

SUNDARAM FINANCE HOLDINGS LIMITED
Regd. Office 21, Patullos Road, Chennai - 600002, Tamil Nadu, India

January 22, 2018

The Manager - Listing
National Stock Exchange of India Limited
Capital Market - Listing
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra-Kurla Complex
Bandra (East), Mumbai - 400 051

Dear Sir/s,

Sub: Disclosure under Regulation 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ('SEBI Takeover Regulations')

Please find enclosed a disclosure under Regulation 10(6) disclosing the details of shares of Wheels India Limited transferred from Sundaram Finance Limited ('SFL' or 'Demerged Company'), pursuant to the Order No. CP/210-214/CAA/2017 dated 12.01.2018 (annexed) issued by the Hon'ble National Company Law Tribunal, Division Bench, Chennai, received by us on 18.01.2018.

The above acquisition of shares of Wheels India Limited by Sundaram Finance Holdings Limited ('SFHL') is not covered under Regulation 3 to Regulation 5 of the SEBI Takeover Regulations. However, we are making the above disclosure by way of abundant caution.

Thanking you,

Yours truly,
For Sundaram Finance Holdings Limited


T T Srinivasaraghavan
Managing Director

CC: The Corporate Relationship
Dept. of Corporate Services
Bombay Stock Exchange Limited
Floor 25, P J Towers
Dalal Street
Mumbai 400 001

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

1	Name of the Target Company (TC)	Wheels India Limited			
2	Name of the acquirer(s)	Sundaram Finance Holdings Limited (SFHL)			
3	Name of the stock exchange where shares of the TC are listed	National Stock Exchange of India Limited			
4	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	Pursuant to the NCLT Order No. CP/210-214/CAA/2017 received on 18.01.2018, shares of the Target Company transferred from Sundaram Finance Limited (Demerged Company) to Sundaram Finance Holdings Limited (Resulting Company)			
5	Relevant regulation under which the acquirer is exempted from making open offer.	10(1)(d)(iii)			
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 stock exchange.	Not applicable			
7	Details of acquisition	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 b. Date of acquisition c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC e. Price at which shares are proposed to be acquired / actually acquired	Not applicable		Not applicable	
8	Shareholding details	Pre-Transaction		Post-Transaction	
		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 - SFHL	-	-	13,33,741	11.08
	b. Each Seller / Transferor - SFL	13,33,741	11.08	-	-

For Sundaram Finance Holdings Limited



Place: Chennai
Date: 22.01.2018

T T Srinivasaraghavan
Managing Director

ANNEXURE-2

SUNDARAM FINANCE HOLDINGS LIMITED
Regd. Office 21, Patullos Road, Chennai – 600002, Tamil Nadu, India

SEC:026 :17-18/GN
January 22, 2018

The Manager - Listing
National Stock Exchange of India Limited
Capital Market – Listing
Exchange Plaza, 5th Floor
Plot No.C/1, G Block
Bandra-Kurla Complex
Bandra (East), Mumbai 400 051

The Secretary
Wheels India Limited
21, Patullos Road
Chennai 600 002

The Corporate Relationship
Department of Corporate Services
BSE Ltd.
Floor 25, P J Towers
Dalal Street
Mumbai 400 001

Dear Sir/s,

Sub: Disclosure under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Please find enclosed a disclosure under Regulation 29(1) disclosing the details of shares acquired in Wheels India Limited, from Sundaram Finance Limited (Demerged Company), pursuant to the Order No. CP/210-214/CAA/2017 (enclosed) issued by the Hon'ble National Company Law Tribunal, Division Bench, Chennai, received on 18.01.2018.

Thanking you,

Yours truly,
For Sundaram Finance Holdings Limited


Harsha Viji
Director

Encl: a/a

ANNEXURE-2A

Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
Part-A - Details of the Acquisition

