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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.

June 27, 2023

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: Notice of 64th AGM & Annual Report for FY 2022-23 – Regulation 34 of SEBI LODR

The **64th Annual General Meeting** ('64th AGM') of the Company will be held on Wednesday, **July 19, 2023** at **10:15 A.M.** (IST) through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM').

Further, in terms of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR'), we enclose herewith a copy of the Notice of the 64th AGM together with the Annual Report for the FY 2022-23 which are being sent to the shareholders of the Company, today (i.e. June 27, 2023) through electronic mode and the same available on the website of the Company at www.wheelsindia.com.

Further, in connection with the AGM and declaration of final dividend on equity shares, we wish to inform you the following:

The Register of Members and Share Transfer Books of the Company will remain closed during	Thursday, July 13, 2023 to Wednesday, July 19, 2023 (both days inclusive)
The cut-off date for reckoning the eligibility of the members for e-voting and dividend	Wednesday, July 12, 2023
Date of commencement of e-voting	Sunday, July 16, 2023 at 9:00 A.M.(IST)
Date of conclusion of e-voting	Tuesday, July 18, 2023 at 5:00 P.M. (IST)

Kindly take the above on record and disseminate the same on your website.

Thanking you.

Yours faithfully,

For **Wheels India Limited**

K V Lakshmi
Company Secretary & Compliance Officer

Encl.: a/a

CC:

1. M/s. National Securities Depository Limited, Trade World, A wing, 4th floor, Kamala Mills Compound, Lower Parel, Mumbai - 400 013
2. M/s. Central Depository Services (India) Limited, Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, Mumbai - 400 013
3. M/s. Cameo Corporate Services Limited, "Subramanian Building", No. 1, Club House Road, Chennai – 600 002

PLEASE ADDRESS ALL COMMUNICATIONS TO THE FACTORY

WHEELS INDIA LIMITED



64th ANNUAL REPORT 2022-2023



WHEELS INDIA LIMITED

Registered Office: No.21, Patullos Road, Chennai - 600 002

Website Address : www.wheelsindia.com

CIN : L35921TN1960PLC004175

64TH ANNUAL REPORT

PLANT LOCATIONS

- M.T.H ROAD, PADI, CHENNAI – 600 050
- NO.22 KM RAMPUR TANDA ROAD, POST - TANDA BADLI, DISTRICT - RAMPUR, UTTAR PRADESH – 244 925
- PLOT NO. C-1, MIDC, RANJANGAON GANPATI, KAREGAON VILLAGE, SHIRUR TALUK, PUNE DISTRICT, MAHARASHTRA – 412 220
- SINGAPERUMAL KOIL ROAD, PONDUR VILLAGE, SRIPERUMBUDUR, KANCHEEPURAM DIST. – 602 105
- PLOT NO-56, SECTOR-11, I.I.E., PANTNAGAR, RUDRAPUR, UDHAM SINGH NAGAR, UTTARAKHAND – 263 153
- SURVEY NO. 13/2 & 13/3, ARAKONAM ROAD, NAMACHIVAYAPURAM, THODUKADU VILLAGE & POST, TIRUVALLUR TALUK, TAMIL NADU – 602 105
- SURVEY NO. 281, PLOT NO. K-18/2, SIPCOT INDUSTRIAL PARK, PHASE - 2, MAMBAKKAM VILLAGE, SRIPERUMBUDUR, TAMIL NADU – 602 105
- SURVEY NO. 147/2B & 147/3, GST ROAD, PUKKATHURAI VILLAGE, MADURANTHAGAM TALUK, KANCHEEPURAM DISTRICT, TAMIL NADU - 603 308
- A-6/2, PART C2, C3, C5 & C6, SIPCOT INDUSTRIAL PARK, THERVOYKANDIGAI, GUMMIDIPOONDI TALUK, THIRUVALLUR - 601 202
- NO.102, SUMANTHERABEDU VILLAGE, IRUNGATTUKOTAI, TAMIL NADU - 602 117
- PLOT NO. A4/1A PT1, A4/1B, SIPCOT INDUSTRIAL PARK, THERVOYKANDIGAI, GUMMIDIPOONDI TALUK, THIRUVALLUR - 601 202

BANKERS

- STATE BANK OF INDIA
- STANDARD CHARTERED BANK
- HDFC BANK LIMITED
- PUNJAB NATIONAL BANK
- AXIS BANK LIMITED
- KOTAK MAHINDRA BANK
- THE FEDERAL BANK LIMITED

STATUTORY AUDITOR

- M/s. BRAHMAYYA & CO.,
CHARTERED ACCOUNTANTS, CHENNAI

STOCK EXCHANGE LISTING

- NATIONAL STOCK EXCHANGE OF INDIA LIMITED
MUMBAI

BOARD OF DIRECTORS

S RAM	Chairman
S VIJI	
SRIVATS RAM	Managing Director
S PRASAD	
AROON RAMAN	
R RAGHUTTAMA RAO	
SUMITHRA GOMATAM	
RISHIKESHA T KRISHNAN	

AUDIT COMMITTEE

S PRASAD	Chairman
S VIJI	
AROON RAMAN	
R RAGHUTTAMA RAO	

STAKEHOLDERS RELATIONSHIP COMMITTEE

S VIJI	Chairman
S RAM	
S PRASAD	

NOMINATION & REMUNERATION COMMITTEE

AROON RAMAN	Chairman
S PRASAD	
R RAGHUTTAMA RAO	

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

SRIVATS RAM	Chairman
S VIJI	
S PRASAD	
AROON RAMAN	

RISK MANAGEMENT COMMITTEE

R RAGHUTTAMA RAO	Chairman
SRIVATS RAM	
S PRASAD	
SUMITHRA GOMATAM	
SHRIRAM VIJAYARAGHAVAN	

CHIEF FINANCIAL OFFICER

R RAGHUNATHAN	(Upto May 24, 2022)
P RAMESH	(From November 01, 2022)

COMPANY SECRETARY

K V LAKSHMI

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Financial Summary - Last Ten Years

Rs. in Crores

Particulars	31.03.23	31.03.22	31.03.21	31.03.20	31.03.19	31.03.18	31.03.17*	31.03.16	31.03.15	31.03.14
Operating Results										
Total Revenue	4355.56	3701.07	2,215.94	2,438.72	3,188.84	2,469.51	2,176.06	1,989.10	1,982.54	1,825.16
Earnings before Interest Depreciation and Tax	243.84	264.63	143.03	176.33	240.63	200.55	188.91	174.36	152.75	149.55
Depreciation	66.22	95.02	80.63	70.20	70.21	67.05	63.92	60.45	54.14	55.34
Earnings before Finance costs and Tax	177.62	169.61	62.40	106.13	170.42	133.50	124.99	113.91	98.61	94.21
Finance costs	92.10	63.10	52.68	61.53	62.00	44.54	48.16	57.58	59.07	55.35
Profit before tax before exceptional item	85.52	106.51	9.72	44.60	108.42	88.96	76.83	56.33	39.54	38.86
Exceptional Item	-	-	-	-	-	12.49	-	-	-	-
Profit before tax	85.52	106.51	9.72	44.60	108.42	101.45	76.83	56.33	39.54	38.86
Financial Position										
Equity Share capital	24.06	24.06	24.06	24.06	24.06	12.03	12.03	12.03	12.03	12.03
Reserves and Surplus	689.48	651.05	575.26	573.41	544.55	503.32	449.69	396.13	369.03	351.55
Shareholders' equity	713.54	675.11	599.32	597.47	568.61	515.35	461.72	408.16	381.06	363.58
Borrowings	721.55	811.06	609.18	574.80	452.88	358.57	369.07	386.13	389.23	331.66
Gross block (includes Capital Work-in-Progress)	1895.36	1748.61	1645.99	1526.36	1320.35	1144.67	1186.12	1123.22	1054.67	989.07
Net block (includes Capital Work-in-Progress)	942.48	857.67	825.24	781.57	642.12	527.11	548.27	535.15	522.04	512.89
Dividend - Amount	16.77	19.97	2.41	13.60	19.25	18.05	15.64	10.83	9.03	9.01
Per equity Share (Rs.)										
Dividend Per Share**	6.97	8.30	1.00	5.65	8.00	15.00	13.00	9.00	7.50	8.20
Book Value Per Share**	296.51	280.54	249.05	248.28	236.29	428.31	383.73	339.22	316.70	302.17
Earnings Per Share**	27.08	33.16	2.80	22.49	31.45	29.82	48.51	33.23	24.72	27.06

* As per new Accounting Standards (Ind AS) applicable from the year ended 31.03.2017

** Company issued 1:1 Bonus shares on 13.08.2018

Notice to the Shareholders

NOTICE is hereby given that the **Sixty Fourth Annual General Meeting** of the shareholders of the Company (64th AGM) will be held on **Wednesday, the July 19, 2023 at 10:15 A.M.** (IST) through Video Conferencing (“VC”/Other Audio-Visual Means (“OAVM”)), to transact the following business:

ORDINARY BUSINESS:

1. **To adopt the Audited Financial Statement for the financial year ended March 31, 2023 along with the Report of the Board of Directors and Auditor’s thereon**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Financial Statements, including the Consolidated Financial Statements, of the Company for the financial year ended March 31, 2023 along with the Report of the Board of Directors and Auditors’ reports thereon, be and are hereby approved and adopted.”

2. **To declare final dividend and confirm interim dividend for the financial year 2022-23**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** an Interim Dividend of Rs.3.00 (30%) per equity share having a face value of Rs.10/- each, fully paid on the paid-up capital of the Company amounting to Rs.7,21,93,674.00, be and is hereby confirmed.

RESOLVED FURTHER THAT a final dividend of Rs.3.97 per share (39.70%) on the paid-up capital consisting of 2,40,64,558 equity shares, absorbing a sum of Rs. 9,55,36,295.26 as recommended by the Board, be approved and the same is hereby declared payable for the year ended March 31, 2023 as Final Dividend.”

3. **To appoint Mr. S Viji (DIN: 00139043), Director retiring by rotation, being eligible for re-election**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** Mr. S Viji (DIN: 00139043), a Director retiring by rotation, being eligible for re-election, be and is hereby re-elected as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

4. **To ratify the remuneration payable to Cost Auditor of the Company for the financial year ending March 31, 2024**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), a remuneration of Rs. 7,50,000/- (Rupees Seven lakhs Fifty Thousand only) per annum (excluding applicable taxes and reimbursement of out-of-pocket expenses) payable to M/s. Geeyes & Co., Cost and Management Accountants (Firm Registration Number 00044), Cost Auditor, appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2024, be and is hereby ratified.

RESOLVED FURTHER THAT Mr. Srivats Ram, Managing Director, Mr. P Ramesh, Chief Financial Officer and Ms. K V Lakshmi,



Company Secretary be and are hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to the aforesaid resolution.”

5. **To approve the payment of commission to Non-Executive Independent Directors for a period of five years**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 197 and any other applicable provisions of the Companies Act, 2013 (the ‘Act’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17(6)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI LODR’), as amended from time to time, consent of the members be and is hereby accorded for payment of commission to Non-Executive Independent Directors for a period of five years commencing from the financial year ended March 31, 2023 till March 31, 2028.

RESOLVED FURTHER THAT the Board of Directors be authorized to decide on the quantum of commission payable to the Non-Executive Independent Directors within the overall maximum limit of one percent of net profits of the Company per annum for that financial year computed in accordance with the relevant provisions of Section 198 of the Act or such other percentage as may be specified by the Act from time to time in this regard.

RESOLVED FURTHER THAT the above remuneration shall be in addition to sitting fee

payable to the Director(s) for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings.

RESOLVED FURTHER THAT Mr. Srivats Ram, Managing Director, Mr. P Ramesh, Chief Financial Officer and Ms. K V Lakshmi, Company Secretary be and are hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to the aforesaid resolution.”

6. **To approve the re-appointment of Mr. Srivats Ram (DIN:00063415) as Managing Director of the Company for a period of five years**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), the rules made thereunder read with Schedule - V to the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company, the recommendations and / or approvals of the Nomination & Remuneration Committee and the Board of Directors of the Company, the members hereby accord their consent to re-appoint Mr. Srivats Ram as Managing Director of the Company for a period of five years with effect from May 01, 2023 including the terms of remuneration payable to him, as set out hereunder:

Salary	Rs.13,20,000/- (Rupees Thirteen Lakhs twenty thousand only) per month in the scale of Rs.10,00,000/- to Rs.25,00,000/-. Annual increase will be effective 1 st April every year and the quantum of increase will be decided by the Board of Directors, based on the recommendations of the Nomination and Remuneration Committee
Commission	Not exceeding 2% of the Net Profits of the company for each financial year or part thereof, computed in the manner laid down in the Companies Act, 2013 ('Act'). The quantum may be decided by the Board of Directors, based on the recommendations of the Nomination and Remuneration Committee.
Perquisites	<ol style="list-style-type: none"> 1. Housing, Utilities and Furnishings: <ol style="list-style-type: none"> i) Provision of unfurnished residential accommodation, owned or leased by the Company, expenditure on which will be limited to 60% of the salary, or house rent allowance not exceeding 60% of salary. ii) the expenditure incurred by the Company on gas, electricity and water will be evaluated as per Income-tax Rules, 1962. iii) perquisites in the form of furniture, furnishings and other utilities in accordance with the rules of the Company, the value of which will be evaluated as per Income-tax Rules, 1962; 2. Medical reimbursement: Expenses incurred for self and family including premium payable for medical insurance in accordance with the rules of the Company. Explanation: "Family" means the spouse, children and parents of the Managing Director. 3. Personal Accident Insurance in accordance with the rules of the Company. 4. Leave Travel Allowance for self and family once in a year in accordance with the rules of the Company. 5. Payment of company's contributions to Provident Fund / Pension Fund / Superannuation Fund / Gratuity Fund and encashment of leave (at the end of the tenure) shall not be included in the computation of remuneration or ceiling on the perquisites. 6. Fees for clubs, subject to a maximum of two clubs excluding admission and life membership fee. 7. Provision of chauffeur driven Company car. (Provision of chauffeur driven company car for official purposes shall not be included in the computation of perquisites for the purpose of calculation of the said ceiling on perquisites.) 8. Provision of telephone(s) including mobile phones at the expense of the company. 9. Such other allowances, perquisites, benefits and amenities as may be provided by the company to other senior managerial personnel from time to time. <p>For the purpose of calculating the ceiling, perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in the absence of any such rule, the same shall be evaluated at actual cost.</p> <p>The annual value of which will be limited to a ceiling of 100% of the annual salary.</p>



Minimum Remuneration	In the event of any loss or inadequacy of profits in not more than three financial year during such tenure, the Board of Directors, based on the recommendations of the Nomination and Remuneration Committee shall approve the remuneration payable to the Managing Director, during such financial year(s), in such manner as agreed to between the Board of Directors / Nomination and Remuneration Committee of the Board and the Managing Director however not exceeding the maximum limits specified in this behalf under Schedule V to the Act and Regulation 17 of the Listing Regulations.
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RESOLVED FURTHER THAT Mr. S Ram, Chairman, Mr. P Ramesh, Chief Financial Officer and Ms. K V Lakshmi, Company Secretary be and are hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to the aforesaid resolution.”

7. To approve the re-appointment of Mr. R Raghuttama Rao (DIN:0014623) as an Independent Director of the Company for a second term of five years

To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule-IV to the Act and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. R Raghuttama Rao (DIN:0014623), Independent Director, whose first term of office as Independent Director of the Company is coming to a close on November 12, 2023, be and is hereby re-appointed as Independent

Director of the Company, not liable to retire by rotation for a further term of five consecutive years.

RESOLVED FURTHER THAT Mr. Srivats Ram, Managing Director, Mr. P Ramesh, Chief Financial Officer and Ms. K V Lakshmi, Company Secretary be and are hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to the aforesaid resolution.”

8. To approve under Regulation 17(6)(ca) of the SEBI LODR, the commission payable to Mr. S Ram, Chairman (Non-Executive Director) exceeding fifty percent of the total annual remuneration payable to all Non-Executive Directors of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the Regulation 17(6)(ca) and other applicable provisions, if any, of the SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 ('SEBI LODR') including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force and other applicable provisions, if any, of the SEBI LODR read with applicable provisions of the Companies Act, 2013 and pursuant to approval of members

of the Company at the 57th Annual General Meeting, consent of the members be and are hereby accorded for payment of Commission to Mr. S Ram (DIN:00018309), Chairman & Non-Executive Director exceeding fifty percent of the total remuneration that may be payable to all Non-executive Directors of the Company during the financial year ending March 31, 2024.

RESOLVED FURTHER THAT Mr. Srivats Ram, Managing Director, Mr. P Ramesh, Chief

Financial Officer and Ms. K V Lakshmi, Company Secretary be and are hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to the aforesaid resolution.”

