

July 14, 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 3 Walchand Terraces Tardeo Road, Mumbai, Maharashtra, 400034
---	--	---

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	15,17,080	3.99%	3.99%
b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/ others)	1,90,35,123	50.00%	50.00%
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)	2,05,52,203	53.99%	53.99%
Details of acquisition/ Sale			
a) Shares carrying voting rights acquired / sold	3,86,410 (19,03,490)	1.01% (5.00%)	1.01% (5.00%)
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	(3,86,410)	(1.01%)	(1.01%)
Total (a+b+c+d)	(19,03,490)	(5.00%)	(5.00%)

Registered office:

The IL&FS Financial Centre,
Plot C- 22, G Block, 7th Floor
Bandra Kurla Complex, Bandra (East),
Mumbai 400051

Tel +91 22 2659 3535
Fax: +912226533297
Email: mumbai@vistra.com
www.vistraitcl.com

Vistra ITCL (India) Limited

Corporate Identity Number (CIN):U66020MH1995PLC095507

After the acquisition/ sale holding of:			
a) Shares carrying voting rights	1,86,48,713	48.99%	48.99%
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	-----	-----	-----
Total (a+b+c+d)	1,86,48,713	48.99%	48.99%
Mode of acquisition/ sale (e.g. open market /off market/ public issue / rights issue / preferential allotment / inter-se transfer, etc.)	Invocation of Pledged equity shares and Sale of Invoked equity shares		
Date of acquisition / sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable	Invocation date: July 09, 2021 Sale dates: July 06, 2021, July 07, 2021, July 8, 2021, July 9, 2021 and July 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 March 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 March 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:

Acting on the instructions of KKR India Financial Services Limited and KKR India Debt Opportunities Fund II:

- 3,86,410 Equity shares of the Target Company were invoked on the above-mentioned date. These Equity shares of the Target Company were pledged with Vistra in its capacity as Debenture Trustee in respect of the NCDs issued by the Walchandnagar Industries Limited and in its capacity as Security Trustee in respect of the term loan facility availed by Walchandnagar Industries Limited.
- 19,03,410 Equity shares of the Target Company have been sold on the abovementioned dates. These Equity shares of the Target Company were pledged in favour of Vistra, and subsequently invoked by Vistra, in its capacity as Debenture Trustee in respect of the NCDs issued by Walchandnagar Industries Limited and in its capacity as Security Trustee in respect of the term loan facility availed by Walchandnagar Industries 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,
Plot C- 22, G Block, 7th Floor
Bandra Kurla Complex, Bandra (East),
Mumbai 400051

Tel +91 22 2659 3535
Fax: +912226533297
Email: mumbai@vistra.com
www.vistraitcl.com

Vistra ITCL (India) Limited

Corporate Identity Number (CIN):U66020MH1995PLC095507