Name of the Target Company (TC)	Wheels India Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer.	Sundaram Finance Holdings Limited Sri T T Srinivasaraghavan, person acting in concert		
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 Limited		
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	Nil	NA	NA
b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	Nil	NA	NA
c) Voting rights (VR) otherwise than by shares	Nil	NA	NA
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	Nil	NA	NA
e) Total (a+b+c+d)	Nil	NA	NA
Details of acquisition			
a) Shares carrying voting rights acquired	1333741	11.085	11.085
b) VRs acquired /sold otherwise than by equity shares	Nil	NA	NA
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	Nil	NA	NA
d) Shares in nature of encumbrance (pledge/lien/non-disposal undertaking/others)	Nil	NA	NA
e) Total (a+b+c+d)	1333741	11.085	11.085
After the acquisition/sale, holding of:			
a) Shares carrying voting rights	1333741	11.085	11.085
b) VRs otherwise than by shares	Nil	NA	NA
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) after acquisition	Nil	NA	NA
d) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/others)	Nil	NA	NA
e) Total (a+b+c+d)	1333741	11.085	11.085
Mode of acquisition / sale (e.g. open market / public issue / rights issue / preferential allotment / inter se transfer/encumbrance etc).	Off-Market - Pursuant to the NCLT Order No. CP/210-214/CAA/2017 received on 18.01.2018, shares of the Target Company transferred from Sundaram Finance Limited (Demerged Company) to Sundaram Finance Holdings Limited (Resulting Company)		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Not applicable		
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	18-01-2018		
Equity share capital/ total voting capital of the TC before the said acquisition (in numbers)	12032279		
Equity share capital/ total voting capital of the TC after the said acquisition (in numbers)	12032279		
Total diluted share/voting capital of the TC after the said acquisition	12032279		

For Sundaram Finance Holdings Limited



 Director / CEO

FORM B
SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015
[Regulation 7(1)(b) read with Regulation 6(2)- Disclosure on becoming a director/KMP/Promoter]

Name of the Company Wheels India Limited
 ISIN of the Company INE715A01015

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2):

Name, PAN, CIN/DIN & Address with Contact Nos	Category of Person (Promoters/ KMP/ Directors/ Immediate relative to/ Others etc)	Date of appointment of Director / KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding
			Type of Security (For eg. Shares, Warrants, Convertible Debentures etc.)	No.	
Sundaram Finance Holdings Limited CIN:U65100TN1993PLC025996 No.21 Patullos Road Chennai 600002 Ph:044-28521181	Promoter	18-01-2018	Shares	1333741	11.085

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest (OI) in derivatives of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2):

Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP		
Contract specifications	Number of units (contracts * lot size)	Notional Value in Rupee terms	Contract specifications	Number of Units (Contracts lot size)*	Notional Value in Rupee terms
Not Applicable					

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options.

Name & Signature: P Viswanthen
 Designation: Authorized Signatory
 Date: 24-01-2018
 Place: Chennai

For Sundaram Finance Holdings Limited

 Authorized Signatory



SUNDARAM FINANCE

Enduring values. New age thinking.

SEC:286(1):17-18/NR
January 22, 2018

The Manager - Listing
National Stock Exchange of India Limited
Capital Market - Listing
Exchange Plaza, 5th Floor
Plot No.C/1, G Block
Bandra-Kurla Complex
Bandra (East), Mumbai 400 051

The Secretary
Wheels India Limited
21, Patullos Road
Chennai 600 002

The Corporate Relationship
Department of Corporate Services
BSE Ltd.
Floor 25, P J Towers
Dalal Street
Mumbai 400 001

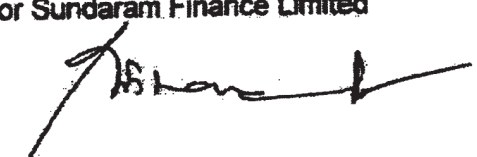
Dear Sir/s,

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

Please find enclosed a disclosure under Regulation 29(2) disclosing the details of shares disposed in Wheels India Limited, to Sundaram Finance Holdings Limited (Resulting Company), pursuant to the Order No. CP/210-214/CAA/2017 (enclosed) issued by the Hon'ble National Company Law Tribunal, Division Bench, Chennai, received on 18.01.2018.