Regd. Office: No.21, Patullos Road,
Chennai - 600 002
May 18, 2023

By order of the board
K V Lakshmi
Company Secretary

NOTES:

1. The Ministry of Corporate Affairs (“MCA”), vide their circulars dated, April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021 May 05, 2022 read with December 28, 2022 (collectively referred to as “MCA Circulars”) has allowed Company to hold the Annual General Meeting (“AGM”) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) and the MCA Circulars, the AGM of the Company is being held through VC / OAVM
2. The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 in respect of special business to be transacted at the meeting under item nos. 3 to 8 is provided in Annexure-A to this Notice
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled

to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. As the AGM is being held through VC / OAVM in accordance with the MCA circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice

4. Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or Body Corporate can attend the AGM through VC / OAVM and cast their votes through e-voting. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company



5. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis
6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act
7. The Register of Members and Share Transfer Books of the Company will remain closed from July 13, 2023 to July 19, 2023 (both days inclusive) for payment of dividend on equity shares.
8. The dividend, as recommended by the Board of Directors, if declared at the meeting, shall be paid to those members whose name(s) appear in the Register of Members of the Company as on July 12, 2023. In respect of shares held in electronic form, the dividend will be paid on the basis of beneficial ownership as per details furnished by the Depositories for this purpose.
9. Members holding shares in demat form are hereby informed that bank particulars registered against their accounts will be used by the Company for payment of Dividend. Changes in bank details are only to be advised to the Depository Participants by the Members. Members who are holding shares in physical form and desirous of registering bank particulars or changing bank particulars already registered against their respective folios are requested to write to the Company or Registrar & Transfer Agents, M/s. Cameo Corporate Services Limited, "Subramanian Building", No.1, Club House Road, Chennai – 600 002.
10. Pursuant to the provisions of Section 124(5) and 125 of the Companies Act, 2013, as amended, dividends declared for the financial year ended 2015-16 from the date of declaration of dividend and thereafter, which remain unclaimed for a period of 7 years will be transferred to the Investor Education and Protection Fund of the Central Government (IEPF). The members who have not encashed the dividend warrant(s) so far for the above financial year or any subsequent financial year are requested to make their claim to the Company. All shareholders are requested to claim their dividend on or before September 15, 2023, being the due date for transfer of unpaid / unclaimed dividend to IEPF.
11. Pursuant to the applicable provisions of the Companies Act, 2013 and IEPF Rules, all such shares in respect of which dividend has not been paid or claimed for seven consecutive years are required to be transferred to the Demat account of the IEPF authority.

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12. Pursuant to the aforesaid provisions, during the year under review, the Company, by way of corporate action, had transferred 1,466 equity shares pertaining to the financial year 2014-15 (interim & final dividend) to the Demat Account of the IEPF Authority maintained with NSDL, in respect of which dividend had remained unpaid / unclaimed for a consecutive period of seven years.
 13. In compliance with the aforesaid provisions of the IEPF Rules, the Company had submitted the corporate action information form of NSDL to its Registrar and Transfer Agents for transfer / transmission of the aforesaid shares of the Company to the Demat Account of the IEPF Authority.
 14. The members, whose unclaimed dividends / shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web-based form IEPF-5 (as prescribed by MCA) available on the website of IEPF Authority at www.iepf.gov.in and sending the physical copy of the same duly signed along with requisite documents to the Company for verification of the claim
 15. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI LODR and circulars issued by MCA, the Company has been providing the facility of remote e-voting to its members in respect of the business to be transacted at the AGM. In this regard, the Company has entered into an agreement with Central Depository Services (India) Limited ('CDSL') for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will also be provided by CDSL
 16. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting by way of VC / OAVM but shall not be entitled to cast their vote again at the meeting. The details indicating the process and manner for voting by electronic means, the time, schedule including the time period during which the votes may be cast by remote e-voting, the details of the login ID, the process and manner for generating or receiving the password and for casting of vote in a secure manner are provided to the shareholders. The procedures and instructions for 'remote e-voting', 'attending the meeting through VC / OAVM' and 'e-voting at the meeting' are furnished as part of this Notice (Please refer page nos. 19 to 24)
 17. The Board of Directors have appointed M/s. S Dhanapal & Associates, Practicing Company Secretaries, Chennai, as the Scrutinizer for conducting the "remote e-voting" process and voting at the AGM, in a fair and transparent manner. The Company has engaged the services of CDSL to provide e-voting facilities enabling the members to cast their vote in a secure manner. The e-voting facility will be available at the link www.evotingindia.com. The e-voting period would commence on July 16, 2023 (Sunday) 9:00 A.M. (IST) and conclude on July 18, 2023 (Tuesday) 5:00 P.M. (IST)



18. The Scrutinizer shall submit the consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, within two working days after the conclusion of the AGM. Thereafter, the results of remote e-voting and e-voting during the 64th AGM shall be declared by the Chairman or a person authorized by him in writing. The Results declared along with the report of the Scrutinizer shall be placed on the Company's website at www.wheelsindia.com and also be displayed on the website of CDSL at www.evotingindia.com immediately after the results are declared and simultaneously communicated to the stock exchanges.
19. The shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 12, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder cannot change it subsequently.
20. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an e-mail to helpdesk.evoting@cdslindia.com
21. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
22. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. The members holding shares in electronic form are, therefore, requested to submit their PAN to their respective Depository Participants and for the members holding shares in physical form can submit their PAN and Bank mandate to the Company / RTA.
23. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. Other documents referred to in the notice, if any, will be available for electronic inspection. The members seeking to inspect such documents can mail to investorservices@wheelsindia.com.
24. In line with the Ministry of Corporate Affairs (MCA) Circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.wheelsindia.com. The Notice can also be accessed from the websites of the stock exchanges at www.nseindia.com or www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) at www.evotingindia.com.
25. Pursuant to the Finance Act 2020, dividend income will be taxable at the hands of shareholders w.e.f. April 01, 2020. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof.

The Company is required to deduct tax at source from the dividend paid at the prescribed rates, if the dividend amount exceeds Rs.5,000/. However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2023-24 does not exceed Rs.5,000/- and also in cases where members provide Form 15G / Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act.

Form 15G / 15H can be downloaded from <https://investors.cameoindia.com> to avail the benefit and e-mail to investor@cameoindia.com by 11:59 P.M. IST on July 12, 2023. There is also provision to upload the 15G / 15H in the weblink viz., <https://investors.cameoindia.com> provided by the Company's Registrar and Share transfer agent.

For Non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess or as notified by the Government of India on the amount of dividend payable).

Non-resident shareholders can avail beneficial rates under the Tax Treaty between India and their country of residence, subject to providing necessary documents, i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required

to avail the Tax Treaty benefits, by sending an email to investor@cameoindia.com. The aforesaid declarations and documents should be submitted by the shareholders by 11:59 P.M. IST on July 12, 2023. For any additional information, Members may refer to the "Communication on TDS on Dividend Distribution" available at <https://wheelsindia.com/agm-updates/>

Any clarification required in this regard, you may contact Ms. Komalavalli R, Senior Manager, M/s. Cameo Corporate Services Limited (Phone No. 044-28460395). No communication would be accepted from Members after July 12, 2023 regarding the tax withholding matters.

26. In compliance with the MCA Circulars, the Annual Report 2022-23 including, the Notice of the 64th AGM and instructions to shareholders for e-voting / attending meeting through VC / OAVM are being sent only through electronic mode to those members whose email addresses are registered with the Company / depositories.
27. Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker and send their request mentioning their name, demat account number / folio number, e-mail ID, mobile number to investorservices@wheelsindia.com from June 29, 2023 (9:00 A.M. (IST)) to July 03, 2023 (05:00 P.M. (IST)) only. The shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.



28. SEBI, vide its circular dated November 03, 2021, had mandated all holders of physical securities to furnish the PAN, Nomination details, contact details including postal address with PIN, mobile number, e-mail address, bank account details and specimen signature to the Company / Company's RTA in Forms ISR-1, ISR-2, SH-13, etc.

Pursuant to circulars dated November 03, 2021, January 25, 2022 read with March 16, 2023, the RTA has obtained documents / is in the process of obtaining the details of PAN, KYC details and nomination (wherever, the same is not available in the folio), while processing any service requests or complaint from the holder(s) / claimant(s).

As indicated in the SEBI Circular dated March 16, 2023, the physical folios of those shareholders who have not submitted the aforementioned documents / details on or after October 01, 2023 will be frozen by the RTA.

The securities in the frozen folios shall be:-

a. eligible to lodge grievance or avail service request from the RTA only after furnishing the complete documents / details as aforesaid;

b. eligible for any payment including dividend, interest or redemption payment only through electronic mode;

c. referred by the RTA / listed company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and / or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025.

The shareholders shall be eligible to lodge any grievance or avail service request and receive dividend from the Company only after furnishing the above said complete documents. In this regard, the members who have not yet submitted the above-mentioned documents are requested to furnish the above-mentioned details in Forms ISR-1, ISR-2, SH-13 etc., so that the Company / RTA shall revert the frozen folio to normal status upon receiving the above mentioned documents. The forms are available on the Company's website at www.wheelsindia.com. Further, the members may also dematerialize all the shares held by them.

Annexure-A

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

In terms of Section 152(6)(c) of the Companies Act, 2013, one-third of such of the Non-Independent Directors as are liable to retire by rotation, shall retire at every Annual General Meeting. Further, Section 152(6)(d) of the Act provides that the Directors to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment.

Further, in terms of Regulation 17(1A) of the SEBI LODR, the appointment / continuity of Non-Executive Director who has attained the age of 75 years requires passing of a Special Resolution.

Accordingly, Mr. S. Viji, Non-Executive Director is due for retirement and eligible for re-appointment at the 64th AGM. As he has attained the age of 75 years, his appointment / continuity as a Non-Executive Director requires passing of a Special Resolution pursuant to relevant provisions of SEBI LODR.

Mr. S Viji holds a bachelor's degree in commerce from the University of Madras and a master's degree in business administration from the University of Michigan, Ann Arbor. He is also an associate member of the Institute of Chartered Accountants of India and has more than five decades of experience in financial services and the automotive industry. He has been on the Board of the Company since July 31, 1986. The Board feels that his association with Company is favourable and necessary for the Company for its continual growth. Accordingly, a Special Resolution is submitted for the approval of the members.

The special resolution as set out under item no. 3 of the Notice is accordingly submitted to the members for consideration. Except Mr. S Ram, Mr. S Viji none of

the other Directors / Key Managerial Personnel of the Company / their relatives is in anyway concerned or interested, financially or otherwise, in the Resolution.

Additional disclosures as required under the Act, Secretarial Standard-II and Regulation 36 of the SEBI LODR are provided in Annexure – B to this Notice.

Item No. 4

The Board of Directors, based on the recommendations of the Audit Committee, at their meeting held on May 18, 2023 had approved the appointment of M/s. Geeyes & Co., Cost and Management Accountants, as Cost Auditor of the Company at a remuneration of Rs.7,50,000/- (Rupees Seven lakhs Fifty Thousand only) per annum excluding applicable taxes and reimbursement of out of pocket expenses, at actuals, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2024.

In accordance with the provisions of the Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company. Accordingly, consent of the members is being sought for passing the resolution as set out in the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2024. The Board recommends the resolution set forth in the Notice for the approval of the Members.

None of the Directors / Key Managerial Personnel / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution. The Board recommends the proposal as set forth in item no. 4 of the notice for consideration of the members by way of Ordinary Resolution and approval.



Item No.5

With the increased size, complexity and global operations of the Company coupled with enhanced corporate governance requirements under the various legislations, the role and responsibilities of the Non-Executive Board members particularly the Independent Directors have become more onerous, requiring greater time commitments, attention and a higher level of direction.

Considering the above, the Board of Directors at their meeting held on November 01, 2022, based on the recommendations of the Nomination and Remuneration Committee, has considered payment of Commission not exceeding 1% of net profits of the Company (per annum) in the aggregate to the Non-Executive Independent Directors for a period of five years commencing from the financial year ended March 31, 2023 to March 31, 2028 which shall be subject to approval of the shareholders at the ensuing AGM in terms of Regulation 17(6)(a) of the SEBI LODR.

Further, the above proposed commission to the Non-Executive Independent Directors shall be in addition to sitting fee payable to the Directors for attending meetings of the Board / Committees or for any other purpose whatsoever as may be decided by the Board

and reimbursement of expenses for participation in the Board and other meetings. The commission is being paid to Mr. S Ram, Chairman & Non-Executive Director in terms of approval granted by the members at their 57th AGM held on August 10, 2016. However, the over-all commission payable to Non-Executive Independent Directors and Chairman (Non-Executive Director) shall not exceed 1% of net profits of the Company.

The Board recommends the proposal as set forth in item no. 5 of the notice for consideration of the members by way of Ordinary Resolution and approval.

All the directors are directly or indirectly concerned or interested in this resolution. However, none of the Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out in the notice.

Item No. 6

Based on the recommendations of the Nomination & Remuneration Committee, the Board of Directors at their meeting held on March 31, 2023, subject to approval of shareholders, of the Company, had re-appointed Mr. Srivats Ram as Managing Director for a period of 5 years with effect from May 01, 2023. The terms of remuneration payable to Mr. Srivats Ram are detailed hereunder:

Salary	Rs.13,20,000/- (Rupees Thirteen Lakhs twenty thousand only) per month in the scale of Rs. 10,00,000/- to Rs.25,00,000/-. Annual increase will be effective 1 st April every year and the quantum of increase will be decided by the Board of Directors, based on the recommendations of the Nomination and Remuneration Committee
Commission	Not exceeding 2% of the Net Profits of the company for each financial year or part thereof, computed in the manner laid down in the Companies Act, 2013 ('Act'). The quantum may be decided by the Board of Directors, based on the recommendations of the Nomination and Remuneration Committee.

Perquisites	<ol style="list-style-type: none"> 1. Housing, Utilities and Furnishings: <ol style="list-style-type: none"> i) Provision of unfurnished residential accommodation, owned or leased by the Company, expenditure on which will be limited to 60% of the salary, or house rent allowance not exceeding 60% of salary. ii) the expenditure incurred by the Company on gas, electricity and water will be evaluated as per Income-tax Rules, 1962. iii) perquisites in the form of furniture, furnishings and other utilities in accordance with the rules of the Company, the value of which will be evaluated as per Income-tax Rules, 1962; 2. Medical reimbursement: Expenses incurred for self and family including premium payable for medical insurance in accordance with the rules of the Company. Explanation: "Family" means the spouse, children and parents of the Managing Director. 3. Personal Accident Insurance in accordance with the rules of the Company. 4. Leave Travel Allowance for self and family once in a year in accordance with the rules of the Company. 5. Payment of company's contributions to Provident Fund / Pension Fund / Superannuation Fund / Gratuity Fund and encashment of leave (at the end of the tenure) shall not be included in the computation of remuneration or ceiling on the perquisites. 6. Fees for clubs, subject to a maximum of two clubs excluding admission and life membership fee. 7. Provision of chauffeur driven Company car. (Provision of chauffeur driven company car for official purposes shall not be included in the computation of perquisites for the purpose of calculation of the said ceiling on perquisites.) 8. Provision of telephone(s) including mobile phones at the expense of the company. 9. Such other allowances, perquisites, benefits and amenities as may be provided by the company to other senior managerial personnel from time to time. <p>The annual value of which will be limited to a ceiling of 100% of the annual salary.</p> <p>For the purpose of calculating the ceiling, perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in the absence of any such rule, the same shall be evaluated at actual cost.</p>
Minimum Remuneration	<p>In the event of any loss or inadequacy of profits in not more than three financial year during such tenure, the Board of Directors / Nomination and Remuneration Committee of the Board shall approve the remuneration payable to the Managing Director, during such financial year(s), in such manner as agreed to between the Board of Directors / Nomination and Remuneration Committee of the Board and the Managing Director however not exceeding the maximum limits specified in this behalf under Schedule-V to the Act and Regulation 17 of the Listing Regulations.</p>

Additional disclosures as required under the Act, Secretarial Standard-II and Regulation 36 of the SEBI LODR are provided in Annexure – B to this Notice.

Except Mr. S Ram and Mr. Srivats Ram, none of the other Directors / Key Managerial Personnel of the Company or their relatives is in anyway concerned or interested, financially or otherwise, in the Resolution.



The Board recommends the proposal as set forth in item no. 6 of the notice for consideration of the members by way of Ordinary Resolution.

Item No. 7

Mr. R Raghuttama Rao (DIN:00146230) was appointed as an Independent Director of the Company for a period of five years from November 13, 2018 till November 12, 2023 and the same was approved by the shareholders at their AGM held on August 13, 2019, in accordance with provisions of Section 149(10) of the Act and SEBI LODR.

The Nomination and Remuneration Committee of the Board ('NRC') at their meeting held on March 22, 2023 had recommended to the Board for re-appointing Mr. R Raghuttama Rao as Independent Director for a second term of five years, not liable to retire by rotation, subject to approval of shareholders at the ensuing general meeting.

Accordingly, the Board of Directors, based on the recommendations of the NRC and evaluation of his performance by NRC & the Board of Directors, consented to re-appoint him as an Independent Director for a further term of five (5) consecutive years from the date of expiry of his present term of office, subject to approval of the shareholders, in accordance with relevant provisions of the Act and SEBI LODR.

Mr. R Raghuttama Rao is not disqualified from being re-appointed as a Director in terms of section 164 of the Act and he has given his consent to act as a Director. Further, the Company received necessary declaration from him that he meets the criteria of independence as prescribed under Section 149(6) of the Act and SEBI LODR. Further, he has complied with the requirements of Independent Director databank in terms of Section 150 of the Act read with relevant Rules made thereunder.

The Board opines that re-appointing him would be of immense benefit to the Company and it is desirable to avail his services as Independent Director.

Copies of the draft letter of re-appointment of the Independent Director, setting out the terms and conditions, would be available for inspection, without any fee, by the members at the Registered Office of the Company during normal business hours (9.00 A.M. (IST) to 5.30 P.M. (IST)) on any working day.

The special resolution as set out under Item No. 7 of the Notice is accordingly submitted to the members for consideration. Additional disclosure as required under the Act, Secretarial Standard-II and Regulation 36 of the SEBI LODR are provided in Annexure – B to this Notice.

Except Mr. R Raghuttama Rao, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the respective resolution.

