

Date: 12 January 2022

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001, India.
Email: corp.relations@bseindia.com

National Stock Exchange of India Limited
Exchange Plaza,
Bandra-Kurla-Complex, Bandra (East)
Mumbai - 400 051, India.
Email: takeover@nse.co.in

Dear Sir/ Madam,

Subject: Disclosure under Regulation 10(6) 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 ("TSSFPL") (such scheme, "**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 ("**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**") consisting of 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.

As a subsequent step to the First Appointed Date, in terms of the Composite Scheme, after 18 business days from the First Appointed Date, i.e., on 04 February 2022 ("**Second Appointed Date**"), the Sundaram Motors and Madras Auto Service Dealership and Automotive Business Undertaking of TVSS (which includes strategic investment in the equity shares of the Target Company and equity shares of India Motor Parts & Accessories Limited ("**IMPAL**")) shall be demerged from TVSS to TSSFPL. Therefore, after the Second Appointed Date, 29.69% direct shareholding of TVSS in the Target Company shall vest in/ be transferred to TSSFPL.

Further, IMPAL is a part of the promoter and promoter group of the Target Company and presently holds 10,98,655 equity shares of the Target Company, representing 4.57% of the paid-up equity share capital of the Target Company. TVSS holds 27,29,148 equity shares in IMPAL, which is part of the promoter and promoter group of the Target Company, amounting to 21.87% of the paid-up share capital of IMPAL. On Second Appointed Date, TSSFPL, as the Acquirer, will acquire 29.69% shareholding in the Target Company directly and 4.57% in the Target Company indirectly, thereby attracting the provisions of Regulation 3(1) of the Takeover Regulations. However, the Composite Scheme and the transactions thereunder are exempt

under Regulation 10(1)(d)(iii) of the Takeover Regulations.

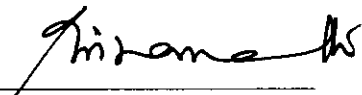
It is clarified that, as on the First Appointed Date, TSSFPL does not exercise any voting rights at the Target Company, directly or indirectly. The entitlement to exercise voting rights by TSSFPL in the Target Company will commence on and only from the Second Appointed Date, as set out in the Composite Scheme, such Second Appointed Date being 04 February 2022.

In this regard, please find enclosed the requisite disclosure under Regulation 10(6) of the Takeover Regulations.

Kindly take the information on record.

Yours faithfully,

For and on behalf of **Trichur Sundaram Santhanam & Family Private Limited**



Authorised Signatory
Name: P. Viswanathan
Designation: Authorised Signatory

Date: 12 January 2022
Place: Chennai



Disclosure under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“Takeover Regulations”)

1.	Name of the Target Company (TC)	Wheels India Limited (“ Target Company ”/ “TC”)
2.	Name of the acquirer(s)	Trichur Sundaram Santhanam & Family Private Limited (“ TSSFPL ”)
3.	Name of the stock exchange where shares of the TC are listed	National Stock Exchange of India Limited. BSE Limited (Permitted to trade).
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	Pursuant to the composite scheme of amalgamation and arrangement (demerger) <i>inter alia</i> 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 (“TSSFPL”) (“Composite Scheme”), on the Effective Date (which is also the first appointed date (“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, the shareholding of SRPL in the Target Company has been vested in/ transferred to TVSS thereby increasing its direct shareholding in the Target Company from 20.41% to 29.69%. SIPL does not hold any shares in the Target Company As a subsequent step to the First Appointed Date, in terms of the Composite Scheme, after 18 business days from the First Appointed Date, i.e., on 04 February 2022 (“Second Appointed Date”), the Sundaram Motors and Madras Auto Service Dealership and Automotive Business Undertaking of TVSS (which includes strategic investment in the equity shares of the Target Company and equity shares of India Motor Parts & Accessories Limited (“IMPAL”)) shall be demerged from TVSS to TSSFPL. Therefore, after the Second Appointed Date, 29.69% direct shareholding of TVSS in the Target Company shall vest in/ be transferred to TSSFPL. Further, IMPAL is a part of the promoter and promoter group of the Target Company and presently holds 10,98,655 equity shares of the Target Company, representing 4.57% of the paid-up equity share capital of the Target Company. TVSS holds 27,29,148 equity shares in IMPAL, which is a part of the promoter and promoter group of the Target Company, amounting to

