Ltd.	Promoter	57296413	70.117	-57296413	0
86	TI Tsubamex Pvt Ltd	Promoter Group	-	-	-	-
87	Financiere C 10	Promoter Group	-	-	-	-
88	Sedis, SAS	Promoter Group	-	-	-	-
89	Societe De Commercialisation De Composants Industriels	Promoter Group	-	-	-	-
90	Sedis Company Ltd.	Promoter Group	-	-	-	-
91	Shanthi Gears Ltd.	Promoter Group	-	-	-	-
92	Cholamandalam Securities Ltd.	Promoter Group	-	-	-	-
93	Cholamandalam Distribution Services Ltd.	Promoter Group	-	-	-	-
94	Chola Insurance Services Pvt. Ltd.	Promoter Group	-	-	-	-
95	Cholia Business Services Ltd.	Promoter Group	-	-	-	-
96	Cholamandalam Investment and Finance Co. Ltd.	Promoter Group	-	-	-	-
97	Kartik Investments Trust Limited	Promoter Group	-	-	-	-
98	CherryTin Online Private Limited	Promoter Group	-	-	-	-
99	Cholamandalam MS General Insurance Company Ltd.	Promoter Group	-	-	-	-
100	Cholamandalam MS Risk Services Ltd.	Promoter Group	-	-	-	-
101	TI Financial Holdings Limited	Promoter Group	-	-	57296413	70.117
102	TI Absolute Concepts Private Ltd.	Promoter Group	-	-	-	-
103	Carborundum Universal Ltd.	Promoter	-	-	-	-
104	CUMI America Inc.	Promoter Group	-	-	-	-
105	Net Access (India) limited	Promoter Group	-	-	-	-
106	Southern Energy Development Corporation Ltd.	Promoter Group	-	-	-	-
107	Sterling Abrasives Ltd.	Promoter Group	-	-	-	-
108	CUMI (Australia) Pty Ltd	Promoter Group	-	-	-	-
109	CUMI Middle East FZE	Promoter Group	-	-	-	-



Handwritten signature/initials.

Sl. No.	Name(s) of the Promoter and Persons Acting in Concert (PAC) with the Promoter	Whether the person belongs to Promoter / Promoter Group	Shares held before Vesting	Shares Vested as per the Scheme of Arrangement(Demerger)	Shares held after the Vesting
110	CUMI International Ltd	Promoter Group	-	-	-
111	Volszhsky Abrasives Works	Promoter Group	-	-	-
112	Foskor Zirconia Pty Limited, South Africa	Promoter Group	-	-	-
113	CUMI Abrasives and Ceramics Company Ltd, China	Promoter Group	-	-	-
114	CUMI Europe s.r.o	Promoter Group	-	-	-
115	Thukela Refractories isithebe Proprietary Ltd.	Promoter Group	-	-	-
116	Wendt (India) Ltd.	Promoter Group	-	-	-
117	Murugappa Morgan Thermal Ceramics Ltd.	Promoter Group	-	-	-
118	CIRIA India Ltd.	Promoter Group	-	-	-
119	Presmet Pvt. Ltd.	Promoter Group	6500	0.01	6500
120	Coromandel Engineering Company Limited	Promoter Group	-	-	-
121	Murugappa Educational & Medical Foundation	Promoter Group	-	-	-
122	M A Alagappan Holdings Pvt. Ltd. (Formerly Udevar Property Development Company Private Limited)	Promoter Group	-	-	-
123	AMM Vellayan Sons P Ltd.	Promoter Group	-	-	-
124	MM Muthiah Sons P Ltd.	Promoter Group	-	-	-
125	Kadamane Estates Company	Promoter Group	-	-	-
126	Velnoorkhan Group Estates	Promoter Group	-	-	-
127	Murugappa & Sons (M.V.MURUGAPPAN, M A Alagappan and M M Murugappan hold shares on behalf of the Firm)	Promoter	-	-	-
128	MM Muthiah Research Foundation	Promoter Group	-	-	-
129	M A Murugappan Holdings Pvt Limited	Promoter Group	-	-	-
130	AMM Foundation	Promoter Group	-	-	-
131	Genfour Properties Pvt. Ltd.	Promoter Group	-	-	-
132	A R Lakshmi Achi Trust	Promoter Group	-	-	-
133	S Vellayan (S Vellayan & A Vellayan holds shares on behalf of M V Seetha Subbiah Benefit Trust)	Promoter Group	-	-	-
134	S Vellayan (S Vellayan & A Vellayan holds shares on behalf of Valli Subbiah Benefit Trust)	Promoter Group	-	-	-



[Handwritten Signature]

Sl. No.	Name(s) of the Promoter and Persons Acting in Concert (PAC) with the Promoter	Whether the person belongs to Promoter / Promoter Group	Shares held before Vesting	Shares Vested as per the Scheme of Arrangement(Demerger)	Shares held after the Vesting
135	Arun Alagappan (Arun Alagappan & A Alagammai holds shares on behalf of MA Alagappan Grand Children Trust)	Promoter Group	-	-	-
136	M A M Arunachalam (MAM Arunachalam & Sigappi Arunachalam holds shares on behalf of Arun Murugappan Children's Trust)	Promoter Group	-	-	-
137	Murugappan Arunachalam ChildrenTrust (M.A.ALAGAPPAN & M A M Arunachalam holds shares on behalf of the Trust)	Promoter Group	-	-	-
138	V S Bhairavi Trust (M V Subbiah & Kanika Subbiah holds shares on behalf of the Trust)	Promoter Group	-	-	-
139	K S Shambhavi Trust (M V Subbiah & S Vellayan holds shares on behalf of the Trust)	Promoter Group	-	-	-
	Total		57302913	-	57302913
			70.12	-	70.12



Handwritten signature in blue ink.