Item No 8

The payment of commission to Mr. S Ram, Non-Executive Director was approved by the members at their 57th AGM held on August 10, 2016. Further, in terms of Regulation 17(6)(ca) and other applicable provisions, if any, of the SEBI LODR (including any amendments, modification(s), variation or re-enactments therefore for the time being in force), the Board is of the view that the commission payable to Mr. S Ram, Non-Executive Director during the financial year ending March 31, 2024 may exceed fifty percent of the total remuneration payable to all Non-Executive Director of the Company and thus it is necessary to obtain approval of the shareholders.

Except Mr. S Ram, Mr. S Viji and Mr. Srivats Ram, none of the other Directors and Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested, financially or otherwise, in the Resolution.

The Board recommends the proposal as set forth in item no. 8 of the notice for consideration of the members by way of Special Resolution.

Annexure-B

As per the requirements of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard - II as issued by the Institute of Company Secretaries of India, a statement containing the requisite details of the concerned Directors is given below:

Name	Mr. Srivats Ram	Mr. R Raghuttama Rao	Mr. S Viji
DIN	00063415	00146230	00139043
Date of Birth	February 20, 1970	May 10, 1963	June 07, 1946
Profile	Mr. Srivats Ram, holds a Bachelor's degree in Economics from the University of Madras and Master's degree in Business Administration from Case Western Reserve University, USA. He has more than 30 years of experience in the industry	Mr. Raghuttama Rao holds Post Graduate degree in Diploma in Management - IIM, Ahmedabad, Bachelor of Technology in Mechanical Engineering from IIT, Madras. He has more than 30 years of experience of spanning manufacturing, financial marketing, public policy and management	Mr. S. Viji holds Bachelor's degree in commerce from University of Madras, Master's degree in Commerce from the University of Michigan and member of ICAI. He has more than four decades of experience in financial services and automotive industry
Qualification			
Experience and Expertise in specific functional area			
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Refer item no. 6 of the Notice & Explanatory Statement.	Appointment as Independent Director for a period of five years, not liable to retire by rotation.	Mr. S Viji, being eligible offer himself for reappointment
Remuneration last drawn by such person, if applicable	Refer Corporate Governance Report section of the Annual Report	Refer Corporate Governance Report section of the Annual Report	Refer Corporate Governance Report section of the Annual Report
Date of first appointment on the Board	October 1, 2000	November 13, 2018	July 31, 1986
Membership / Chairmanship of Committees of the Board of Directors of the Company	Refer Corporate Governance Report section of the Annual Report	Refer Corporate Governance Report section of the Annual Report	Refer Corporate Governance Report section of the Annual Report
Other Directorships and Membership / Chairmanship of Committees of other Boards (Only Public Limited Company; and Audit Committee and Stakeholders Relationship Committees only considered)	(A) Other Directorship:	(A) Other Directorship:	(A) Other Directorship:
	Sundaram Finance Holdings Limited	Sundaram Finance Limited	Sundaram Finance Limited
	Axles India Limited	TVS Training and Services Limited	Royal Sundaram General Insurance Co. Limited
	WIL Car Wheels Limited	Sundaram Asset Management Company Limited	
	Sundaram Hydraulics Limited	Latent View Analytics Limited	
	Sundaram Finance Limited		
	(B) Membership of Committees of other Boards:	(B) Membership of Committees of other Boards:	(B) Membership of Committee of other Boards:
	Stakeholders Relationship - Axles India Limited	Audit - Sundaram Finance Limited	NIL
	Stakeholders Relationship - Sundaram Finance Holdings Limited	Audit - Sundaram Asset Management Company Limited	
		Audit - Latent View Analytical Limited	
(C) Chairmanship of Committees of other Boards: NIL	(C) Chairmanship of Committees of other Boards: NIL	(C) Chairmanship of Committee of other Boards: NIL	
Number of shares held in the Company	53,072	NIL	NIL
Relationship with other Directors / Manager / Key Managerial Personnel of the Company	Son of Mr. S Ram, Chairman & Non-Executive Director	Not applicable	Brother of Mr. S Ram, Chairman & Non-Executive Director
Number of Meetings of the Board attended during the year	Refer Corporate Governance Report section of the Annual Report	Refer Corporate Governance Report section of the Annual Report	Refer Corporate Governance Report section of the Annual Report



INSTRUCTIONS TO SHAREHOLDERS

A) FOR REMOTE E-VOTING:

- i. The e-voting period shall begin on **July 16, 2023** (Sunday) at 9:00 A.M. (IST) and ends on **July 18, 2023** (Tuesday) at 5:00 P.M. (IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **July 12, 2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD CMD/CIR/P/2020/242 dated December 09, 2020 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the members. In order to increase the efficiency of the voting process, pursuant to a public consultation, SEBI has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.

Pursuant to aforementioned SEBI Circular, login method for e-voting and joining virtual meetings for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly.

Type of shareholders	Login Method
	<p>3) If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting</p>



Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at Toll free no. : 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

v. Login method for e-voting and joining virtual meetings for Physical shareholders and non-individual shareholder holding shares in Demat form.

1. The members should log on to the e-voting website www.evotingindia.com.
2. Click on Members.
3. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company
4. Next enter the Image Verification as displayed and Click on Login
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used

6. If you are a first-time user follow the steps given below:

For Physical shareholders and non-individual shareholders holding shares in Demat Form	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	Members who have not updated their PAN with the Company / Depository participant are requested to use the sequence number sent by Company / RTA or contact Company / RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.
	If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field

- vi. After entering these details appropriately, click on "SUBMIT" tab
- vii. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential
- viii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice
- ix. Click on the EVSN for the relevant **Wheels India Limited** on which you choose to vote
- x. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution
- xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details
- xii. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote
- xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote
- xiv. You can also take a print of the votes cast by clicking on "Click here to print" option on the e-voting page
- xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system
- xvi. There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
- xvii. Note for **Non-Individual Members and Custodians**
 - Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as "Corporates" module



- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual members are required to send the relevant Board Resolution Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at investorservices@wheelsindia.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same

B) FOR ATTENDING THE AGM THROUGH VC / OAVM:

- Members will be provided with a facility to attend the AGM through VC / OAVM through the CDSL e-voting system. Members may access the same at <https://www.evotingindia.com> under shareholders / members login by using the remote e-voting credentials. The link for VC / OAVM will be available in shareholders / members login where the EVSN of Company will be displayed
- The facility of joining the AGM through VC / OAVM will be opened 15 minutes before the scheduled start-time of the AGM and will be available for Members on a first-come-first-served-basis
- Members are encouraged to join the meeting through laptops / iPads for better experience. Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting
- Please note that the participants connecting from mobile devices or tablets or through laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches
- Members who would like to express their views / ask questions during the meeting may register themselves as a speaker and send their request mentioning their name, demat account number / folio number, e-mail ID, mobile number to investorservices@wheelsindia.com from June 29, 2023 @ 09:00 A.M. (IST) to July 03, 2023 @ 5:00 P.M. (IST) only. The members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. The members who do not wish to speak during the AGM but have queries may send their queries to investorservices@wheelsindia.com from June 29, 2023 @ 09:00 A.M. (IST) to July 03, 2023 @ 5:00 P.M. (IST) only mentioning their name, demat account number / folio number, e-mail ID, mobile number. The Company will reply to these queries suitably by e-mail.

PROCESS FOR THOSE MEMBERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES/ RTA/ COMPANY FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- i. For Physical Members - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company / RTA e-mail ID.
- ii. For Demat member, please update your e-mail ID & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository

C) FOR E-VOTING DURING THE AGM:

- i. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- ii. The link for VC / OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for remote e-voting.
- iii. Only those members, who are present in the AGM through VC / OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM. Further, members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- iv. If any votes are cast by the members through the e-voting available during the AGM and if the same

members have not participated in the meeting through VC / OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members attending the meeting.

If you have any queries or issues regarding attending AGM & e-voting from the CDSL e-voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at Toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400 013 or send an e-mail to helpdesk.evoting@cdslindia.com or call on Toll free no. 1800 22 55 33



Directors' Report to the Shareholders

Your Directors present the **Sixty Fourth Annual Report** together with the audited financial statements of your Company for the year ended March 31, 2023.

Performance

The sales (net) for the year was Rs. 4,310.60 crores as compared to Rs. 3,663.41 crores in the previous year with an increase of 17.67%.

Financial highlights

The standalone financial highlights of the Company for the year are as below:

Rs. in Crores

Particulars	2022-23	2021-22
Earnings Before Interest, Taxes, Depreciation & Amortization expenses	243.84	264.63
Finance cost	92.10	63.10
Depreciation	66.22	95.02
Profit Before Tax	85.52	106.51
Profit After Tax	65.17	79.79
Total Comprehensive Income	65.62	78.20
Transfer to General Reserves	-	-

Dividend and transfer to General Reserve

The Board of Directors at their meeting held on January 31, 2023 had declared an interim dividend of Rs.3/- per equity share for the financial year 2022-23 and the same was paid on February 24, 2023.

Your Directors are pleased to recommend a final dividend of Rs. 3.97/- per equity share (39.7%) for the year ended March 31, 2023. The dividend recommended, subject to approval of shareholders at the 64th Annual General Meeting (64th AGM), will be paid to all the shareholders whose name appear in the register of members as on July 12, 2023 (being the record date fixed for this purpose). Accordingly, the total dividend payout for the financial year 2022-23 is Rs.16.77 crores.

The Company proposes to retain the entire amount as surplus in Profit & Loss Account and not to transfer any amount to General reserves. An amount of Rs. 209.57 crores were proposed to be retained under Retained Earnings.

The dividend distribution policy framed in accordance with Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') and approved by the Board of Directors is available at <https://wheelsindia.com/policies/>

Share capital

During the year under review, the paid-up capital of the Company stood at Rs. 24,06,45,580/- consisting of 2,40,64,558 equity shares of Rs.10/- each. There was no change in capital structure of the Company.

Change in Promoter / Promoter Group & shareholding

In terms of applicable provisions of Regulation 31A of the SEBI LODR, M/s. National Stock Exchange of India Limited ('NSE'), vide letter dated March 29, 2023, approved the re-classification of M/s. T.V. Sundram Iyengar & Sons Private Limited ('TVSS') from Promoter / Promoter Group category to Public category.

Further, during the period, M/s. Trichur Sundaram Santhanam & Family Private Limited ('TSSFPL'), one of the promoters of the Company increased their shareholding from 71,43,656 (29.69%) equity shares to 72,94,514 (30.31%) equity shares as on March 31, 2023.

Also, M/s. Sundaram Finance Holdings Limited ('SFHL'), one of the promoters of the Company increased their shareholding from 56,01,117 (23.28%) equity shares to 57,40,117 (23.85%) equity shares as on March 31, 2023.

Scheme of Amalgamation

The Board of Directors of the Company at their meeting held on December 07, 2021, had approved the scheme of amalgamation of Sundaram Hydraulics Limited with the Company and their respective shareholders.

After obtaining requisite approvals from equity shareholders and creditors, as per the directions of the Hon'ble NCLT, Chennai, the Company has filed necessary petition with the Hon'ble NCLT, Chennai on August 30, 2022 and the same was accepted by the Hon'ble NCLT, Chennai vide order dated November 03, 2022. The approval from NCLT is awaited.

The financial statements of SHL has not been consolidated with the financial statements of your Company as NCLT's approval for the proposed scheme of amalgamation is awaited.

Management Discussion and Analysis

Financial year 2022-23 was unprecedented primarily from the geopolitical tensions that emanated from Russia's invasion of Ukraine and the strained ties between the US and China. These geopolitical tensions pose the most significant risks to the global economy in 2023 and beyond. Russia's invasion of Ukraine has rapidly inflated energy and food prices, leading to cost issues for businesses and soaring living costs for consumers in 2022-23. The prevailing inflation in most economies is at a very high level and the central banks of major economies, led by the Federal Reserve of the US, are fighting inflation through rate hikes. The Federal Reserve issued the 10th consecutive rate hike in May '23, since Mar '22 despite the stress on the banking sector.

The global economic growth is projected to fall from 3.4% in 2022 to 2.8 % in 2023. Advanced economies are expected to see an especially pronounced growth slowdown, from 2.7% in 2022 to 1.3% in 2023. There

is uncertainty around the effect of EL Nino on the global agricultural output in the coming year. There is expected to be only a marginal drop in headline inflation that will remain above the target inflation levels in the coming year. On the positive side, the covid-19 pandemic had little impact on economies in 2022-23 and travel and commerce returned to normalcy.

India's GDP growth for 2023-24 is estimated to be around 6.5% with the contact-intensive service sector and exports expected to grow faster. The country should also benefit from a higher infrastructural capital expenditure planned by the government as this will have a multiplier effect on GDP.

The Indian commercial vehicle market has grown by a third in 2022-23, on top of strong growth in 2021-22 from the lows of the pandemic year. The government's infrastructure drive, higher utilization of fleets driven by the growth of the economy and replacement demand grew the commercial vehicle market. In the last two years as the commercial vehicle industry has rebounded, there has also been a structural shift within sub-segments of the commercial vehicle market in response to load rating changes that happened prior to the pandemic and higher horsepower in some segments. It is expected that the commercial vehicle sector will show moderate growth in the coming year, off a higher base. The demand for buses that was badly affected in the pandemic period showed strong growth in the latter half of 2022-23. The bus segment is expected to remain strong in the coming year, particularly in school/office transport. Your company should benefit from better capacity utilizations at its plants for both wheels and air suspension systems.

The passenger vehicle segment showed strong growth in 2022-23, surpassing pre-pandemic levels, on the back of strong domestic demand and easing of semiconductor supply issues. The year saw continuing growth of the sports utility vehicle segment. There is



also increasing exports of passenger vehicles from India, in addition to domestic demand. This trend resulted in cast aluminum wheel fitment in the Indian passenger vehicle industry crossing 40% towards the end of the year. It is expected that the Indian passenger vehicle industry will show moderate growth in the coming year. Your company will start supplying cast aluminum wheels to vehicle manufacturers in India in the coming year. Company's subsidiary WIL Car Wheels Limited, a JV with Topy Industries (Japan) will continue to service the steel wheel requirements of the Indian passenger vehicle market.

Your company has been able to grow its domestic aftermarket notably in the car and commercial vehicle segment to closer to 5% of overall sales.

The agricultural tractor segment in India, driven by another year of normal monsoons, reasonable water levels at reservoirs and higher prices for agricultural commodities, grew by 11% to reach record levels in 2022-23. It is expected that there will be moderate growth in the coming year subject to a normal monsoon. In addition to the domestic market, your Company is working on growing its business in international markets with global tractor manufacturers.

Your company's construction equipment business benefited from a 25% growth in the Indian construction equipment industry that benefited from the government's infrastructure spend. Your company supplies wheels and fabricated structures to this industry. Your company is a major supplier of construction equipment wheels to international markets. In the last year, your company has been able to win new business and grow business with international customers. The coming year will continue to see growth albeit at more moderate levels.

The windmill industry was severely impacted by the geopolitical tensions and supply chain issues that

limited growth in 2022-23. However, the geopolitics, climate change and the energy crisis has made governments focus more on renewable power. Your company's windmill component business was adversely affected by a requirement of one of its customer for pre-delivery inspection and rectification at the customer's site necessary to align with customer's inspection standards. While the coming year will only see a moderate growth in onshore windmill installations, there is expected to be strong growth in the offshore windmill market in the coming years. In addition to existing business in windmill components, your Company started production at a new plant in Thervoy Kandigai for machining of large castings in the middle of the year. This business is expected to grow and be profitable in the coming year.

Your company's export turnover marginally declined from the levels of 2021-22, partly due to issues at the windmill component division and temporary de-stocking by the US distributor of forged and cast aluminum wheels. Despite the slowdown expected in advanced economies, your Company expects to grow its exports, based on a return to normalcy in these markets and the inroads, your Company is making in the construction and agricultural tractor wheel markets globally.

Your Company's subsidiary WIL Car Wheels Ltd. had a difficult year, last year, due to inventories and material cost under-recoveries. It is expected that the performance should improve in the coming year based on increased volumes indicated by customers.

The year under review saw a decline in the profits of the Company due to underutilization of capacities in some export business' and higher interest costs due to rates and revenue growth. We expect higher capacity utilizations in some of these businesses and working capital optimization to improve profitability in the coming year.

I would like to thank all stakeholders for their patience and support to the company through this difficult period.

Consolidated Financial Statements

In accordance with the provisions of Section 129(3) of the Act, the Consolidated Financial Statements, drawn up with the applicable Indian Accounting Standards (Ind As), forms part of this Annual Report.

The consolidated profit after tax for the FY 2022-23 was Rs.54.15 crores and the consolidated net-worth as at March 31, 2023 was Rs.764.17 crores as on March 31, 2023 as against Rs.74.18 crores and Rs.733.69 crores as on March 31, 2022, respectively.

Subsidiary Company

WIL Car Wheels Limited ('WCWL') reported a gross revenue of Rs.381.53 crores and loss after tax of Rs.15.09 crores for the year FY ended March 31, 2023 as against Rs.340.26 crores and loss after tax of Rs.8.80 crores for the FY ended March 31, 2022. The gross revenue of WCWL represents 8.17% of consolidated turnover of the Company.

Associate Company

Axles India Limited ('Axles') has achieved a turnover of Rs.745.93 crores and profit after tax of Rs.52.64 crores for the financial year 2022-23 as against the turnover of Rs.572.37 crores and profit after tax of Rs.33.83 crores for the financial year 2021-22. A statement containing salient features of the financial statements of the Subsidiary Company / Associate Company in Form AOC-1 is provided in Annexure - I to this report.

In accordance with the provisions of Section 136 of the Act, the audited financial statements, including the consolidated financial statements and related information of the Company will be available on the

Company's website at www.wheelsindia.com. These documents will also be available for inspection during business hours at the Registered office of the Company.