TRICHUR SUNDARAM SANTHANAM & FAMILY PRIVATE LIMITED

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		21.87% of the paid-up share capital of IMPAL. On Second Appointed Date, TSSFPL, as the Acquirer, will acquire 29.69% shareholding in the Target Company directly and 4.57% in the Target Company indirectly, thereby attracting the provisions of Regulation 3(1) of the Takeover Regulations. However, the Composite Scheme and the transactions thereunder are exempt under Regulation 10(1)(d)(iii) of the Takeover Regulations. It is clarified that, as on the First Appointed Date, TSSFPL does not exercise any voting rights at the Target Company, directly or indirectly. The entitlement to exercise voting rights by TSSFPL in the Target Company will commence on and only from the Second Appointed Date, as set out in the Composite Scheme, such Second Appointed Date being 04 February 2022. The Composite Scheme does not directly involve the Target Company or IMPAL. 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.																		
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(d)(iii) of the Takeover Regulations.																		
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10(5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stockexchange.	Not applicable.																		
7.	Details of acquisition	<table border="1"> <thead> <tr> <th></th><th>Disclosures required to be made under regulation 10(5)</th><th>Whether the disclosures under regulation 10(5) are actually made</th></tr> </thead> <tbody> <tr> <td>a. Name of the transferor/ seller</td><td>Not applicable</td><td>Not applicable</td></tr> <tr> <td>b. Date of acquisition</td><td>Not applicable</td><td>Not applicable</td></tr> <tr> <td>c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above</td><td>Not applicable</td><td>Not applicable</td></tr> <tr> <td>d. Total shares proposed to be acquired/ actually acquired as a % of diluted share capital of TC</td><td>Not applicable</td><td>Not applicable</td></tr> <tr> <td>e. Price at which shares are proposed to</td><td>Not applicable</td><td>Not applicable</td></tr> </tbody> </table>		Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made	a. Name of the transferor/ seller	Not applicable	Not applicable	b. Date of acquisition	Not applicable	Not applicable	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	Not applicable	Not applicable	d. Total shares proposed to be acquired/ actually acquired as a % of diluted share capital of TC	Not applicable	Not applicable	e. Price at which shares are proposed to	Not applicable	Not applicable
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	be acquired/ actually acquired	Pre-Transaction ⁽¹⁾		Post-Transaction ⁽¹⁾	
8.	Shareholding details	No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
a	Each Acquirer/ Transferee				
(i)	TSSFPL ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾	Nil	Nil	71,43,656	29.69
b	Each Seller/ Transferor				
(i)	TVSS ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾	71,43,656	29.69	Nil	Nil

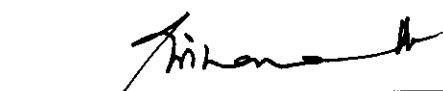
Notes:

- For further details, please refer to **Annexure A**.
- Pursuant to 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 the Acquirer (“Composite Scheme”), on the Effective Date (which is also the first appointed date “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.
- As a subsequent step to the above, in terms of the Composite Scheme, after 18 business days from the First Appointed Date, i.e., on 04 February 2022 (“Second Appointed Date”), the Sundaram Motors and Madras Auto Service Dealership and Automotive Business Undertaking of TVSS (which includes strategic investment in the equity shares of the Target Company and IMPAL) shall be demerged from TVSS to TSSFPL. Therefore, after the Second Appointed Date, 29.69% direct shareholding of TVSS in the Target Company shall vest in/ be transferred to TSSFPL.
- Further, IMPAL is a part of the promoter and promoter group of the Target Company and presently holds 10,98,655 equity shares of the Target Company, representing 4.57% of the paid-up equity share capital of the Target Company. TVSS holds 27,29,148 equity shares in IMPAL, which is a part of the promoter and promoter group of the Target Company, amounting to 21.87% of the paid-up share capital of IMPAL. On Second Appointed Date, TSSFPL, as the Acquirer, will acquire 29.69% shareholding in the Target Company directly and 4.57% in the Target Company indirectly, thereby attracting the provisions of Regulation 3(1) of the Takeover Regulations. However, the Composite Scheme and the transactions thereunder are exempt under Regulation 10(1)(d)(iii) of the Takeover Regulations.
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- The Composite Scheme does not directly involve the Target Company or IMPAL. The Composite Scheme was approved by the Hon’ble National Company Law Tribunal, Chennai bench, vide its order

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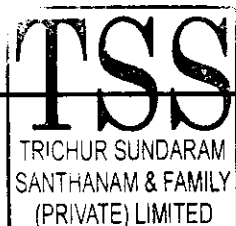
dated 06 December 2021 and the Composite Scheme was made effective on 06 January 2022 (“**Effective Date**”). The Composite Scheme is part of the family arrangement.

For and on behalf of Trichur Sundaram Santhanam & Family Private Limited



Authorised Signatory
Name: P. Viswanathan
Designation: Authorised Signatory

Date: 12 January 2022
Place: Chennai



Annexure A

Shareholding details		Prior to Effective Date		On Second Appointed Date	
		No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
(A)	Transferee:				
	TSSFPL ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾	Nil	Nil	71,43,656	29.69
	Sub Total (A)	Nil	Nil	71,43,656	29.69
(B)	Transferors:				
	TVSS ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾	71,43,656	29.69	Nil	Nil
	Sub Total (B)	71,43,656	29.69	Nil	Nil
©	Members of the promoter and promoter Group of the TC other than A and B above:				
	Sundaram Finance Holdings Limited	56,01,117	23.27	56,01,117	23.27
	India Motor Parts & Accessories Limited	10,98,655	4.57	10,98,655	4.57
	Sub Tot©(C)	66,99,772	27.84%	66,99,772	27.84%
Total (A + B + C)		1,38,43,428	57.53	1,38,43,428	57.53

Notes:

- Pursuant to 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 the Acquirer ("Composite Scheme"), on the Effective Date (which is also the first appointed date ("First Appointed Date")) *inter alia* SIPL and SRPL have amalgamated with TVSS and have been dissolved without the process of winding up.
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6. The Composite Scheme does not directly involve the Target Company or IMPAL. 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.

