POST OPEN OFFER REPORT - II

IN RESPECT OF OPEN OFFER MADE BY TUBE INVESTMENTS OF INDIA LIMITED TO ACQUIRE SHARES OF SHANTHI GEARS LIMITED

(IN TERMS OF REGULATION 27 (7) OF THE SEBI (SAST) REGULATIONS, 2011)

Report on status of release of escrow account

This is in continuation to the post offer report earlier filed vide letter dated November 23, 2012. This report provides details of the release of escrow account which was created to secure performance obligations of the acquirer.

Where escrow is in cash, details of the release in escrow account- 90% released by transfer to the special escrow account as stipulated under Reg.17(10)((b) of the SEBI (SAST) Regulations, 2011, on 7th November, 2012; & 10% being released back to the Acquirer viz., Tube Investments of India Limited, as provided under Reg.17(10(c) of the said Regulations, on 18th December, 2012.

Total amount in escrow account (Rs Lakhs): 1951.31

Release of escrow account		
Purpose	**Date**	**Amount (Rs Lakhs)**
Amount released to Acquirer		
• Upon completion of payment of consideration	On Dec. 18, 2012	1951.31
• Upon withdrawal of offer, if applicable	Nil	Nil
• Any other purpose (to be clearly specified)	Nil	Nil
Amount paid to other entities (Give details along with name of entities and the purpose)	Nil	Nil

Where escrow is in form other than cash, details of the release in escrow account: Bank Guarantee dated 16th July 2012 furnished by the Acquirer viz., Tube Investments of India Limited from Axis Bank Limited, for an amount of Rs.43.02 crores in favour of the Manager to the Offer being released as provided under Reg.17(6) of the SEBI (SAST) Regulations, 2011, on 18th December, 2012.

Total number of securities in escrow account: **Not Applicable (NA)**

(Equivalent value as on date of the transfer from escrow account)

Release of escrow account		
Purpose	**Date of transfer**	**Equivalent value (Rs Lakhs)**
Number of securities transferred to acquirer		
• Upon completion of payment of consideration.	NA	NA
• Upon withdrawal of offer, if applicable	NA	NA
• Any other purpose (to be clearly specified)	NA	NA
• Amount paid to other entities (Give details along with name of entities and the purpose and also the procedure followed for making this payment)	NIL	NIL

Signature of the Manager to the offer:

Date: December 18, 2012

Place: Mumbai