

October 18, 2021

To,

The Department of Corporate Services, BSE Limited 14 th Floor, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	The Listing Compliance Department, National Stock Exchange of India Limited Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E) Mumbai - 400 051.	G S Agrawal Vice-President (Legal & Taxation), Company Secretary Walchandnagar Industries Limited Walchand Terraces Tardeo Road, Mumbai, Maharashtra, 400034
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DISCLOSURE UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

1. Name of the Target Company (TC)	Walchandnagar Industries Limited ('Target Company')		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Vistra ITCL (India) Limited ("Vistra") (In our capacity as Debenture Trustee and Security Trustee) The IL&FS Financial Centre, Plot C-22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051		
3. Whether the acquirer belongs to Promoter/Promoter group	No		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	1. BSE Limited (BSE) 2. National Stock Exchange of India Limited (NSE)		
5. 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	3,58,558	0.94%	0.94%
b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	1,48,45,499	39.00%	39.00%
c) Voting rights (VR) 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)	----	----	----
Total (a+b+c+d)	1,52,04,057	39.94%	34.94%
Details of acquisition/ Sale			
a) Shares carrying voting rights acquired / sold	38,03,214 (8,58,558)	9.99% (2.26%)	9.99% (2.26%)
b) VRs acquired/sold 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) Shares encumbered /invoked/ released by the acquirer	(38,03,214)	(9.99%)	(9.99%)
Total (a+b+c+d)	(8,58,558)	(2.26%)	(2.26%)

Registered office:

The IL&FS Financial Centre,
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Mumbai 400051

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Email: mumbai@vistra.com
www.vistratcl.com

Vistra ITCL (India) Limited

Corporate Identity Number (CIN):U66020MH1995PLC095507

After the acquisition/ sale holding of:			
a) Shares carrying voting rights	33,03,214	8.68%	8.68%
b) Shares encumbered with the acquirer	1,10,42,285	29.00%	29.00%
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	-----	-----	-----
Total (a+b+c+d)	1,43,45,499	37.68%	37.68%
Mode of acquisition/ sale (e.g. open market /off market/ public issue / rights issue / preferential allotment / inter-se transfer, etc.)	Invocation of previously pledged equity shares And sale of invoked shares		
Date of acquisition / sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable	Sale date: October 11, 2021 and October 13, 2021 Invocation date: October 12, 2021		
Equity share capital/ total voting capital of the TC before the said acquisition/ sale	3,80,70,205 Equity Shares (As per the Shareholding pattern available on BSE website for the quarter ended June 2021)		
Equity share capital/ total voting capital of the TC after the said acquisition/ sale	3,80,70,205 Equity Shares (As per the Shareholding pattern available on BSE website for the quarter ended June 2021)		
Total diluted share/voting capital of the TC after the said acquisition	3,80,70,205 Equity Shares		

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015.

(**) Diluted share/voting capital means the total number of shares in the Target Company assuming full conversion of the outstanding convertible securities/warrants into equity shares of the Target Company.

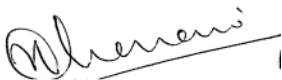
Notes:

Vistra ITCL (India) Limited, acting on the instructions of KKR India Financial Services Limited and KKR India Debt Opportunities Fund II, invoked 38,03,214 equity shares from previously pledged shares and sold 8,58,558 equity shares which were invoked, of the Target Company on the above-mentioned dates.

These equity shares of the Target Company were Invoked and sold by Vistra ITCL (India) Limited in its capacity as Debenture Trustee in respect of the NCDs issued by Walchandnagar Industries Limited (and subscribed to by KKR India Debt Opportunities Fund II) and in its capacity as Security Trustee in respect of the term loan facility availed by Walchandnagar Industries Limited (and extended by KKR India Financial Services Limited).

The primary onus of complying with the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 is of the lender, debenture holder and not on the Trustee. However, out of abundant caution, Vistra in its capacity as security trustee and debenture trustee is disclosing and filing this disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

For **Vistra ITCL (India) Limited**



Authorised Signatory
Place: Mumbai

Registered office:

The IL&FS Financial Centre,

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