Deposits scheme

As at March 31, 2023, deposits accepted by the Company from public and shareholders aggregated to Rs.89.22 crores, which are within the limits prescribed under the Act and the rules framed thereunder. The provisions of the Act also mandate that any Company inviting / accepting / renewing deposits is required to obtain Credit Rating from a recognized credit rating agency. Your Company has obtained a credit rating of ICRA]A- with outlook being stable for its deposits scheme from ICRA Limited.

The details relating to deposits in accordance with Chapter-V of the Act are given in Annexure - II forming part of this Report.

Particulars of Loans, Guarantees or Investments

The Company has not given any loan or security or guaranty in terms of Section 186 of the Act. The details of the investments made by Company are provided in the notes to the financial statements.

Credit rating

The Company's financial management and its ability to service financial obligations in a timely manner, has been confirmed by ICRA by its ratings during the year under review. The credit rating details have been disclosed to stock exchanges and made available in the website of the Company. The Corporate Governance section of this Annual Report carries the details of credit ratings obtained by the Company.

Board Evaluation

Pursuant to the provisions of Section 134(3)(p), Section 149(8) and Schedule-IV to the Act, the SEBI



(Listing Obligations & Disclosure Requirements) Regulations, 2015 ('SEBI LODR'), an annual performance evaluation of the Board, the Directors as well as Committees of the Board have been carried out.

The evaluation of the Board and Non-Independent Directors at a separate meeting of Independent Directors were carried out in accordance with the Nomination and Remuneration Policy adopted by the Board. The evaluation was carried out, taking into consideration the composition of the Board and availability of multi-disciplinary skills, commitment to good corporate governance practices, adherence to regulatory compliance, grievance redressal mechanism, track record of financial performance, existence of integrated risk management system, use of modern technology and commitment to corporate social responsibility.

The Board of Directors have also carried out the evaluation of the Directors, performance of Independent Directors and its Committees based on the guidelines prescribed by the SEBI.

Board of Directors, Committees and Management

The composition of the Board of Directors and its Committees are in accordance with relevant provisions of the Act and the SEBI LODR. The Corporate Governance Report is provided in Annexure – VI to this report contains the composition of the Board of Directors of the Company and its Committees.

Re-appointment of Managing Director

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, re-appointed Mr. Srivats Ram as Managing Director of the Company for a further period of five years commencing from 01.05.2023. The proposal for re-appointing Mr. Srivats Ram as Managing Director is included in the notice convening the 64th AGM.

Re-appointment of Director retiring by rotation

Mr. S Viji (DIN: 00139043) is retiring by rotation, being eligible, he offers himself for re-appointment. The proposal for his re-appointment as Director is included in the notice convening the 64th AGM.

Re-appointment of Independent Director

Mr. R Raghuttama Rao (DIN: 00146230) was appointed as an Independent Director of the Company for a period of five years from November 13, 2018 as approved by the shareholders at their AGM held on August 13, 2019.

It is proposed to re-appoint Mr. R Raghuttama Rao for a further period of five years in accordance relevant provisions of the Act and SEBI LODR. The proposal for re-appointment is included in the notice convening the 64th AGM.

Profile of Directors seeking appointment / reappointment

Profile of the directors seeking appointment / re-appointment as required to be given in terms of the Secretarial Standards and as per SEBI LODR, forms part of the Notice convening the ensuing 64th AGM of the Company.

Independent Director

In the opinion of the Board, the Independent Directors fulfill the conditions specified in the Act & SEBI LODR and are independent of the Management.

All the Independent Directors have given declaration that they meet the criteria of independence as laid down under Section 149(6) of the Act and the SEBI LODR. They have also confirmed compliance with Section 150 of the Act regarding registration with Independence Directors databank maintained by the Indian Institute of Corporate Affairs.

Key Managerial Personnel

During the period, Mr. R Raghunathan ceased to be the Chief Financial Officer ('CFO') of the Company with effect from May 24, 2022 and Mr. P Ramesh was appointed as CFO of the Company with effect from November 01, 2022.

As on March 31, 2023, Mr. Srivats Ram, Managing Director, Mr. P Ramesh, CFO and Ms. K V Lakshmi, Company Secretary are the Key Managerial Personnel ('KMP') of the Company in terms of Section 2(51) of the Act and 2(o) of SEBI LODR.

Remuneration Policy

The Board, based on the recommendations of the Nomination & Remuneration Committee, has framed a policy for selection and appointment of Directors, Senior Management Personnel and Key Managerial Personnel and to fix their remuneration. The Company's policy on appointment and remuneration including criteria for determining qualifications, positive attributes and independence are provided in the Corporate Governance Report forming part of this Report. The policy is provided in Annexure - III forming part of this Report.

Corporate Social Responsibility

As an initiative under Corporate Social Responsibility ('CSR') and in accordance with Schedule-VII to the Act, the Company has constituted a CSR Committee under the Board, to frame, monitor and execute the CSR activities of the Company. The Board has approved the CSR Policy and guidelines for implementation and the Committee effectively supervises the program. The policy is available on the website of the Company at www.wheelsindia.com.

The salient features of the CSR policy are as follows:

- The CSR policy governs the activities that can be undertaken by the Company

- Further, the policy covers the scope, manner of execution of activities including the annual action plan, monitoring and reporting on CSR activities, resource utilization & its modalities, impact assessment, etc.

In accordance with the provisions of section 135 of the Act, your Company was required to spend an amount of Rs.105.96 lakhs for the financial year 2022-23 out of which the Company has spent Rs.95.31 lakhs during the year. The remaining amount is being adjusted with the excess spent amount of the previous year(s). The constitution of the CSR Committee and the report as required under the Act are provided in Annexure - IV forming part of this Report.

Risk Management, Internal Financial Control Systems and Audit

Your Company has constituted a Risk Management Committee and has formulated a Risk Management Policy aligned with the requirements of the Act and SEBI LODR. The details of the Committee and the terms of reference are set out in the Corporate Governance Report forming part of the Report.

The implementation of IT based Governance, Risk and Compliance (GRC) software across the multiple locations of the Company has further strengthened the business processes and has significantly supported the internal audit requirement towards achieving a controlled environment.

Your Company maintains an adequate and effective Internal Control System commensurate with its size. These reasonably assure that the transactions are duly authorized and recorded to facilitate preparation of financial statements in line with the established practices and that the assets are secured against any misuse or loss. The internal control system is supplemented through an extensive internal audit program besides periodic review by the Management



and the Audit Committee. The Company has in place adequate internal financial controls.

Vigil Mechanism / Whistle Blower Policy

Your Company has established a Vigil Mechanism / Whistle Blower Policy for Directors and Employees to report genuine concerns. The said policy meets the requirement of the Vigil Mechanism framework under the Act and SEBI LODR and the policy is available in the website of the Company at www.wheelsindia.com.

Directors' Responsibility Statement

The Directors acknowledges their responsibility of ensuring compliance with the provisions of Section 134(3)(c) of the Act. To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Act:

- a. that in the preparation of the annual financial statements, the applicable Ind AS have been followed along with proper explanation relating to material departures, if any;
- b. that such accounting policies as mentioned in the financial statements have been selected and applied consistently and judgement and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2023 and of the profit of the Company for the year ended on that date;
- c. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. that the annual financial statements have been prepared on a going concern basis;

- e. that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively; and
- f. that proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Related Party Transactions

The Company has formulated a policy on Related Party Transactions (RPT) which is being periodically reviewed by the Audit Committee and approved by the Board. The policy on RPT is available on the Company's website at www.wheelsindia.com.

All Related Party transactions that were entered into by the Company during the financial year 2022-23, were in the ordinary course of business and on arm's length basis. The Company did not enter into any material transaction with related parties under Section 188 of the Act and the Rules framed thereunder. There are no "Material" contracts or arrangement or transactions at arm's length basis and hence, disclosure in form AOC-2 is not required.

The details of transactions with entities belonging to the Promoter / Promoter Group which hold(s) 10% or more shareholding in the Company is provided in relevant section of the financial statements of the Company.

All Related Party transactions were placed before the Audit Committee for their prior approval in accordance with the requirements of the SEBI LODR and the Act. The transactions entered into pursuant to such approval are placed periodically before the Audit Committee for its review.

Meetings of the Board / Committees

The Board meets at regular intervals to discuss and decide on Company / business policy and strategy apart from other businesses. The Board / Committee meetings are pre-scheduled and a tentative annual

calendar of the Board and Committee meetings are circulated to the Directors in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings.

The details of the meetings of the Board as well as the Committees are disclosed in the Corporate Governance Report, forming part of this Report.

Significant and Material Orders Passed by the Regulators or Courts

There were no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations. The changes and commitments, if any, which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this report is not material so as to have an affect on the financial position of the Company.

Employees and details of Remuneration:

The statement of disclosure of remuneration under Section 197 of the Act and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("Rules") is provided in Annexure - V forming part of this Report.

The information as per Rule 5(2) and Rule 5(3) of the Rules, forms part of this Report. However, as per first proviso to Section 136(1) of the Act and Second Proviso to Rule 5 of the Rules, the report and financial statements are being sent to the members of the Company excluding the statement of particulars of employees under Rule 5(2) and Rule 5(3) of the Rules. Any member interested in obtaining a copy of the said statement may write to the Company Secretary at the Registered office of the Company. The said statement

is also available for inspection by the members at registered office of the Company during office hours till the date of Annual General meeting.

Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company is committed to providing a safe and conducive work environment to all its employees and associates. The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under these provisions. During the year under review, there were no cases filed / pending for resolution pursuant to the above enactment.

Corporate Governance

In accordance with the provisions of SEBI LODR, the Corporate Governance Report is given in Annexure - VI and forms part of this Report.

Statutory Auditor

At the 63rd AGM held on July 13, 2022, the shareholders of the Company had re-appointed M/s. Brahmayya & Co, Chartered Accountants, as the Statutory Auditor of the Company for a second term of five consecutive years i.e. from the conclusion of the 63rd AGM till the conclusion of 68th AGM of the Company.

The Company has received the eligibility certificate from the said firm confirming that they are not disqualified to continue as Auditor and are eligible to hold office as Auditor of the Company.

Cost Auditor

Pursuant to Section 148 of the Act read with the Companies (Cost Audit and Record) Rules, 2014, the



cost records and the accounts are being maintained by the Company and same are being audited as per the requirement of the Act.

The Board, based on recommendation of the Audit Committee, had appointed M/s. Geeyes and Co., Cost and Management Accountants, to audit the cost records and the accounts maintained by the Company for the financial year ended March 31, 2023. The said firm, based on recommendation of the Audit Committee, it is re-appointed by the Board to conduct the Cost Audit for the year 2023-24 at the remuneration of Rs.7,50,000/- (Rupees Seven lakhs fifty thousand only) excluding applicable taxes and out of pocket expenses. Further, the Act mandates that the remuneration payable to the Cost Auditor is ratified by the members. Accordingly, the resolution seeking shareholders' ratification of the remuneration payable to the Cost Auditor for the financial year 2023-24 is included in the Notice convening the 64th AGM.

Secretarial Audit

Pursuant to the provisions of Section 204 of the Act and the rules framed thereunder, the Company had appointed M/s. S Dhanapal & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the financial year 2022-23.

Further, in terms of Regulation 24A of the SEBI LODR, the secretarial audit report of the Company for the financial year ended March 31, 2023 is given in the Annexure - VII forming part of this report.

Comments on Auditors' report

There were no qualifications, reservations or adverse remarks or disclaimers made by the Cost Auditor, Statutory Auditor and Secretarial Auditor in their respective reports. During the year, there have been no incidents of fraud reported to the Audit Committee in terms of Section 143(12) of the Act.

Safety

Your Company has been continuously working over the past years to become a culturally safety conscious company by inculcating safety culture at all levels. The safety performance review system is conducted by Top Management at unit level, sub-committee level every month across the plants. Employees' involvement in the safety journey viz., safety observation and incident investigation is encouraged for every incident and proper feedback is included in the procedures and standards. The standards and procedures implementation and the effectiveness of implementation are being reviewed by regular scheduled audits. All incidents are investigated and the corrective and preventive actions are horizontally deployed across business units and plants. Your company rewards best safety performers on monthly basis. Best safety observers and best safety supervisor are rewarded once in three months period in the shop floor to encourage the employees involvement in the safety journey. Practical training centers installed across plants to create safety awareness and hands on training during induction period.

All the processes and procedures met the government required protocols for operating the plants during pandemic. These start from the employee's journey to the factory, checking the employees for symptoms (body temperature, oxygen level) at entry and exit, mandating the use of masks and recommending use of face shield, following physical distancing standard around the factory. The Company also has sustained the Standard Operating Procedures (SOP) in the shop floors, the offices and the open areas. Employees who are eligible and permitted are encouraged to get cent percent vaccination and achieved. Your company is dedicated to providing a safe environment for all its employees and contractors.

MD / CFO Certificate

The Managing Director and Chief Financial Officer have submitted a certificate to the Board on the integrity of the financial statements and other matters required under regulation 17(8) of the SEBI LODR.

Energy Conservation, Technology Absorption and Foreign Exchange Earnings & Outgo

The conservation of Energy, Technology Absorption and Foreign Exchange Earnings & outgo as required under Section 134(3)(m) of the Act read with rule 8(3) of the Companies (Accounts) rules, 2014 are provided in Annexure - VIII forming part of this report.

Business Responsibility & Sustainability Report (BRSR)

In terms of amended provisions of Regulation 34(2)(f) of SEBI LODR, the Company has prepared Business Responsibility and Sustainability Report ('BRSR') for the financial year 2022-23 on Environment, Social and Governance (ESG) parameters in the prescribed format and the same is provided in Annexure – IX forming part of this report.

Other disclosures

- a. There are no instances of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions
- b. The details regarding shares and dividend transferred / proposed to be transferred to the Investor Education and Protection Fund (IEPF) and other relevant details in this regard, have been provided in the Corporate Governance section of this Annual Report
- c. The electronic copies of the 64th Annual Report and the Notice Convening the 64th AGM would be sent to all shareholders whose e-mail addresses are registered with the Company or

their respective Depository Participants ('DP') in accordance with the circulars issued by the Ministry of Corporate Affairs ('MCA') read with circulars issued by the SEBI. The full Annual Report is also available on website of the Company and also being disseminated to the stock exchanges.

- d. In compliance with Section 134(3)(a) and 92(3) of the Act, the Annual Return is being uploaded on the Companies website at www.wheelsindia.com.
- e. The Company has complied with the Secretarial Standard, viz., SS-1 on meetings of Board of Directors and SS-2 on General Meetings issued by Institute of Company Secretaries of India (ICSI) read with Section 118(10) of the Act.
- f. As at March 31, 2023, the Company has neither filed any application nor are any proceedings pending under the Insolvency and Bankruptcy Code, 2016.
- g. During the financial year, there was no change in the nature of business of the Company.

Acknowledgement

The Directors wish to thank State Bank of India, Standard Chartered Bank, HDFC Bank, Kotak Mahindra Bank, Axis Bank, Federal Bank, Punjab National Bank and other Banks & financial institutions for their continued support.

Your Company wishes to thank its customers, suppliers and the communities around its plants for their continued support. Your Company continues to have the full co-operation of all its employees. The Directors would like to place on record their appreciation of the efforts of the employees.

On behalf of the Board of Directors

Chennai
May 18, 2023

S Ram
Chairman
DIN: 00018309



Annexure - I

Form no. AOC - 1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of Subsidiaries/Associate Companies/Joint Ventures

Part "A": Subsidiaries

Information in respect of each subsidiary to be presented with amounts Rs. in lakhs

1	Sl. No.	01
2	Name of the subsidiary	WIL CAR WHEELS LIMITED CIN: U35999TN2017PLC116976
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	April 01, 2022 to March 31, 2023
4	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	Not Applicable
5	Share capital	Rs. 500
6	Reserves & surplus	Rs. 4,515.49
7	Total assets	Rs. 25,111.18
8	Total Liabilities	Rs. 20,095.69
9	Investments	NIL
10	Turnover	Rs. 38,153.06
11	Profit before taxation	(Rs. 2,034.96)
12	Provision for taxation	(Rs. 526.34)
13	Profit after taxation	(Rs. 1,508.62)
14	Proposed Dividend	NIL
15	% of shareholding	74
Notes:		Not Applicable
1. Names of subsidiaries which are yet to commence operations;		
2. Names of subsidiaries which have been liquidated or sold during the year.		

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Sl. No.	Name of Associates / Joint Ventures	Axles India Limited CIN: U27209TN1981PLC008630
1	Latest audited Balance Sheet Date	March 31, 2023
2	Shares of Associate / Joint Ventures held by the company on the year end:	
	i. Number	24,24,661 equity shares
	ii. Amount of Investment in Associates/Joint Venture	Rs.2.72 Crores
	iii. Extend of Holding %	9.51
3	Description of how there is significant influence	By virtue of Articles of Association of Axles India Limited
4	Reason why the Associate/Joint Venture is not Consolidated	Not Applicable
5	Net worth attributable to Shareholding as per latest audited Balance Sheet	Rs.20.07 Crores
6	Profit / Loss for the year 2022-23:	
	i. Considered in Consolidation	Rs.4.37 Crores
	ii. Not considered in Consolidation	Rs.41.54 Crores
Notes: 1. Names of associates or joint ventures which are yet to commence operations		Not Applicable
2. Names of associates or joint ventures which have been liquidated or sold during the year		

S RAM
Chairman
DIN: 00018309

SRIVATS RAM
Managing Director
DIN: 00063415

S PRASAD
Director
DIN: 00063667

For **BRAHMAYYA & Co.**
Chartered Accountants
Firm Registration No. 000511S

P Ramesh
Chief Financial Officer
Place : Chennai
Date : May 18, 2023

K V LAKSHMI
Company Secretary

L RAVI SANKAR
Partner
Membership No. 025929

Annexure - II

Deposits

The details relating to Deposits covered under Chapter V of the Companies Act, 2013 (Act) are given below:

Rs. in Crores

Accepted during the year	89.22
Remained unpaid or unclaimed as at the end of the year	4.68
Whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved	
(i) at the beginning of the year;	Nil
(ii) maximum during the year;	Nil
(iii) at the end of the year;	Nil
The details of deposits which are not in compliance with the requirements of Chapter V of the Act	Nil

Annexure - III

Nomination and Remuneration Policy

Preamble

The Company strongly believes that human resources which manage the other resources have infinite potential, and therefore, their development is the key to organizational effectiveness. We commit ourselves to integrate human resources with Organizational growth and development for mutual benefit.

