

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



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

WHEELS INDIA LIMITED

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

Factory :
Padi, Chennai - 600 050.

March 27, 2014

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

Dear Sir,

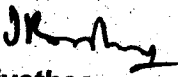
**Sub: Declaration in terms of Regulation SEBI (Prohibition of Insider Trading)
Regulations, 1992**

In terms of Regulation 13(6) of SEBI (Prohibition of Insider Trading) Regulations, 1992, we are forwarding the declaration submitted by Southern Roadways Limited.

Kindly acknowledge.

Thanking you,

For Wheels India Limited


J S Srivathsan
President (Finance) & Secretary

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

PLEASE ADDRESS ALL COMMUNICATIONS TO THE FACTORY



SOUTHERN ROADWAYS LIMITED

Phone : 2381281, 2381282
2381285

(Registered Office : LAKSHMI BUILDING, USILAMPATTI ROAD)
POST BOX No. 3, KOCHADAI, MADURAI - 625 016.

GRAMS : 'TEEVEEYES'
FAX : 0452 - 2381853

March 26, 2014

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

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

Wheels India Limited
21, Patullos Road,
Chennai 600002

Dear Sir,

RE: Wheels India Limited - Rights Issue to public shareholders to comply with minimum public shareholding - Declaration in terms of Regulation 13(4A) of SEBI (Prohibition of Insider Trading) Regulations, 1992

In terms of Regulation 13(4A) of SEBI (Prohibition of Insider Trading) Regulations, 1992, we send herewith a declaration in respect of the change in the percentage of shareholding (11.31% to 9.28%) consequent upon reduction in the percentage of equity shareholdings of the promoters consequent upon allotment of 21,62,835 shares to public shareholders by way of rights issue by Wheels India Limited, the Target Company which issue was not subscribed to by the Promoters and the members of the Promoters Group.

Kindly acknowledge receipt.

Thanking you,

For Southern Roadways Limited

Name: K. Ramesh
Designation: Chairman and Managing Director



SOUTHERN ROADWAYS LIMITED

Phone : 2381261, 2381282
2381285

(Registered Office : LAKSHMI BUILDING, USILAMPATTI ROAD)

POST BOX No. 3, KOCHADAI, MADURAI - 625 016.

GRAMS : "TEEVEEYES"

FAX : 0452 - 2381863

FORM D

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992

Regulation 13(4) and 13(4A) - Details of change in shareholding or voting rights held by
Director or Officer or Promoter or Person who is part of Promoter Group
of a Listed Company (Wheels India Limited)

PARTICULARS	DETAILS
Name, PAN & address of Promoter / Person who is part of Promoter Group / Director / Officer	SOUTHERN ROADWAYS LIMITED AACCS1478B LAKSHMI BUILDING, USILAMPATTI ROAD, KOCHADAI, MADURAI - 625016
No. and % of shares/ voting rights held by the Promoter / Person who is part of Promoter Group / Director / Officer	11,16,314 Equity Shares (11.31% - on the paid up capital of Wheels India Limited prior to the rights issue)
Date of receipt of allotment advice/ acquisition of / sale of shares/ voting rights	Letter dated March 25, 2014 of Wheels India Limited received by us on 25.3.2014
Date of intimation to Company	March 25, 2014
Mode of acquisition — (market — purchase/ public/rights/preferential offer etc.) / sale	Though no shares were disposed off by the Promoters, there is a reduction in the percentage of equity shareholding of the Promoters and the members of the promoters group consequent upon the allotment of 21,62,835 shares to public shareholders by way of rights issue by the TC and the Promoters/Promoters Group foregoing their rights entitlement for the purpose of increasing the 'public shareholding' to 25%.
No & % of shares / voting rights post acquisition/ sale*	11,16,314 Equity Shares (9.28% on the paid up capital of Wheels India Limited post rights issue)
Trading member through whom the trade was executed with SEBI and the Registration No. of the TM	Not Applicable
Exchange on which trade was executed	Not Applicable
Buy quantity	Not Applicable
Buy value	Not Applicable
Sell quantity	Not Applicable
Sell Value	Not Applicable

For Southern Roadways Limited

Name: K. Ramesh

Designation: Chairman and Managing Director

Place: Madurai

Date: 26.3.2014