

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.

May 27, 2022

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

To
BSE Limited,
The Corporate Relationship Department
1st Floor New Trading Wing, Rotunda Building,
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai - 400 001

Symbol: WHEELS

Scrip code: 590073

Dear Sir / Madam,

Subject: Annual Secretarial Compliance Report for the financial year ended March 31, 2022

Pursuant to regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed the '**Annual Secretarial Compliance Report**' of the Company for the year ended March 31, 2022 issued by M/s. S Dhanapal & Associates, Practicing Company Secretaries, Chennai.

Kindly take the above on record.

Thanking you.

Yours faithfully,

For **Wheels India Limited**

K.V. Lakshmi

K V Lakshmi
Company Secretary & Compliance Officer



Encl.: a/a

PLEASE ADDRESS ALL COMMUNICATIONS TO THE FACTORY

Suite No. 105, First Floor, Kaveri Complex
No. 96/104, Nungambakkam High Road
(Next to NABARD & ICICI Bank)
Nungambakkam, Chennai - 600 034
Phone No. 044 - 4553 0256
4553 0257 / 4265 2127
E-mail: csdhanapal@gmail.com
secretarial@csdhanapal.com
website: www.csdhanapal.com

S Dhanapal & Associates Practising Company Secretaries

Partners

S. Dhanapal, B.Com., B.A.B.L., F.C.S
N. Ramanathan, B.Com., F.C.S
Smita Chirimar, M.Com., F.C.S, DCG(ICSI)

SECRETARIAL COMPLIANCE REPORT OF WHEELS INDIA LIMITED FOR THE YEAR ENDED 31.03.2022

We, S Dhanapal & Associates, a Firm of Practicing Company Secretaries, Chennai, have examined:

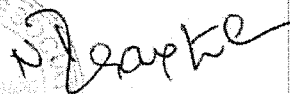

- all the documents and records made available to us and explanation provided by M/s. **WHEELS INDIA LIMITED** ("the listed entity").
- the filings/ submissions made by the listed entity to the stock exchanges, namely BSE Limited (BSE) and National Stock Exchange of India Ltd. (NSE) and as provided to us / available for public viewing on websites of these exchanges.
- website of the listed entity namely www.wheelsindia.com.
- filing / documents such as email communications as relevant, which have been relied upon to make this certification.

for the year ended 31.03.2022 ("Review Period") in respect of compliance with the provisions of :

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – Not Applicable;

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S Dhanapal & Associates
Practising Company Secretaries

- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – Not Applicable;
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as replaced by Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 – Not Applicable;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 replaced by Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 – Not Applicable;
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013 replaced by Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021– Not Applicable;
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

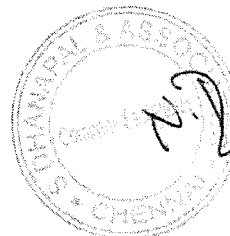
and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practising Company Secretary
1.	Reg. 21 of SEBI (LODR) Regulations, 2015 (3C) The meetings of the risk management committee shall be conducted in such a manner that on a continuous basis not more than one hundred and eighty days shall elapse between any two consecutive meetings.	First meeting held on 21.09.2021 and second meeting held on 26.03.2022	As stated herein

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.



Continuation Sheet

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Practising Company Secretaries

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practising Company Secretary, if any.
---NIL---				

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

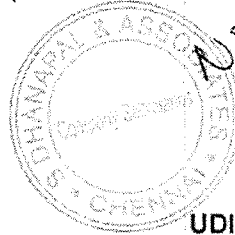
Sr. No.	Observations of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2019, 31.03.2020 & 31.03.2021	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
---NIL---				


Date: 20.05.2022

Place: Chennai

For M/s. S DHANAPAL & ASSOCIATES

(A Firm of Practising Company Secretaries)




N. RAMANATHAN
(Partner)
FCS 6665
CP No. 11084
UDIN: F006665D000354641