Scope

This Nomination and Remuneration Policy has been formulated in compliance with Section 178 and other applicable provisions of the Companies Act, 2013 ('Act') read with the applicable rules thereto and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR'), as amended.

Objective

- To lay down criteria in relation to appointment and removal of Directors, Key Managerial Personnel ('KMP') and Senior Management.
- To carry out evaluation of the performance of the Directors and remuneration for the Directors, KMPs and other Senior Management.
- To formulate criteria for determining qualification, positive attributes and independence of a Director.

Definitions

"Key Managerial Personnel", in relation to a company, means (i) the Chief Executive Officer or the Managing Director or the Manager; (ii) the Whole-Time Director; (iii) the Chief Financial Officer; (iv) the Company

Secretary and (v) such other officer as may be prescribed under the Act.

"Senior management" shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer."

Policy

The role of the Nomination & Remuneration Committee ("Committee") shall be in accordance with the provisions of the SEBI LODR and the Act and the rules framed thereunder. The Committee constituted by the Board of Directors of the Company, shall identify, ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level. The Committee has powers to decide whether qualification, expertise and experience possessed by a person is sufficient for such position.

A. Appointment

Appointment and Remuneration - Executive Directors

The appointment, payment of remuneration to the Executive Directors shall be in accordance with the



provisions of the Act, as amended from time to time, read with applicable Rules framed under the Act.

Independent Directors

An independent Director shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the Company's business and such other related areas as the Nomination & Remuneration Committee may in its absolute discretion deem fit.

KMPs, Senior Management and other Employees

The Company has an organizational chart displaying the position of Senior Management including KMP and other positions with the minimum qualifications and experience requirements for each positions which commensurate with the size of its business and the nature and complexity of its operations. Any new recruit in the company is to match the requirements prescribed in the organizational chart of the Company.

B. Remuneration

Remuneration of the Directors, KMPs shall be based on and taking in to account the following:

- a) Scope of duties, the role and nature of responsibilities
- b) The level of skill, knowledge and experience of individual
- c) Core performance requirements and expectations of individuals
- d) The Company's performance
- e) Legal and Industrial Obligations
- f) Other parameters as the Company may decide from time to time

Executive Directors: The remuneration (including commission, if any) payable to Executive Director shall be within the overall limits prescribed under the Act and rules made thereunder read with relevant provisions of the SEBI LODR, subject to requisite approval of shareholders, if any. The quantum of remuneration (including commission, if any) to EDs shall be determined by the Board of Directors based

on the recommendations of the Nomination and Remuneration Committee, from time to time.

Non-Executive Directors: They are entitled to receive remuneration by way of sitting fee for attending the meetings of the Board or Committee thereof, within the overall limits prescribed under the Act, and rules made thereunder. Further, the NEDs are entitled to receive Commission on net-profits of the Company in accordance with relevant provisions of the Act and rules made thereunder and the SEBI LODR, subject to requisite approval of shareholders, if any. The quantum of commission payable to NEDs (Independent) and Chairman shall be determined by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee, from time to time.

Senior Management: The Committee shall recommend to the Board, all remuneration in whatever form payable to the Senior Management.

Other employees: The power to decide structure of remuneration for other employees has been delegated to the Human Resources Department of the Company

C. Evaluation

Executive Directors and Non-Executive Directors

The performance of the Board as a whole, of its committees, and of its members shall be evaluated at least once a year keeping in view the objectives of the Company.

The results of board evaluation shall remain confidential between the Chairman and Directors concerned. The evaluation process will be used constructively as a mechanism to improve board effectiveness and maximize strengths.

Independent Directors

The evaluation will be in accordance with Section 149 of the Act read with Schedule IV to the said Act, the rules framed thereunder under the Act. The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated. On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.

KMP and Senior Management

The criteria will be in accordance with the HR guidelines as applicable to the Company from time to time.

Other Employees

The power to decide criteria for evaluation of other employees has been delegated to Human Resource department of the Company.

D. Deviation from this policy

Deviations on elements of this policy in extraordinary circumstances, when deemed necessary in interest of the Company, will be made if there are specific reasons to do so in individual cases.

Criteria for Evaluation

Criteria for Evaluation of the Board and Non-Independent Directors at a separate meeting of the Independent Directors.

a) Composition of the Board and availability of multi-disciplinary skills

Whether the Board comprises of Directors with sufficient qualifications and experience in diverse fields to make the Company a pioneer in its area of operations.

b) Commitment to good corporate governance practices

1. Whether the Company practices high ethical and moral standards
2. Whether the Company is fair and transparent in all its dealings with stake holders.

c) Adherence to regulatory compliance

Whether the Company adheres to the various government regulations, Local, State and Central in time.

d) Track record of financial performance

Whether the Company has been consistently recording satisfactory and profitable financial performance year on year adding to shareholder value. Whether the Company is transparent in all its disclosures on financial data.

e) Grievance redressal mechanism

Whether a proper system is in place to attend to the complaints/ grievances from the shareholders,

depositors, customers, employees and others, quickly and fairly.

f) Existence of integrated Risk Management system

Whether the Company has an integrated risk management system to cover the Business risks.

g) Use of modern technology

Whether the Company has a system for periodical technology upgradation in respect of IT hardware / software, production processes and engineering, designing capabilities, innovation and increasing its technology deployment to meet the requirements of its customers in various industry segments.

h) Commitment to CSR

Whether the Company is committed to social causes and CSR and whether there is a system to identify, finance and monitor such social activities.

Criteria for evaluation of Chairman at separate meeting of Independent Directors

- a) Leadership qualities
- b) Standard of integrity
- c) Understanding of macro & micro economic and industry trends
- d) Public relations
- e) Future vision and innovation

Criteria for evaluation of Independent Directors by the entire Board

- a) Qualifications & experience
- b) Standards of integrity
- c) Attendance in Board Meetings/ AGM
- d) Understanding of Company's business
- e) Value addition in Board Meetings

Criteria for evaluation of the Audit committee by the Board

- a) Qualification & experience of members
- b) Depth of review of financial performance
- c) Overview of audit & inspection
- d) Review of regulatory compliance
- e) Fraud monitoring



Annexure - IV

Annual Report on CSR Activities for the financial year 2022-23

1.	A brief outline of the Company's CSR policy, including overview of project or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs:	The CSR policy of the Company extends to all the CSR activities as covered under Schedule-VII to the Companies Act, 2013 and also covers additional / allied activities as may be notified by the Ministry of Corporate Affairs (MCA), from time to time. The CSR policy is available on the Company's website at https://wheelsindia.com/policies/
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2. The Composition of the CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
a	Mr. Srivats Ram, Chairman of the Committee	Managing Director	2	2
b	Mr. S Viji, Member	Non-Executive & Non-Independent	2	2
c	Mr. S Prasad, Member	Non-Executive & Independent	2	2
d	Mr. Aroon Raman, Member	Non-Executive & Independent	2	1

3.	Provide the web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company	Composition : https://wheelsindia.com/board-of-directors/ Policy & projects : https://wheelsindia.com/policies/
4.	Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.	Not applicable
5.	a. Average net profit of the company as per subsection (5) of Section 135	Rs. 5,298.23 lakhs
	b. Two percent of average net profit of the company as per section 135(5):	Rs.105.96 lakhs
	c. Surplus arising out of the CSR projects or programmes or activities of the previous financial years	NIL
	d. Amount required to be set off for the FY, if any	Rs.10.65 lakhs*
	e. Total CSR obligation for the financial year (5b+5c-5d):	Rs. 95.31 lakhs

6.	a.	Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project).	Rs.95.31 lakhs
	b.	Amount spent in Administrative Overheads	Not applicable
	c.	Amount spent on Impact Assessment, if applicable	Not applicable
	d.	Total amount spent for the Financial Year [(a)+(b)+(c)]	Rs.95.31 lakhs
	e.	CSR amount spent or unspent for the Financial Year	Spent: Rs.95.31 lakhs Unspent: NIL
	f.	Excess amount for set off if any	
	(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	Rs.105.96 lakhs
	(ii)	Total amount spent for the Financial Year	Rs.95.31 lakhs
	(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	Not applicable
	(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	NIL
	(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	NIL
7.	Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years		Not applicable
8.	Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:		No
9.	Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5) of the Companies Act, 2013		Not applicable

*out of excess spent of Rs. 35.49 lakhs in the financial year 2021-2022, Rs.10.65 lakhs is set off for the financial year 2022-23 and the balance Rs. 24.84 lakhs is to be set off in the year 2023-24 and 2024-25.

Chennai
May 18, 2023

Srivats Ram
Managing Director &
Chairman of the CSR Committee
DIN: 00063415

S Prasad
Independent Director &
Member of the CSR Committee
DIN: 00063667



Annexure-I to the CSR report 2022-23

Corporate Social Responsibility Report

Rs. in lakhs

1	2	3	4	5	6	7	8	
Sl. No.	Name of the Project	Items from the list of activities in Schedule VII to the Act	Local Area Yes / No.	Location of the Project State / Project	Amount allocated for the project (in Rs.)	Mode of implementation - Direct (Yes / No)	Mode of implementation - through implementing agency / CSR Regn no.	
							Name	CSR Regn No.
1	Promoting Education by providing financial assistance to deserving and meritorious students and also educational institutions which work for this cause	Education	Yes	Tiruvannamalai, Chennai, Tiruppur, Polur, Vembakkam in Tamil Nadu Ranjangaon / Shirur in Maharashtra	62.44	Yes	Direct and through Implementing Agency	
							A) Rural Self Employment and educational development Society (RSEEDS)	CSR00029494
							(B) Iniya Udaiyam Charitable Trust	CSR00004181
							(C) Tirupur Auxilium Salesian Sisters Society	CSR00024079
							(D) Bro Siga Animation Centre	CSR00004530
							(E) AID INDIA	CSR00000027
							(F) Disha Foundation	CSR00003918
							(G) Nandambakkam Auxilium Salesian Sisters Social Service Society	CSR00003883
							(H) Mazzaello Foundation Educational Trust	CSR00001801
(I) Kaanaginagar Mariyalaya Social Service Society	CSR00005083							
2	Training of farmers/ Agriculture	Rural development projects	Yes	Wardha, Maharashtra Dharmapuri, Tamil Nadu	22.20	No	Implementing agencies	
							a) Dharamitra b) OEFR Foundation	CSR00028382 CSR00042300
3	Promoting Health Care including Preventive Health Care and sanitation/ safe drinking water	Health	Yes	Rampur, Uttar Pradesh Chennai, Tamil Nadu	5.67	Yes	Direct - WIL Rampur	-
4	Protection of National Heritage, Arts and Culture	National Heritage, Arts and Culture	Yes	Kancheepuram and Chennai, Tamil Nadu	5.00	Yes	Direct - WIL Padi	-
TOTAL					95.31			

Chennai
May 18, 2023

Srivats Ram
Managing Director &
Chairman of the CSR Committee
DIN: 00063415

S Prasad
Independent Director &
Member of the CSR Committee
DIN: 00063667

Annexure - V

Disclosure pursuant to Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- a. **Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year;**

	Name of the Director	Ratio to Median Remuneration (times)
a)	Mr. S Ram, Chairman & Non-Executive Director	10.55
b)	Mr. S Viji, Non-Executive Director	0.36
c)	Mr. Srivats Ram, Managing Director	75.99
d)	Mr. S Prasad, Independent Director	2.09
e)	Mr. Aroon Raman, Independent Director	1.37
f)	Mr. R Raghuttama Rao, Independent Director	1.53
g)	Ms. Sumitra Gomatam, Independent Director	0.64
h)	Mr. Rishiksha T Krishnan, Independent Director	0.69

Note:

- The Commission to Mr. S Ram, Non Executive Chairman is based on the approval accorded by the shareholders at the Annual General Meeting held on August 10, 2016. Further, the Commission payable to Non-Executive Chairman shall be subject to the approval of the members at the ensuing Annual General Meeting in accordance with SEBI LODR.
- Mr. S Viji Non-Executive Director is not paid any remuneration other than sitting fee for attending Board and Committee meetings.
- Non-Executive Independent Directors are paid Sitting fees. The Commission to Non-executive Independent Directors for the financial year ended March 31, 2023 will be paid subject to the approval of the shareholders at the ensuing Annual General Meeting of the Company in accordance with SEBI LODR.
- The details of Sitting fees/ commission to Non-Executive directors (Chairman / Independent)are provided in the CG report.

- b. **Percentage increase in remuneration of the following KMPs in the financial year:-**

Mr. Srivats Ram, Managing Director	-5%
*Mr. P Ramesh, CFO	NA
Ms. K V Lakshmi, Company Secretary	21%

**Mr. P Ramesh was appointed as CFO w.e.f. November 01, 2022.*

- c. **Percentage increase in the median remuneration of employees in the financial year** | Increase in the median remuneration of employees in the financial year - 13.13%
- d. **Number of permanent employees on the rolls of Company** | As on 31.3.2023, the Company had 2413 permanent employees on the rolls of the Company

- e. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration - 12.25%**

- f. **Affirmation that the remuneration is as per the remuneration policy of the Company**

The Company affirms that the remuneration is as per the remuneration policy of the Company as approved by the Board of Directors.



Annexure - VI

REPORT ON CORPORATE GOVERNANCE

1. Report on Corporate Governance

Your Company believes that effective Corporate Governance is a product of law, ethics, regulation and voluntary practices that helps in maximizing the stakeholders' value.

2. Board of Directors

The Board has an optimum combination of Executive and Non-Executive Directors. The composition of the Board is in conformity with Regulation 17 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ('SEBI LODR'). As on March 31, 2023, the Board consists of eight (8) Directors, headed by the Chairman as mentioned below.

Sl. No.	Name of the Directors / DIN	Category	No. of Directorship in other public limited Companies in India	No. of Membership in Committees of Boards of other public limited Companies	No. of Chairmanship in Committees of Boards of other public limited Companies
1	Mr. S Ram / 00018309	Non-Executive Chairman	2	Nil	2
2	Mr. S Viji / 00139043	Non-Executive	2	Nil	Nil
3	Mr. Srivats Ram / 00063415	Managing Director	6	2	Nil
4	Mr. S Prasad / 00063667	Independent	6	1	6
5	Mr. Aroon Raman / 00201205	Independent	3	2	Nil
6	Mr. Raghuttama Rao / 00146230	Independent	4	3	Nil
7	Ms. Sumithra Gomatam / 07262602	Independent	Nil	Nil	Nil
8	Mr. Rishikesha T Krishnan / 00064067	Independent	Nil	Nil	Nil

Note:

For the purpose of reckoning Chairmanship / Membership, only Audit Committee and Stakeholders Relationship Committee have been considered in terms of Regulation 26 of the SEBI LODR

Mr. S Ram, Chairman is the father of Mr. Srivats Ram, Managing Director and brother of Mr. S Viji, Non-Executive Director. There is no inter-se relationship among other Directors of the Company.

There are no Alternate Directors on the Board. The woman Director of the Company is an Independent Director. The Committee positions held by the Directors across all Companies in which they are Directors are in accordance with Regulation 26 of the SEBI LODR.

In the opinion of Board, the Independent Directors fulfill the conditions specified in SEBI LODR and the provisions of the Companies Act, 2013 (Act) and are independent of the management of the Company.

