



T V Sundram Iyengar & Sons Private Limited

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Date: 10 January 2022

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai 400 001
E-mail: corp.relations@bseindia.com

National Stock Exchange of India Limited

Exchange Plaza,
Bandra-Kurla-Complex, Bandra (East)
Mumbai – 400 051
Email: takeover@nse.co.in

Wheels India Limited

21, Patullos Road, Chennai, Tamil Nadu 600 002
Email: investorservices@wheelsindia.com

Dear Sir/ Madam,

Subject: Disclosure under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011 (“Takeover Regulations”).

This is to inform you that the Hon’ble National Company Law Tribunal, Chennai bench, vide its order dated 06 December 2021, approved the composite scheme of amalgamation and arrangement (demerger) *inter alia* amongst T V Sundram Iyengar & Sons Private Limited (“TVSS”), Sundaram Industries Private Limited (“SIPL”), Southern Roadways Private Limited (“SRPL”) and Trichur Sundaram Santhanam & Family Private Limited (“Composite Scheme”) in accordance with Sections 230 to 232 and other applicable provisions under the Companies Act, 2013 and rules made thereunder and other applicable laws. The Composite Scheme was made effective on 06 January 2022 (“Effective Date”).

As per the Composite Scheme, on the Effective Date (which is also the “First Appointed Date”), *inter alia* SIPL and SRPL have amalgamated with TVSS and have been dissolved without the process of winding up. As a result of this, the shareholding of SRPL in Wheels India Limited (“Target Company”) aggregating 22,32,628 equity shares (representing 9.28% of its paid-up equity share capital), has been vested in/ transferred to TVSS. This has resulted in the increase of the direct shareholding of TVSS in the Target Company from 49,11,028 equity shares (representing 20.41% of its paid-up equity share capital) to 71,43,656 equity shares (representing 29.69% of its paid-up equity share capital). SIPL does not hold any shares in the Target Company.

In this regard, please find enclosed the requisite disclosure under Regulation 29(2) of the Takeover Regulations.

Kindly take the above on record.

Yours faithfully,

For and on behalf of **T V Sundram Iyengar & Sons Private Limited**

Authorised Signatory

Name: S Santhanagopalan

Designation: Chief Financial Officer & Company Secretary

Date: 10 January 2022

Place: Chennai





T V Sundram Iyengar & Sons Private Limited

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

Name of the Target Company (TC)	Wheels India Limited ("Target Company"/ "TC")		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer ^(a)	T V Sundram Iyengar & Sons Private Limited ("TVSS"/ "Acquirer") Transferor: Southern Roadways Private Limited ("SRPL").		
Whether the acquirer belongs to Promoter/ Promoter group	Yes, the Acquirer is a part of the promoter and promoter group of the Target Company.		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange of India Limited. BSE Limited (Permitted to trade).		
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	49,11,028	20.41%	20.41%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
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)	-	-	-
e) Total (a+b+c+d)	49,11,028	20.41%	20.41%
Details of acquisition/sale:			
a) Shares carrying voting rights acquired/ sold	22,32,628	9.28%	9.28%
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	-	-	-





TV Sundram Iyengar & Sons Private Limited

d) Shares encumbered/ invoked/ released by the acquirer	-	-	-
e) Total (a+b+c+/-d)	22,32,628	9.28%	9.28%
After the acquisition/ sale, holding of ##:			
a) Shares carrying voting rights	71,43,656	29.69%	29.69%
b) Shares encumbered with the 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)	71,43,656	29.69%	29.69%
Mode of acquisition/ sale (e.g. open market / off-market/ public issue/ rights issue / preferential allotment/ inter-se transfer etc)	<p>Pursuant to the composite scheme of amalgamation and arrangement (demerger) <i>inter alia</i> amongst TVSS, SIPL, SRPL and Trichur Sundaram Santhanam & Family Private Limited (“Composite Scheme”), on the Effective Date (which is also the first appointed date), <i>inter alia</i> SIPL and SRPL have amalgamated with TVSS and have been dissolved without the process of winding up. As a result, of this the shareholding of SIPL and SRPL in the Target Company has been vested in/ transferred to TVSS thereby increasing its shareholding in the Target Company from 20.41% to 29.69%. SIPL does not hold any shares in the Target Company.</p> <p>The Composite Scheme was approved by the Hon’ble National Company Law Tribunal, Chennai bench, vide its order dated 06 December 2021 and the Composite Scheme was made effective on 06 January 2022 (“Effective Date”). The Composite Scheme is part of the family arrangement.</p> <p>The Composite Scheme does not directly involve the Target Company and fulfils the conditions prescribed in Regulation 10(1)(d)(iii) of the Takeover Regulations</p>		
Date of acquisition/ sale of shares/ VR or date of receipt of intimation of allotment of shares, whichever is applicable	06 January 2022 i.e., the Effective Date.		
Equity share capital/ total voting capital of the TC before the said acquisition/ sale	2,40,64,558 (no. of equity shares)		
Equity share capital/ total voting capital of the TC after the said acquisition/ sale	2,40,64,558 (no. of equity shares)		





T V Sundram Iyengar & Sons Private Limited

Total diluted share/ voting capital of the TC after the said acquisition/ sale	2,40,64,558 (no. of equity shares)
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(^{@@}) No person (including existing members of the promoter and promoter group of the Target Company) is acting in concert with the Acquirer for the purposes of this acquisition. While persons may be deemed to be acting in concert with the Acquirer in terms of Regulation 2(1)(q)(2) of the Takeover Regulations (including existing members of the promoter and promoter group of the Target Company) (such persons “**Deemed PACs**”), however, such Deemed PACs are not acting in concert with the Acquirer for the purposes of this acquisition, within the meaning of Regulation 2(1)(q)(1) of the Takeover Regulations.

(*) Total share capital/ voting capital taken as per the latest filing done by the Target Company to the Stock Exchange under Clause 35 of the Listing Agreement.

(**) 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.

([#]) The aggregate shareholding of the promoter and promoter group of the Target Company (including Acquirer’s shareholding) before the acquisition under consideration is 1,38,43,428 equity shares amounting to 57.53% of the total diluted share capital of the Target Company/ total diluted voting share capital of the Target Company.

(^{##}) The aggregate shareholding of the promoter and promoter group of the Target Company (including Acquirer’s shareholding) after the acquisition under consideration is 1,38,43,428 equity shares amounting to 57.53 % of the total diluted share capital of the Target Company/ total diluted voting share capital of the Target Company.

For and on behalf of T V Sundram Iyengar & Sons Private Limited



Authorised Signatory

Name: S Santhanagopalan

Designation: Chief Financial Officer & Company Secretary

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