Thanking you,

Yours truly,
For Sundaram Finance Limited


P Viswanathan
Secretary & Compliance Officer

Encl: a/a

ANNEXURE-AA

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

Name of the Target Company (TC)	Wheels India Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Sundaram Finance Limited Sri T T Srinivasaraghavan, person acting in concert		
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 Limited		
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/ sale under consideration, holding of :			
a) Shares carrying voting rights	1333741	11.085	11.085
b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	Nil	NA	NA
c) Voting rights (VR) otherwise than by shares	Nil	NA	NA
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	NA	NA
e) Total (a+b+c+d)	1333741	11.085	11.085
Details of acquisition/sale			
a) Shares carrying voting rights acquired/sold	1333741	11.085	11.085
b) VRs acquired /sold otherwise than by shares	Nil	NA	NA
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	Nil	NA	NA
d) Shares encumbered / invoked/released by the acquirer	Nil	NA	NA
e) Total (a+b+c+d)	1333741	11.085	11.085
After the acquisition/sale, holding of:			
a) Shares carrying voting rights	Nil	NA	NA
b) Shares encumbered with the acquirer	Nil	NA	NA
c) VRs otherwise than by shares	Nil	NA	NA
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	Nil	NA	NA
e) Total (a+b+c+d)	Nil	NA	NA
Mode of acquisition/ sale (e.g. open market / off-market /public issue / rights issue / preferential allotment / inter-se transfer etc).	Off-Market - Pursuant to the NCLT Order No. CP/210/214/CAA/2017 received on 18.01.2018, shares of the Target Company transferred from Sundaram Finance Limited (Demerged Company) to Sundaram Finance Holdings Limited (Resulting Company)		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	18.01.2018		
Equity share capital / total voting capital of the TC before the said acquisition / sale (in numbers)	12032279		
Equity share capital/ total voting capital of the TC after the said acquisition / sale (in numbers)	12032279		
Total diluted share/voting capital of the TC after the said acquisition (in numbers)	12032279		

For Sundaram Finance Limited

[Signature]
P. Viswanathan
Secretary & Compliance Officer

Place: Chennai
Date: 22.01.2018



Details of change in holding of securities held by Promoter, Key Managerial Personnel (KMP), Director of a listed company and other such persons as mentioned in Regulation 83:

Sl. No./Particulars with Contact Nos	Category of Person (Promoters/ KMP/ Directors/ Immediate Relative to/ Others etc)	Securities held prior to acquisition/disposal		Securities acquired/ Disposed				Securities held post acquisition/disposal		Date of acquisition of shares/ sale of shares specify		Date of Intimation to Company	Mode of acquisition/disposal (on private/public rights/preferential offer/off market/inter-se transfer, ESOPs etc.)
		Type of Security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No. and % of Shares, shareholding	Type of Security (For Eg. - Shares, Warrants, Convertible Debentures etc.)	Nd.	Value	Transaction Type (Buy/Sell/Pledge /Revolve/ Invoce)	Type of Security (For Eg. - Shares, Warrants, Convertible Debentures etc.)	No. and% of Shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14
Finance Limited													
A	Promoter	Equity Shares	1333741 1.1685	Equity Shares	1333741	Demerger	Demerger	Equity Shares	0	18.01.2018	18.01.2018	22.01.2018	Demerger (off marked)
1105 Road, X002													

“itself” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

ing in derivatives of the Company by promoter, Employee or Director of a listed Company and other such persons as mentioned in Regulation 6(2)

Contract Specifications	Trading in derivatives (Specify type of contract, Futures of Options etc)		Buy		Sell		Number of units (Contracts & lot size)	Exchange on which the trades were executed
	Nominal Value	Number of Units (Contracts * lot size)	Nominal Value					
15	16	17	18	19	20	21		

of Options, notional value shall be calculated based on premium plus strike price of options.

for SUNDARAM FINANCE LIMITED

Principles

Jan 2018

P. VISWANATHAN

Secretary & Compliance Officer

22 January 2018

ANNEXURE-6

Telephone Nos. :
Regd. Office : (044) 28522745
Factory : (044) 26234300
(044) 26258511



Telefax : 044 - 26257121
Web : www.wheelsindia.com

WHEELS INDIA LIMITED

Corporate Identity Number : L35921TN1960PLC004175

Registered Office :
21, Patullos Road, Chennai - 600 002.

Factory :
Padi, Chennai - 600 050.

23.1.2018

The Manager,
Listing Department,
National Stock Exchange of India Limited,
"Exchange Plaza", C-1, Block G,
Bandra-Kurla Complex,
Bandra (E), Mumbai - 400 051.

Dear Sir/Madam,

Sub: Disclosures under Regulation 7(2) read with Regulation 6(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015

Furtherance to above captioned subject, please find enclosed herewith the disclosure received from M/s. Sundaram Finance Limited on 22nd January, 2018.

Kindly take the same on your records.

Thanking you,
Yours faithfully

For WHEELS INDIA LIMITED

K.V. Lakshmi
K.V. Lakshmi
Company Secretary

CC: Bombay Stock Exchange Limited
Floor 25, P J Towers, Dalal Street
Mumbai - 400 001