All the Directors have complied with the provisions of maximum number of Directorships permitted under the Act read with Regulation 17A of SEBI LODR. The Directors periodically notify the Company about changes in the Directorship / Committee positions as and when they take place. The names of the listed entities (including this Company) and the category of directorship of Directors existing as on March 31, 2023 are as follows:

Name of the Director	Name of the Listed entity	Category of directorship
Mr. S Ram	i. Wheels India Limited	i. Non-Executive-Non-Independent
	ii. India Motor Parts & Accessories Ltd.	ii. Non-Executive-Non-Independent
Mr. S Viji	i. Wheels India Limited	i. Non-Executive-Non-Independent
	ii. Sundaram Finance Limited	ii. Non-Executive-Non-Independent
Mr. Srivats Ram	i. Wheels India Limited	i. Executive Director
	ii. Sundaram Finance Holdings Ltd.	ii. Non-Executive-Non-Independent
	iii. India Motor Parts & Accessories Ltd.	iii. Non-Executive- Non-Independent
	iv. Sundaram Finance Limited	iv. Non-Executive- Non-Independent
Mr. S Prasad	i. Wheels India Limited	i. Non-Executive- Independent
	ii. Sundaram Finance Limited	ii. Non-Executive- Independent
	iii. Sundaram Finance Holdings Limited	iii. Non-Executive- Independent
	iv. India Motor Parts & Accessories Ltd.	iv. Non-Executive- Independent
Mr. Aroon Raman	i. Wheels India Limited	i. Non-Executive- Independent
	ii. Carborundum Universal Limited	ii. Non-Executive- Independent
	iii. Brigade Enterprises Limited	iii. Non-Executive- Independent
	iv. Lakshmi Machine Works Limited	iv. Non-Executive- Independent
Mr. Raghuttama Rao	i. Wheels India Limited	i. Non-Executive- Independent
	ii. Sundaram Finance limited	ii. Non-Executive- Independent
	iii. Latent View Analytics Limited	iii. Non-Executive- Independent
Ms. Sumithra Gomatam	i. Wheels India Limited	i. Non-Executive- Independent
Mr. Rishiksha T Krishnan	i. Wheels India Limited	i. Non-Executive- Independent

Attendance at Board Meetings and last Annual General Meeting (AGM):

During the financial year 2022-23, the Board met five (5) times on May 20, 2022, August 02, 2022, November 01, 2022, January 31, 2023, and March 31, 2023 with requisite quorum present throughout these meetings. The attendance particulars of the Directors are as under:

Name of the Director	No. of Board meetings held during the year	No. of Board meetings attended	Attendance at AGM held on July 13, 2022
Mr. S Ram	5	5	Yes
Mr. S Viji	5	4	Yes
Mr. Srivats Ram	5	5	Yes
Mr. S Prasad	5	5	Yes
Mr. Aroon Raman	5	3	Yes
Mr. R Raghuttama Rao	5	5	Yes
Ms. Sumithra Gomatam	5	2	Yes
Mr. Rishiksha T Krishnan	5	4	Yes

Pecuniary transactions with Non-Executive Directors

During the financial year, there were no pecuniary transactions with Non-Executive Directors.



Chart / matrix setting out the skills / expertise / competence of the Directors

The Board comprises of qualified members who have skills, competence and expertise that allows them to make effective contributions to the Board and Committees. The Board ensures and maintains the highest standards of Corporate Governance. The skills, expertise and competencies of each of the Directors are as follows:

Name of the Director	Skills / Expertise / Competencies
Mr. S Ram	Knowledge on Company's businesses, policies and culture (including the Mission, Vision and Values) major risks / threats and potential opportunities and knowledge of the industry in which the Company operates
Mr. Srivats Ram	Knowledge on Company's businesses, policies and culture (including the Mission, Vision and Values) major risks / threats and potential opportunities and knowledge of the industry in which the Company operates. Business Strategy, Decision making, Corporate Governance
Mr. S Viji	Business Strategy, Financial and Management Skills, Decision Making skills
Mr. S Prasad	Business Strategy, Financial and Management Skills, Decision making skills
Mr. Aroon Raman	Financial and Management Skills, Decision making skills
Mr. Raghuttama Rao	Management skills
Ms. Sumithra Gomatam	Technical Skills, Information Technology
Mr. Rishikesh T Krishnan	Strategist, Specialized in the turnaround of the Company's operations / business

3. Audit Committee

Terms of reference

The Audit Committee is governed by the terms of reference which are as defined under the relevant provisions of the Act and SEBI LODR.

Composition, Meetings and Attendance

The composition of the Audit Committee of the Board is in conformity with the requirements of Section 177 of the Act and Regulation 18 of the SEBI LODR. The Committee met seven (7) times during the year on May 20, 2022, July 15, 2022, August 02, 2022, October 17, 2022, November 01, 2022, January 31, 2023 and February 16, 2023 with requisite quorum present throughout these meetings. The Company Secretary acts as Secretary to the Committee.

The details of members and their attendance are as below:

Name	Category	No. of Meetings	
		Held	Attended
Mr. S Prasad, Chairman	Independent Director	7	7
Mr. S Viji	Non-Executive Director	7	6
Mr. Aroon Raman	Independent Director	7	5
Mr. R Raghuttama Rao	Independent Director	7	7

All the recommendations of the Audit Committee during the year, were considered, accepted and approved by the Board. The Chairman of the Audit Committee was present at the last AGM of the Company held on July 13, 2022.

4. Nomination and Remuneration Committee

Terms of Reference

The role of the Nomination and Remuneration Committee ('NRC') is governed by the terms of reference which are as defined under the relevant provisions of the Act and SEBI LODR read with relevant rules framed thereunder.

Composition, Meetings and Attendance

The NRC consists of three Independent Directors constituted in accordance with Section 178 of the Act read with Regulation 19 of the SEBI LODR. The Company Secretary acts as the Secretary to the Committee. The Committee met three (3) time during the year with requisite quorum present throughout these meetings. The details of members and their attendance are as below:

Name	Category	No. of Meetings	
		Held	Attended
Mr. Aroon Raman, Chairman*	Non-Executive and Independent	3	2
Mr. S Prasad	Non-Executive and Independent	3	3
Mr. R Raghuttama Rao	Non-Executive and Independent	3	3

* Mr. Aroon Raman was designated as Chairman of the Committee by the Board of Directors at their meeting held on November 01, 2022.

Remuneration Policy

Remuneration of the Directors, KMP shall be based on their scope of duties, role and nature of responsibilities, level of skill, knowledge and experience, core performance, requirements, the Company's performance and such other parameters as the Company may decide from time to time.

The remuneration for Senior Management and KMP will be decided by the Committee and power to fix the remuneration to other employees has been delegated to the Human Resources Department of the Company. The criteria for making payment to Non-Executive Directors are in accordance with the policy framed by the NRC and the said Policy forms part of the Directors report. The performance evaluation criteria for Independent Directors are also as per the said policy.

The Committee recommended payment of commission not exceeding 1% on the net profits of the Company for the FY 2022-23 to Mr. S Ram, Chairman & Non-Executive Director, and Non-Executive Independent Directors ('NEID') of the Company. Accordingly, the Board of Directors at their meeting held on May 18, 2023 approved payment of commission to Chairman (Non-Executive Director) and NEID of the Company for the FY 2022-23, subject to approval of the members of the Company at the ensuing AGM in terms of relevant provisions of the Act and SEBI LODR.

Further, the Committee, in accordance with the relevant provisions of the Act, recommended payment of commission upto 2% on the net profits of the Company for the FY 2022-23 to Mr. Srivats Ram, Managing Director which will be paid after the adoption of financial statements for FY 2022-23 by the shareholders at



the ensuing AGM. The details of remuneration to the Directors for the year 2022-23 along with details of shares held by the Directors are given below:

Rs. In lakhs

Name of Directors	Salary and allowances	Perquisites / Benefits	Commission **	Contribution to funds	Sitting fees *	No. of Shares held^
Mr. S Ram	-	-	60.00	-	1.20	-
Mr. S Viji	-	-	-	-	2.10	-
Mr. Srivats Ram	230.40	1.12	170.00	38.88	-	53,072 (0.22%)
Mr. S Prasad	-	-	9.00	-	3.15	3,200 (0.01%)
Mr. Aroon Raman	-	-	6.00	-	1.95	-
Mr. R Raghuttama Rao	-	-	6.00	-	2.85	-
Ms. Sumithra Gomatam	-	-	3.00	-	0.70	-
Mr. Rishikesha T Krishnan	-	-	3.00	-	1.00	-

* Sitting fees for the Board / Audit Committee is Rs. 20,000/-, while others Committee meetings and meeting for Independent Directors are Rs.5,000/- and Rs.10,000/- respectively for attending each meeting.

** Commission to Non-Executive Independent Directors will be paid subject to the approval of the shareholders at the ensuing AGM. Commission to Chairman will be paid after the adoption of financial statements for FY 2022-23 by the shareholders at the ensuing AGM.

^ No shares of the Company were pledged by the Directors. There is no stock option scheme prevailing in the Company

5. Stakeholders Relationship Committee

Terms of reference

The Committee is governed by the terms of reference which are as defined under the relevant provisions of the Act and SEBI LODR.

Composition, Meetings and Attendance

The Committee consists of Mr. S Viji as Chairman, Mr. S Ram and Mr. S Prasad as its members. The Company Secretary is the compliance officer of the Company and acts as the Secretary to the Committee. The Committee met four (4) on June 26, 2022, September 23, 2022, October 12, 2022, and January 01, 2023 which was attended by all the members of Committee and the requisite quorum present throughout these meetings.

The Board had authorized Ms. K V Lakshmi, Company Secretary to approve request for transmission / dematerialization of shares, etc., when received in physical forms. The details of complaints are reported to the Board of Directors in each meeting in accordance with the SEBI LODR. The details of investor complaints for the year are as under:

Number of pending complaints during the start of the financial year	Nil
Number of Shareholders' complaints received during the year	4
Number of complaints resolved during the year	4
Number not solved to the satisfaction of shareholders	Nil
Number of pending complaints	Nil

6. Corporate Social Responsibility Committee

Terms of reference

The Committee is governed by the terms of reference which are as defined under the relevant provisions of the Act and SEBI LODR.

Composition, Meetings and Attendance

The Corporate Social Responsibility Committee (CSR Committee) have been constituted in accordance with relevant provisions of the Act and SEBI LODR. The Chairman of the Committee is an Executive Director and also consists of Non-Executive & Independent Directors as its members.

The Board has accepted all the recommendations of the Committee. The Company Secretary acts as the Secretary to the Committee. The Committee met on twice (2) on April 28, 2022 and July 15, 2022. The requisite quorum was present throughout these meetings. The attendance of each member of the Committee are given below:

Name	No. of Meetings	
	Held	Attended
Mr. Srivats Ram, Chairman	2	2
Mr. S Viji	2	2
Mr. S Prasad	2	2
Mr. Aroon Raman	2	1

7. Risk Management Committee

Terms of Reference

The role of the Committee is in accordance with the relevant provisions of the Act and SEBI LODR.

Composition, Meetings and Attendance

The Board of Directors has constituted the Risk Management Committee ('RMC Committee') in accordance with Regulation 21 of the SEBI LODR. The Company Secretary acts as the Secretary to the Committee. The Committee met on twice (2) on September 01, 2022 and February 25, 2023 with requisite quorum present throughout these meetings. The details of members and their attendance are as below:



Name	Category / Designation	No. of Meetings	
		Held	Attended
Mr. R Raghuttama Rao, Chairman	Independent Director	2	2
Mr. Srivats Ram	Managing Director	2	2
Mr. S Prasad	Independent Director	2	2
Ms. Sumithra Gomatam	Independent Director	2	2
Mr. Shriram Vijayaraghavan	President	2	2

8. Familiarization Program

Pursuant to Regulation 25 of SEBI LODR, the Company is required to conduct various program for the Independent Directors of the Company to familiarize them with their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. The details of such program for familiarization of the Independent Directors are available on the website of the Company at <https://wheelsindia.com/familiarization-program/>.

Independent Directors' Meeting

During the year, two meetings of the Independent Director were convened on December 13, 2022 and March 23, 2023. Further, at the meeting held March 23, 2023, the Independent Directors, inter-alia, evaluated the performance of the Non-Independent Directors, Chairman and the Board of Directors as a whole. The evaluation was done on the basis of attendance, quality of discussion in the meetings, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties. All the Independent Directors attended the said meetings.

9. Shareholders information - Details of Annual / Extraordinary General meetings

Financial year 2021-22	Date	July 13, 2022
	Location	Through Video Conferencing
	Time	10.15 A.M.
	Special Resolution Passed	<ul style="list-style-type: none"> Re-appointment of Mr. S Ram (DIN: 00018309) as director liable to retire by rotation and approval of his continuation on the board Approval for continuation of Mr. S Prasad (DIN: 00063667) as an independent director till the completion of his second term of reappointment Approval for payment of commission to Mr. S Ram (DIN: 00018309), chairman (non-executive) of the company pursuant to SEBI LODR, as amended
Financial year 2020-21	Date	August 04, 2021
	Location	Through Video Conferencing
	Time	10.30 A.M.
	Special Resolution Passed	<ul style="list-style-type: none"> Reappoint Mr. S Viji (DIN: 00139043) as Director liable to retire by rotation and approve his continuation on the Board Approve the payment of commission to Mr. S Ram (DIN: 00018309), Chairman (Non-Executive) of the Company pursuant to SEBI (LODR) Regulations, 2015 as amended

Financial year 2019-20	Date	July 30, 2020
	Location	Through Video Conferencing
	Time	10.00 A.M.
	Special Resolution Passed	<ul style="list-style-type: none"> • Reappointment of Mr. S Ram (DIN: 00018309) as Director liable to retire by rotation and approve his continuation on the Board • Approve continuation of Mr. S Viji (DIN: 00139043) as Non-Executive Director • Approve the payment of commission to Mr. S Ram (DIN: 00018309), Chairman (Non-Executive) of the Company pursuant to SEBI (LODR) Regulations, 2015 as amended

There was no Extra-Ordinary General Meeting or postal ballot during the financial year 2022-23. Further, as per the direction of the Hon'ble National Company Law Tribunal ('NCLT'), vide order dated July 01, 2022, a meeting of equity shareholders and unsecured creditors were held on August 20, 2022 for obtaining the approval of respective stakeholders in connection with the scheme of amalgamation of Sundaram Hydraulics Limited ('SHL') with the Company and their respective shareholders.

10. e-Voting

The Company provides e-voting facility to the shareholders, in respect of the business set out in the Notice convening 64th Annual General Meeting scheduled on July 19, 2023 in accordance with Section 108 & 109 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI LODR. In this regard, the Board of Directors appointed M/s. S Dhanapal & Associates, Practicing Company Secretaries, Chennai as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.

The results of the e-voting for the resolutions to be passed at the 64th AGM along with the Scrutinizer Report will be made available in the Company's website at www.wheelsindia.com

11. Disclosures regarding appointment / reappointment of Directors:

Please refer Annexure to the AGM notice on disclosure regarding appointment / re-appointment of Directors.

12. Vigil mechanism / Whistle Blower Policy

The Vigil mechanism allows the whistle blowers of the Company to report unethical business practices at workplace without any fear of reprisal. The employees are allowed to report, any fraudulent financial or other information to the stakeholders, any conduct that results in the instances of unethical behavior, actual or suspected violation of the Company's Code of Conduct and ethics, which may come to their knowledge. We affirm that no person / personnel have been denied access to the Audit Committee.

The policy framed by the Company:

- encourages the Whistle blowers to report to the Management on any malpractice, wrongful conduct, unethical behavior, fraud, violation of any applicable statute and deviation from the Company's policies;
- ensures timely response to such reports in such a manner to provide complete transparency;
- provides complete protection to the Whistle blowers from any adverse action as a result of such disclosure; and
- builds and strengthens trust in the Company



13. Means of Communication

As per the requirements of Regulation 46 of the SEBI LODR, the quarterly / annual financial results were published in Business Line (English) and Dinamani (Tamil – vernacular) within the stipulated time. The shareholding pattern and other disclosures / filings made pursuant to relevant provisions of SEBI LODR, as applicable, have been uploaded on the websites of the Stock Exchanges and the Company at www.wheelsindia.com.

The Company provides information to the stock exchanges as per the requirements of the SEBI LODR.

Further, the press release, details of investors meet including its transcripts, as applicable, are available on the website of the Company. Also, a dedicated section on the Company's website gives information on unclaimed dividends and other relevant information of interest to the investors / public.

