

BEFORE THE SECURITIES AND EXCHANGE BOARD OF INDIA**CONSENT ORDER**

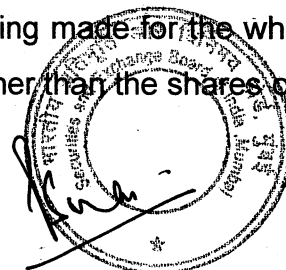
On the Application No. 2699 of 2013

submitted by

TITAN INTERNATIONAL INC.

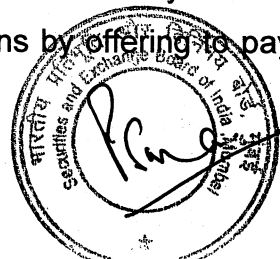
PAN: AADCT6525B

1. Titan International Inc. (hereinafter referred to as 'the applicant') is a public listed company registered in Illinois, United States of America with registered number 53035388 and with its registered office at 2701 Spruce Street, Quincy, Illinois-62301. The applicant, had filed an application, vide letter dated February 04, 2013 in terms of the SEBI Circular No. EFD/ED/Cir-1/2007 dated April 20, 2007 and the amendment to the said circular dated May 25, 2012, proposing to settle, through a consent order, any anticipated proceedings for the delay in compliance of the provisions of Regulation 13 (2) (e) of the Securities and Exchange Board of India (Substantial acquisition of Shares and Takeovers) Regulations, 2011 (hereinafter referred to as 'the Takeover Regulations').
2. In the application it was submitted that the entity, through its wholly owned subsidiary, Titan Europe Plc. held 35,44,470 shares amounting to 35.9% of the equity capital of Wheels India Ltd. (the target company). It was stated that, since Titan Europe had acquired this stake on July 23, 1999 in Wheels India Ltd. from an existing promoter of Wheels India Ltd., Titan Europe was also categorized as a 'promoter' of Wheels India Ltd. and that, post the aforementioned acquisition, Titan Europe was listed on the United Kingdom Alternative Investment Market in April 2004 due to which the shareholding of the applicant in Titan Europe was diluted.
3. The applicant has submitted that on July 17, 2012, Titan Europe announced that it was in talks with the applicant regarding an offer being made for the whole of the issued and to be issued capital of Titan Europe (other than the shares owned



by Titan Luxembourg S.a.r.l., a wholly owned subsidiary of the applicant) and that on July 26, 2012, it was also confirmed by the applicant that it had also announced that it was in such discussions, which could lead to an all-share offer being made for Titan Europe, on such terms that would entitle Titan Europe shareholders to receive one new common share of the applicant for every 11 shares of Titan Europe Plc.

4. According to the applicant, on August 10, 2012 an announcement was made, that an agreement had been reached regarding the terms of a proposed share offer for the entire issued and to be issued share capital of Titan Europe, other than the shares owned by Titan Luxembourg S.a.r.l. (hereinafter referred to as 'overseas offer'). On September 14, 2012, the said overseas offer was made.
5. The applicant submitted that as a result of this overseas offer, the applicant indirectly triggered Regulation 13 (2) (e) of the Takeover Regulations with respect to its holding in the target company; Wheels India Ltd., and that, by virtue of the same, the applicant was obliged to make a public announcement of an open offer within 4 working days from the earlier of: a) the date on which the primary acquisition was contracted or b) the date on which the intention or decision to make the preliminary acquisition was announced in the public domain. The applicant admitted that in the present case, the public announcement of an open offer had to be made on or before August 17, 2012 but that it was made by the applicant only on December 13, 2012
6. The applicant has submitted that the price offered to the public shareholders of Wheels India Ltd. for tendering their shares pursuant to the open offer made on December 13, 2013 had factored in the interest component, payable on the offer price for the period of delay and hence the interest of the shareholders had been adequately protected.
7. The representatives of the applicant had a meeting with the Internal Committee of SEBI where the terms of settlement was deliberated upon. Thereafter, the applicant vide its letter dated April 10, 2013 proposed the revised consent terms to settle any anticipated proceedings for the aforesaid delayed compliance of Regulation 13 (2) (e) of the Takeover Regulations by offering to pay a sum of



Rs. 19,31,340/- (Rupees Nineteen Lakhs Thirty One Thousand Three Hundred and Forty only) towards settlement charges .

8. The High Powered Advisory Committee (HPAC), considered the facts and circumstances of the case and the consent terms proposed by the applicant and recommended the case for settlement upon payment of Rs. 19,31,340/- (Rupees Nineteen Lakhs Thirty One Thousand Three Hundred and Forty only) towards settlement charges. The Panel of Whole Time Members of SEBI had accepted the said recommendations of the HPAC and the same was communicated to the applicant vide letter dated August 02, 2013.
9. Accordingly, the applicant has, vide demand draft no. 717190 dated August 14, 2013 drawn on The Hongkong and Shanghai Banking Corporation Ltd. and payable at Mumbai, remitted a sum of Rs. 19,31,340/- (Rupees Nineteen Lakhs Thirty One Thousand Three Hundred and Forty only) towards the settlement charges.
10. In view of the above, any anticipated proceedings for the the delayed compliance of the provisions of Regulation 13(2)(e) of the Takeover Regulations, as enumerated above, is settled according to the consent terms and SEBI shall not initiate any enforcement action against the applicant for the said default.
11. This order is without prejudice to the right of SEBI to initiate enforcement actions against the applicant for the abovementioned delay in compliance, if:
 - a. any representation made by the applicant in this consent proceeding is subsequently discovered to be untrue; or
 - b. the applicant breaches any of the consent terms or undertakings filed in this consent proceeding.
12. This consent order is passed on this the 12th day of Sep, 2013 and shall come into force with immediate effect.


RAJEEV KUMAR AGARWAL
WHOLE TIME MEMBER



PRASHANT SARAN
WHOLE TIME MEMBER