14. Details of Unclaimed Share Certificates

In terms of SEBI LODR, the details of unclaimed shares as on March 31, 2023 are provided below:

Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	8 and 1,907 equity shares of Rs.10/- each respectively
Number of shareholders who approached issuer for transfer of shares from suspense account during the year	Nil
Number of shareholders to whom shares were transferred from suspense account during the year	Nil
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	8 and 1,907 equity shares of Rs.10/- each respectively

The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

15. General Shareholder Information

Date of Annual General Meeting	July 19, 2023
Time	10.15 A.M. (IST)
Venue	Video Conferencing (VC) / Other Audio-Visual Means (OAVM)
Date of Book Closure	July 13, 2023 to July 19, 2023 (both days inclusive)
Dividend Payment Date	Interim Dividend for FY 2022-23 - Rs.3.00 per equity share (30%) paid on February 24, 2023. Final Dividend for FY 2022-23 - Rs. 3.97 per share (39.70%) if approved by the shareholders at the AGM will be paid, on or before August 17, 2023.
Approval of financial results / statements (both standalone and consolidated)	Financial Year: April 01, 2023 to March 31, 2024 Quarter ending June 30, 2023 - First week of August 2023 Quarter ending September 30, 2023 - Last week of October 2023 Quarter ending December 31, 2023 - Last week of January 2024 Year ending March 31, 2024 - Last week of May 2024. The above dates are only tentative in nature and may undergo changes based on the administrative / legal requirements

Listing on Stock Exchanges	<p>The equity shares of the Company are listed on the National Stock Exchange of India Ltd. Mumbai (NSE) (Address: Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051).</p> <p>Further, the Company's equity shares have been permitted to trade on Bombay Stock Exchange Limited, (BSE) (Address: Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001) under "Permitted Securities" Category.</p>
Listing Fees	The Company has made payment of listing fee to NSE within the prescribed time period. The shares of the Company were not suspended from trading during the FY 2022-23.
ISIN Code in NSDL and CDSL	INE715A01015
STOCK Code	NSE Symbol: WHEELS BSE Scrip code: 590073
Registrar and Share Transfer Agent	Cameo Corporate Services Limited, "Subramanian Building", No. 1, Club House Road, Chennai - 600 002. Phone: 044 - 28460390; Fax: 044 – 28460129 e-mail ID: investor@cameoindia.com
Share Transfer System	<p>In terms of applicable provisions of Regulation 40(1) of SEBI LODR, securities can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. Hence, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.</p> <p>Further, in terms of SEBI circular dated January 25, 2022, a 'Letter of Confirmation' is being issued to shareholder / claimant in lieu of physical share certificate(s) in cases of request for issue of duplicate securities certificate, claim from unclaimed suspense account, renewal / exchange of securities certificate, transmission, etc.</p> <p>The 'Letter of Confirmation' shall be valid for a period of 120 days from the date of its issuance, within which the request should be made for dematerializing the said securities, failing which the said shares shall be credited to the Suspense Escrow Demat Account of the Company maintained for this purpose.</p>
Dematerialization of shares and liquidity:	<p>According to SEBI guidelines, the shares of the Company are to be traded in the demat form with effect from March 26, 2001. M/s. Cameo Corporate Services Ltd., is the RTA of the Company for establishing connectivity with NSDL and CDSL to facilitate dematerialization of the shares held by the Members.</p> <p>As on March 31, 2023, 99.27 % of the equity shares are held in dematerialized form.</p>



Pattern of Shareholding as on March 31, 2023	Data in statement form – forming part of this Report
Distribution of shareholding as on March 31, 2023	Data in statement form – forming part of this Report
Share Performance	NSE vs Index Graph form - forming part of this Report
Share Price Data – High / Low	NSE – Data in statement form – forming part of this Report
Address for Investors' correspondence	<p>Registrar and Share Transfer Agents:</p> <p>Cameo Corporate Services Limited, “Subramanian Building”, No. 1, Club House Road, Chennai - 600 002, Phone: 044 – 28460390, Fax: 044 - 28460129 e-mail ID: investor@cameoindia.com</p> <p>Investor Correspondence / Compliance Officer Ms. K V Lakshmi, Company Secretary & Compliance Officer Wheels India Limited, Padi, Chennai - 600 050 Phone : 044 -26258511 Extn.: 2320, 044-26257121 e-mail ID : investorservices@wheelsindia.com</p>

16. Plant locations

M.T.H Road, Padi, Chennai - 600050	No. 22 KM Rampur Tanda Road, Post - Tanda Badli, District - Rampur, Uttar Pradesh – 244925	Plot No. C1, MIDC, Ranjangaon Ganpati, Karegaon Village, Shirur Taluk, Pune District, Maharashtra - 412 220
Singaperumal Koil Road, Pondur Village, Sriperumbudur, Kancheepuram District - 602 105	Plot No-56, Sector-11, I.I.E., Pantnagar, Rudrapur, Udham Singh Nagar, Uttarakhand - 263153	Survey No. 13/2 & 13/3 Arakonam Road, Namachivayapuram, Thodukadu Village & Post, Tiruvallur Taluk & District, Tamil Nadu - 602 105
Survey No. 281, Plot No. K-18/2, SIPCOT Industrial Park, Phase - 2, Mambakkam Village, Sriperumbudur, Tamil Nadu - 602105	Survey No. 147/2B & 147/3, GST Road, Pukkathurai Village, Maduranthagam Taluk, Chengalpet District, Tamil Nadu - 603308	Plot No A-6/2, Part C2, C3, C5 & C6, SIPCOT Industrial Park, Gummidipoondi Taluk, Thervoykandigai, Thiruvallur, Tamil Nadu - 601202
No. 102, Sumantherabedu Village, Irungattukotai, Tamil Nadu - 602 117	Plot No. A4/1A pt1, A4/1B, SIPCOT Industrial Park, Thervoykandigai, Gummidiponndi Taluk, Thiruvallur - 601 202	

17. Auditor's Certificate on Corporate Governance

As required in Schedule-V(E) of the SEBI LODR, the Auditor's Certificate is forming part of this report.

18. Shareholding Pattern

Categories of Shareholders	No. of Shares Held	Percentage
Promoters	1,41,33,286	58.73
Directors / Relatives	1,83,995	0.76
Insurance Companies	3,95,538	1.64
Investor Education and Protection Fund (IEPF)	33,204	0.14
Corporate Bodies	12,91,318	5.37
Resident Individuals	32,38,635	13.46
Non-Resident Indians	1,38,760	0.58
Hindu Undivided Families	1,25,441	0.52
Clearing Member	2,079	0.01
Banks	-	0.00
Mutual Funds	44,21,519	18.37
Foreign Portfolio Investor	1,00,783	0.42
TOTAL	2,40,64,558	100.00

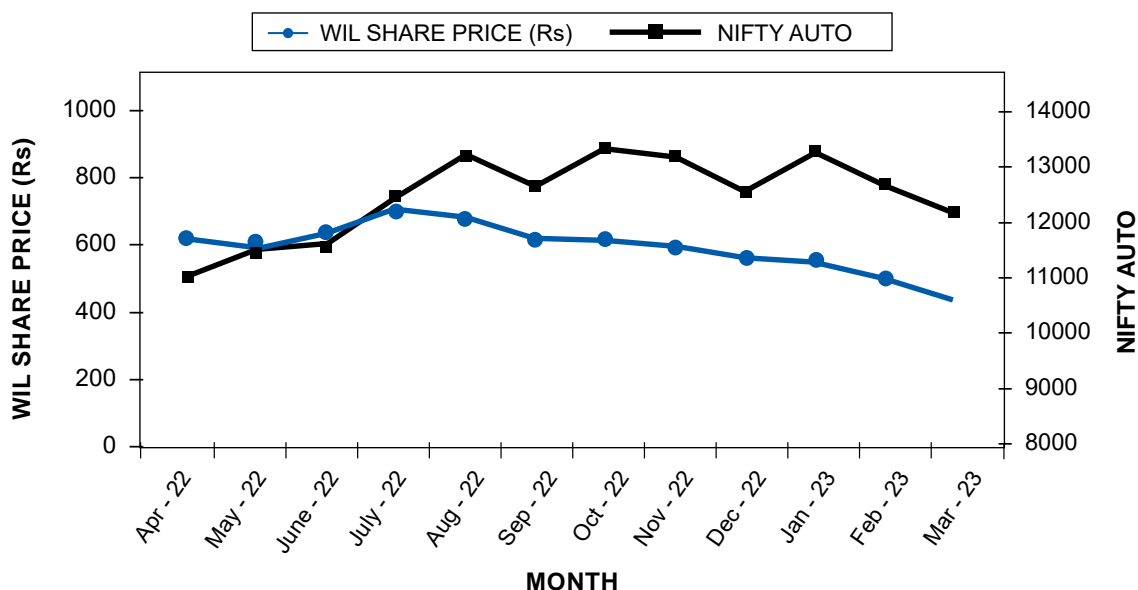
19. Distribution pattern

No. of shares	Shareholders		No. of shares	
	Number	%	Held	%
Upto 500	15,199	92.05	10,81,243	4.49
501 – 1000	668	4.05	5,05,870	2.10
1001 – 2000	320	1.94	4,65,530	1.93
2001 – 3000	130	0.79	3,24,326	1.35
3001 – 4000	63	0.38	2,20,704	0.92
4001 – 5000	35	0.21	1,60,093	0.67
5001 – 10000	50	0.30	3,53,739	1.47
10001 and above	46	0.28	20,95,3053	87.07
Total	16,511	100.00	2,40,64,558	100.00

20. Market price data

FY 2022-23	Quotation at NSE (Rs)	
	High	Low
Month		
Apr-22	635.15	613.65
May-22	613.00	598.20
Jun-22	649.45	630.00
Jul-22	730.15	716.00
Aug-22	696.05	669.15
Sep-22	628.00	603.50
Oct-22	638.05	601.00
Nov-22	610.90	600.50
Dec-22	581.00	572.10
Jan-23	577.00	539.05
Feb-23	510.00	498.35
Mar-23	467.15	445.55

21. Performance in Comparison to Broad Based Indices



22. Unclaimed / unpaid dividend

The details of dividends that are transferable to the Investor Education and Protection Fund (IEPF) on the respective due dates, in accordance with the provisions of Section 124(5) of the Act are as under:

Nature of Dividend	Transferable to IEPF on	Amount as on March 31, 2023 (Amount in Rs.)
Final Dividend 2015-16	15 th September 2023	2,61,750.50
Interim Dividend 2016-17	16 th March 2024	2,82,815.00
Final Dividend 2016-17	15 th September 2024	4,47,264.00
Interim Dividend 2017-18	14 th March 2025	2,62,368.00
Final Dividend 2017-18	19 th September 2025	3,51,540.00
Interim Dividend 2018-19	14 th March 2026	3,53,242.50
Final Dividend 2018-19	18 th September 2026	3,44,436.75
Interim Dividend 2019-20	21 th March 2027	2,88,039.00
Final Dividend 2019-20	4 th September 2027	2,98,085.35
Final Dividend 2020-21	9 th September 2028	1,00,735.00
Final Dividend 2021-22	18 th August 2029	6,46,360.60
Interim Dividend 2022-23	8 th March 2030	2,52,484.00

23. Certificate from Practicing Company Secretary

The Company has received a certificate from the Practicing Company Secretary that none of the Directors of the Company have been debarred or disqualified from being appointed as Director by SEBI / MCA/ or any other statutory authority.

24. Details of credit ratings obtained by the Company are as under:

Credit ratings given by: ICRA Limited

Name of the Instrument	Ratings obtained on June 09, 2022*	Ratings obtained on January 27, 2023
Commercial Paper	-	A2+
Fixed Deposit	A-	A-
Term-loan facilities & fund based / unallocated facilities	-	A-
Short-term Non-fund-based facilities	-	A2+

* In terms of SEBI circular dated July 16, 2021, ICRA has discontinued the medium-term rating scale which was used to assign ratings to the fixed deposit programme of the Company. The migration of the rating has resulted in a change in the rating symbol; however, this is to be construed only as a recalibration of the rating from one scale to another, and not as a reflection of a change in the credit risk of the fixed deposit programme

25. Code of conduct

All Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct approved and adopted by the Board of Directors and the declaration in this regard by the Managing Director is forming part of this Report.

26. Other Disclosures

- i. There were no materially significant related party transactions that may have potential conflict with the interest of listed entity at large. The transactions entered with related parties during the year were in the ordinary course, at arms' length and not in conflict with the interests of the Company
- ii. There was no instance of non-compliance by the Company on any matters relating to the capital markets; nor was there any penalty / strictures imposed by the stock exchanges or SEBI or any other statutory authority on such matters during the last three years
- iii. The policies on material subsidiaries and Related Party Transactions are available on the Company's website at www.wheelsindia.com. The details of transactions entered into with related parties during the year under review have been given in the notes forming part of financial statements and no differential treatment from the Indian Accounting Standards was followed in preparation of the financial statements of the Company.
- iv. Disclosures of Commodity price risk / Foreign Exchange risk and hedging activities:
 - The Board has put in place a risk management policy to manage the risks inter-alia but not limited to risk arising out of foreign currency fluctuations. The Company enters into forward contracts to hedge the foreign currency risks in accordance with the policy
 - The Company's exposure to commodity risk in respect of metal prices is addressed by periodical revision to product prices / pass through of cost as agreed with the customers.
- v. There were no instances of any non-compliance of Corporate Governance report in terms of Part-C (11) of Schedule-V to the SEBI LODR



- vi. The necessary disclosures of compliance with Corporate Governance requirements as specified in regulation 17 to 27 and clauses (b) to (i) of sub regulation (2) of regulation 46 of SEBI LODR have been complied with
- vii. The Company complied with all mandatory requirements prescribed under SEBI LODR
- viii. The details of familiarization program imparted to Independent Directors are hosted on the website of the Company at <https://wheelsindia.com/familiarization-program/>.
- ix. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:
 - a. number of complaints filed during the financial year – Nil
 - b. number of complaints disposed of during the financial year – Nil
 - c. number of complaints pending as on end of the financial year. – Nil
- x. Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm / network entity of which the statutory auditor is a part is given below:

Rs. in Lakhs

Audit Fees	43.00
Tax Audit Fees	6.50
Others	14.32
Reimbursement of expenses	6.00
Total	69.82

- xi. There is no such instance occurred where the Board had not accepted any recommendation of committee of the Board which is mandatorily required, during the financial year under review.
- xii. In terms of regulation 25 of SEBI LODR, the Company has in place policy for Directors and Officers insurance ('D & O insurance') covering all the independent Directors, of such quantum and for such risks which commensurate to the operations of the Company and in line with the industry standards
- xiii. During the year, the Company has not raised any funds through preferential allotment or qualified institutions placement, hence, the details of utilization of funds does not arise.
- xiv. The Company, on a periodical basis, reviews various policies framed under the Act and SEBI LODR and such other statutes, as applicable and amends them based on the requirement to ensure conformity with relevant regulatory changes and industry practices.
- xv. There are no loans and advances provided by the Company or its subsidiary in the nature of loans to any firms / companies in which the directors are interested.
- xvi. During the period, there is no material subsidiary to the listed entity and hence, the details as prescribed under Schedule – V to the SEBI LODR does not apply.
- xvii. In terms of SEBI circulars dated November 03, 2021 and December 14, 2021, the Company has sent communication and reminder letters to the shareholders in connection with the process of having a common and simplified norm for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and nomination, etc.

Code of Conduct Certification

The Board of Wheels India Limited laid down a code of conduct for all Board members and Senior Management. The Code of Conduct has been posted in the Company's website www.wheelsindia.com.

All the Board members and the Senior Management affirmed compliance to the code for the financial year 2022-23.

Chennai
May 18, 2023

Srivats Ram
Managing Director
DIN: 00063415

Auditor's Certificate on Corporate Governance

To the Members of Wheels India Limited

1. We, Brahmayya & Co., Chartered Accountants, the Statutory Auditors of Wheels India Limited ("the Company"), have examined the compliance of Corporate Governance by the Company, for the year ended on March 31, 2023, as stipulated in regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) regulation 46 and para C, D and E of Schedule V of the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015 ["SEBI Listing Regulations"] as amended.

Management's Responsibility

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the SEBI Listing Regulations.

Auditors' Responsibility

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

Opinion

5. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clause (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015 ["SEBI Listing Regulations"] as amended.
6. We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

For **Brahmayya & Co.**,
Chartered Accountants,
Firm Regn No. 000511S

L. Ravi Sankar
(Partner)

Place : Chennai
Date : May 18 2023

Membership No. 025929
UDIN: 23025929BGYJXL5300



Certificate of Non - Disqualification of Directors

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

In pursuance to sub clause (i) of clause 10 of Part C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of **M/S. Wheels India Limited** (CIN: L35921TN1960PLC004175), (hereinafter referred to as “Company”), we hereby certify that:

On the basis of the written representation / declaration received from Directors of the Company and taken on record by the Board of Directors of the Company as on **March 31, 2023**, in our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its Officers, none of the Directors on the Board of the above said Company has been debarred or disqualified from being appointed or continuing as Director of Companies by SEBI / Ministry of Corporate Affairs or any such Statutory Authority.

Ensuring the eligibility for the appointment/ continuity of every Director on the Board is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these based on our verification. This Certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For M/s. S Dhanapal & Associates
(A firm of Practising Company Secretaries)

N Ramanathan
(Partner)

Membership No: F6665

C.P. No.: 11084

UDIN: F006665E000331814

Place : Chennai

Date : 18.05.2023

Annexure - VII

FORM NO. MR-3 SECRETARIAL AUDIT REPORT

For the Financial year ended 31.03.2023

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members,
M/s. WHEELS INDIA LIMITED
Chennai

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. **Wheels India Limited** (CIN: L35921TN1960PLC004175) (hereinafter called the company). Secretarial Audit was conducted based on records made available to us, in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion/understanding thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and made available to us, and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we, on strength of those records, and information so provided, we hereby report that in our opinion and understandings, the Company, during the audit period covering the financial year ended on March 31, 2023 appears to have complied with the statutory provisions listed hereunder and also in our limited review, that the Company has proper and required Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minutes' book, forms and returns filed and other records maintained by the Company and made available to us for the financial year ended on March 31, 2023 according to the applicable provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made thereunder as applicable;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings to the extent applicable;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI ACT') to the extent applicable during the year:-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.

We have also examined compliance with the applicable clauses of the following:

- i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2).
- ii) The Listing Agreements entered into by the Company with National Stock Exchange of India Limited and The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied in accordance with the requirements to be met with the applicable provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above to the extent applicable.

It is represented to us that the company has initiated measures, wherever required, to address issues raised by the statutory authorities and letters/notices received by the Company during the financial year under various enactments as applicable to the company.

We further report that, subject to the above, the related documents that we have come across depict that:

The Board of Directors of the Company is constituted as applicable with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. During the year, there were no changes in the composition of the Board of Directors.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that based on our limited review of the compliance mechanism established by the Company, there appear adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the Company has sought the approval of its members for following major events other than transaction of ordinary business at the Annual General Meeting:

- a. Ratification of remuneration to Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2023;
- b. Approval for reclassification of M/s. T.V. Sundram Iyengar & Sons Private Limited (“TVSS”) from “Promoter and Promoter Group category” to the “Public Category” of the Company.
- c. Approval for re-appointment of Mr. Ram (DIN: 00018309) Director retiring by rotation, being eligible for re-appointment.
- d. Approval for continuance of Mr. S Prasad (DIN: 00063667), Independent Director on the Board of the Company till the completion of his second term of reappointment.
- e. Approval for payment of Commission to Mr. S. Ram (DIN: 00018309), Non-Executive Director during the Financial Year ending 31.03.2023 exceeding fifty percent of the total remuneration.
- f. For approving the scheme of amalgamation of M/s. Sundaram Hydraulics Limited with the Company and their respective shareholders pursuant to order of Hon’ble NCLT, Chennai.

We further report that our Audit was subjected only to verifying adequacy of systems and procedures that are in place for ensuring proper compliance by the Company and we are not responsible for any lapses in those compliances on the part of the Company. The compliance with provisions of applicable laws which have been subject to other audits have not been independently reviewed by us and the reports wherever shown to us have been relied upon in rendering our report.

With respect to the applicable financial laws such as direct and indirect tax laws, based on the information & explanations provided by the management and officers of the Company and certificates placed before the Board of Directors, we report that adequate systems are in place to monitor and ensure compliance.

We further report that we have conducted the secretarial audit whenever required through online verification and examination of records, as facilitated by the company for the purpose of issuing this Report.

For S Dhanapal & Associates
(A firm of Practising Company Secretaries)

S. Dhanapal
(Partner)
FCS 6881
CP No. 7028

Peer Review Certificate No. 1107/2021
UDIN: F006881E000332019

Date : 18.05.2023
Place : Chennai

This Report is to be read with our testimony of even date which is annexed as Annexure A and forms an integral part of this report.



Annexure - A

To
The Members,
WHEELS INDIA LIMITED,
Chennai

Auditor's responsibility

Based on audit, our responsibility is to express an opinion on the compliance with the applicable laws and maintenance of records by the Company. We conducted our audit in accordance with the auditing standards CSAS 1 to CSAS 4 ("CSAS") prescribed by the Institute of Company Secretaries of India ("ICSI"). These standards require that the auditor complies with statutory and regulatory requirements and plans and performs the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the CSAS. Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For S Dhanapal & Associates
(A firm of Practising Company Secretaries)

S. Dhanapal
(Partner)

FCS 6881

CP No. 7028

Peer Review Certificate No. 1107/2021

UDIN: F006881E000332019

Date : 18.05.2023

Place : Chennai

Annexure-VIII

Energy Conservation, Technology Absorption and Foreign Exchange Earnings & Outgo

Conservation of Energy

Your Company continues to ensure energy efficiency at the design stage for new projects executed during the year.

This includes usage of energy efficient transformer, screw air compressor, motors, pumps, variable speed drives, LED lighting and star rated air conditioners.

Your Company has implemented various energy conservation activities across all plant locations.

There is a continuous focus on pneumatic systems within plants, to identify and eliminate leakage points, and also to reduce compressed air consumption.

There has also been focus on reducing heat losses by locating thermal generation source closer to point of usage of thermal energy.

Your company extensively uses renewable energy. For Tamil Nadu plants, approximately 41% of the energy is met by wind energy. There is also a move to increase further the percentage of renewable in the energy mix, going forward.

There are also extensive efforts to reduce water consumption across the plants.

Technology Absorption

Your company has constantly enhancing the competency of the development team and thereby could work on more than 300 development projects in this financial year.

Your company has also continued its focus on intellectual properties. To enhance competitive advantage your company is working on light weighting concepts.

With continued focus on alloy wheels your company has acquired new projects from different OEMs. In the year 2022-23 as technological transformation your company has developed cast flow form wheel for export market. This new technology will enable your company to make alloy wheels with better mechanical properties as well with lower weight.

Also, your company is enhancing design capability by investing in new simulation software and continuing its efforts on digitization.

Your company is developing a new technology for wheel automated tyre inflation system (WATIS). Also, your company has ingeniously developed ECAS (Electronic Controlled Air Suspension) for bus application.

Expenditure incurred on Research and Development

Rs. in Crores

Capital	10.87
Revenue	23.01
Total as a percentage of turnover (%)	0.78

Foreign Exchange Earnings and Outgo:

The foreign exchange outgo to the Company during the year was Rs.473.31 crores and the foreign exchange earned was Rs. 1,116.89 crores.

On behalf of the Board of Directors

Chennai
May 18, 2023

S Ram
Chairman
DIN: 00018309



Annexure - IX

Business Responsibility and Sustainability Report for the Financial Year 2022-23

SECTION A: GENERAL DISCLOSURES

I. DETAILS

1.	Corporate Identity Number (CIN) of the Company	L35921TN1960PLC004175
2.	Name of the Company	Wheels India Limited
3.	Year of Incorporation	1960
4.	Registered office address	No. 21, Patullos Road, Chennai – 600002
5.	Corporate office address	MTH Road, Padi, Chennai – 600050
6.	E-mail id	investorservices@wheelsindia.com
7.	Telephone	044-26258511
8.	Website	www.wheelsindia.com
9.	Financial year for which reporting is being done	2022-23
10.	Name of the Stock Exchange(s) where shares are listed	National Stock Exchange of India Limited (NSE) - WHEELS (Stock Code)
11.	Paid-up capital	Rs. 24,06,45,580
12.	Name and contact details of the person who may be contacted in case of any queries on the BRSR report	Ms. K V Lakshmi, Company Secretary Telephone Number: 044-2623 4320 E-mail ID: lakshmi_kv@wheelsindia.com
13.	Reporting boundary	Disclosures made in this report are on a “Standalone Basis”

II. PRODUCTS/SERVICES

14. Details of business activities

S. No.	Description of main activity	Description of business activity	% of turnover
1.	Manufacturing	Metal and metal products	100%

15. Products/services sold by the entity

S. No.	Product/Service	NIC Code	% of total turnover contributed
1.	Parts & accessories for motor vehicles	29301	67 %
2.	Parts & accessories for machinery / equipment used by construction / mining Industries	28246	24 %
3.	Components for wind turbines	2811	9 %

III. OPERATIONS

16. Number of locations where plants and/or operations/offices of the entity are situated

Locations	Number of Plants	Number of offices	Total
National	13		13
International	-		-

17. Markets served by the entity

a. Number of locations

Locations	Number
National (No. of states)	Pan India
International (No. of countries)	31

b. What is the contribution of exports as a percentage of the total turnover of the entity?

FY 22-23 (Current Financial Year): 22.51%

c. A brief on types of customers

Wheels India is a leading supplier of wheels to manufacturers of commercial vehicles, passenger vehicles, agricultural tractors, and construction equipment. The company supplies steel wheels to all these segments and aluminum wheels to the automotive segments. The company operates 13 plants across the country including two wheel and tire assembly plants. Its customer base is geographically diverse, covering India, the United States, Japan, Europe, Korea, Brazil, UK, Mexico etc. In addition to supplying original equipment customers, the company also sells products in the after-market.

The company is a leading supplier of bus air suspension systems in the country and has a business supplying lift axle suspension system to truck manufacturers. The company has a recognized R&D facility with a NABL accredited laboratory and has design capabilities in the area of wheels and suspension systems.

The company is also a supplier of fabricated and precision machined structural components and hydraulic cylinders for the construction equipment, windmill and railway industries.



IV. Employees

18. Details as on March 31, 2023

a. Employees and workers (including differently abled)

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
EMPLOYEES						
1	Permanent (D)	1813	1777	98%	36	2%
2	Other than permanent (E)	0	0	0	0	0%
3	Total employees (D + E)	1813	1777	98%	36	2%
WORKERS						
1	Permanent (F)	600	600	100%	0	0%
2	Other than permanent (G)	6473	6354	98%	119	2%
3	Total Workers (F + G)	7073	6954	98%	119	2%

b. Differently abled Employees and workers

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
1	Permanent (D)	7	7	100%	0	0%
2	Other than permanent (E)	0	0	0%	0	0%
3	Total Employees (D + E)	7	7	100%	0	0%
DIFFERENTLY ABLED WORKERS						
1	Permanent (F)	9	9	100%	0	0%
2	Other than permanent (G)	0	0	0%	0	0%
3	Total Workers (F+ G)	9	9	100%	0	0%

19. Participation/inclusion/representation of women

S. No.	Particulars	Total (A)	No. and percentage of females	
			No. (B)	% (B/A)
1	Board of Directors	8	1	12.5
2	Key Management Personnel	3	1	33.33

20. Turnover rate for permanent employees and workers

Particulars	FY 2022-23			FY 2021-22			FY 2020-21		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	10.2%	5.6%	10.1%	9.1%	3.2%	9%	7.5%	10.3%	7.6%
Permanent Workers	2%	0%	2%	3.6%	0%	3.6%	3.4%	0%	3.4%

V. Holding, subsidiary and associate companies (including joint ventures)

21. (a) Subsidiary/ Step Down Subsidiary Companies:

Sl. No.	Name of Holding/ Subsidiary/ Associate/Joint Venture (A)	Indicate whether Holding/ Subsidiary/ Associate/Joint Venture	% of shares held by listed entity	Does the entity indicated in column A, participate in the Business Responsibility initiatives of listed entity? (Yes/No)
1	WIL Car Wheels Limited	Subsidiary	74%	No
2	Axles India limited	Associate	9.51%	No

VI. CSR Details

22. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: Yes

(ii) Turnover: ₹43,32,11,36,243

(iii) Net worth: ₹7,13,54,68,365

VII. Transparency and Disclosures Compliances

23. Complaints/grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct (NGRBC)

There is a mechanism to address and redress employee grievances and measures are taken pro-actively to resolve subject related issues / complaint.

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No)	FY 2022-23 (Current Financial Year)			FY 2021-22 (Previous Financial Year)		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	YES*	NIL	NIL	-	NIL	NIL	-
Investors (other than shareholders)	YES**	NIL	NIL	-	NIL	NIL	-
Shareholders	YES	4	NIL	-	NIL	NIL	-
Employees and workers	YES***	NIL	NIL	-	NIL	NIL	-
Customers	YES****	169	2	-	139	NIL	-
Value chain partners	YES	NIL	NIL	-	NIL	NIL	-
Other (please specify)	-	-	-	-	-	-	-



If Yes, then provide web-link for grievance redress policy

<https://wheelsindia.com/wp-content/uploads/policy/business-responsibility-policy.pdf>

* For community engagement and grievances to be handled, company has provided helpdesk register at entrance of the facilities

**For handling grievances from investors and shareholders, company has provided stakeholder relationship committee of board

***For handling various grievances from employees, company has provided internal mechanisms like welfare committee, production committee, canteen committee, helpdesk grievance forms, etc.

****For handling grievances from customers, company has provided customer complaint handling process document QP 18 (ISO 9001, IATF 16949).

24. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk, as per the following format:

S. No.	Material issue identified	Indicate whether risk or opportunity	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Positive/ Negative Implications
1.	Energy management	Opportunity	Power & fuel cost are 4% of WIL turnover hence energy intensity reduction is KPI for business & BRSR/ESG	Energy conservation measures / action plan	Positive impact on profit / financial indicators
2	Waste management	Risk	Regulatory risk & social responsibility	Reduce / Reuse / Recycle Repurpose / Innovations.	Positive impact from the investments pertaining to compliances & pay back
3	Water management	Risk	Water management is a social & environmental responsibility being an UNSDG	Water conservation measures/action plans	Positive impact on profit / financial & ESG ratings
4	Carbon footprint Reduction	Risk	Climate change risk, Global goals under UNFCCC, customer goals	Increasing dependency towards renewable energy (wind, solar) consumption. Also, towards lower GHG emission fuels like PNG / CNG. Afforestation & lower carbon process.	Positive impact on profit / financial & ESG ratings
5	Customer ESG Ratings	Risk	Good ESG ratings facilitate global supply & share of businesses in domestic market	Adoption of NGRBC guidelines/ BRSR aiding good ratings from agencies like Eco Vadis	Increase in market share & revenues for the Company
6	Supply chain ESG	Opportunity	Adoption of ESG in supply chain makes it robust & sustainable	Encouraging to work with MSMEs to implement and abide by the NGRBC guidelines	Positive impact on financials through reliable and effective supply chain

S. No.	Material issue identified	Indicate whether risk or opportunity	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Positive/ Negative Implications
7	Resource efficiency (raw materials-steel & consumables)	Opportunity	Raw material cost constitutes about 70% of WIL turnover hence it is considered as one of KPI in BRSR	Continuous improvement in process and design. Adapting new technology	Positive impact on financials
8	Health & Safety	Risk	Important for employee morale/ relations. Promote job satisfaction & reduce attritionrate. Respect & promote wellbeing of employees	Dupont Methodology & ISO 45001	Employee morale and safety improves performance leading to positive impact on financials.
9	Leadership	Opportunity	Employee attrition is business risk. Build talent pool for future	Training & development, PMS / Remuneration	
10	Data security	Risk	Business risk	Non-Disclosure Agreement with suppliers and employees. IT Policy / Systems	Avoids potential losses

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

The National Guidelines for Responsible Business Conduct (NGRBC) as prescribed by the Ministry of Corporate Affairs advocates nine principles referred as P1-P9 as given below:

P1	Businesses should conduct and govern themselves with integrity in a manner that is ethical, transparent and accountable
P2	Businesses should provide goods and services in a manner that is sustainable and safe
P3	Businesses should respect and promote the well-being of all employees, including those in their value chains
P4	Businesses should respect the interests of and be responsive towards all its stakeholders
P5	Businesses should respect and promote human rights
P6	Businesses should respect, protect and make efforts to restore the environment
P7	Businesses when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent
P8	Businesses should promote inclusive growth and equitable development
P9	Businesses should engage with and provide value to their consumers in a responsible manner



		P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes										
1	a.	Whether your entity's policy/ policies cover each principle and its core elements of the NGRBCs. (Yes/No)^	Y	Y	Y	Y	Y	Y	Y	Y
	b.	b. Has the policy been approved by the Board? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y
	c.	c. Web link of the policies, if available	https://wheelsindia.com/wp-content/uploads/policy/business-responsibility-policy.pdf							
2		Whether the entity has translated the policy into procedures. (Yes / No)	Y	Y	Y	Y	Y	Y	Y	Y
3		Do the enlisted policies extend to your value chain partners? (Yes/ No)	Y	Y	N	Y	Y	Y	N	Y
4		Name the national and international codes/ certifications/ labels/ standards		ISO 14001 & IATF 16949	ISO 45001		ISO 14001			ISO 14001 & IATF 16949
5		Specific commitments, goals, targets set by the entity	The company is committed to adhering to a defined set of principles, which serve as key performance indicators (KPIs), in order to fulfill the commitments outlined in its goals and targets. These principles align with global standards and practices such as ISO 9001 (Quality Management System), IATF 16949 (Automotive Quality Management System), ISO 14001 (Environment Management System), ISO 45001 (Occupational Health & Safety), and any relevant customer-specific targets. The company aims to follow this path consistently in line with international standards and practices.							
6		Performance of the entity against specific commitments, goals and targets	As part of the Management Review Meetings (MRM), the Business Unit Heads and the Managing Director conduct monthly reviews of performance goals and targets. During these meetings, the performance tracker is examined, and recommendations for the next steps are provided to personnel or officers. The objective is to achieve these targets either by the next review meeting or by the end of the financial year							

Wheels India has the following policies covering the nine principles:

- Business Responsibility Policy
- Code of Conduct for Directors & Senior management
- Code of Conduct for employees
- Vigil Mechanism
- SH Policy 2017
- Composition of Internal Complaints Committee
- HR Policy
- Quality, Safety, Occupational Health, and Environmental Policy
- Policy on Plastic usage
- Supplier Sustainability Policy
- CSR Policy,
- Cyber Security Policy
- IT Policy
- Data Backup Policy
- Related Party Transactions Policy
- Code of Conduct for Prevention of Insider Trading
- NRC Policy
- Policy for Registrars and Share Transfer Agents (RTA)
- Policy for Preservation of Documents
- Policy for Determination of Legitimate Purpose / Policy for Procedure of inquiry in case of leak of UPSI
- Material Subsidiary Policy
- Dividend Distribution Policy,
- Determination of Materiality of Events / Information

GOVERNANCE, LEADERSHIP AND OVERSIGHT

7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)

Mr. Srivats Ram (DIN: 00063415), Managing Director

Wheels India Limited has looked at business beyond financial goals since inception for sustainability, with a focus on ethical, social, and environmental parameters embedded in the organisational culture. We are committed to implementing the NGRBC (national guidelines for responsible business conduct) mandated by SEBI through the BRSR format this year.

We believe strong corporate governance is at the core of achieving organisational objectives. Policies and procedures are continuously reviewed for adequacy and updated for legal compliance and enhanced governance.



Our people-centric philosophies promote the well-being and human rights of all employees beyond statutory compliance. Employee engagement and development, as well as health and safety, are paramount in our operations. As a socially responsible organisation, we work with communities in the fields of education, health and hygiene, agriculture, empowerment of women through skill development, national heritage, etc. The beneficiaries of our CSR (Corporate Social Responsibility) activities are mostly vulnerable and marginalized sections, like children in rural or backward areas or slums, small and marginal farmers, underprivileged and unemployed youth, and women. We are planning to promote employee engagement as CSR volunteers to embed social responsibility in the organisational culture.

We are also committed to the climate change goals of the nation. We have to work towards meeting the ESG goals of our global and domestic customers. We are continuously reducing greenhouse gas (GHG) emissions and carbon footprints by deploying energy conservation projects, switching to greener fuels like PNG, EVs, afforestation, and new process technologies and innovations. 26.5% of our electricity comes from renewable energy, which we plan to scale up to 75% over the next 3 - 4 years. We are practising reduce, reuse, recycle, and repurpose (4Rs) concepts in our operations, which will be intensified to minimise disposal to landfills. Resource efficiency is a key focus area through continuous improvements in input material yields and the light weighting of wheels through product and process engineering. Water conservation and recycling is another focus area for Wheels India to meet and exceed regulatory requirements.

The 2022–23 BRSR will be the steppingstone and base line for our ESG road map as we strive to move from essential to leadership mode on all indicators.

8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility & Sustainability (BRSR) Policy

Mr. Srivats Ram (DIN: 00063415), Managing Director

9. Does the entity have a specified committee of the board/ director responsible for decision making on sustainability related issues? (Yes/ No). If yes, provide details

Yes, Managing Director is the authority responsible for decision making on sustainability related issues with inputs from BU Heads, Functional Heads & BRSR CFT (Cross Functional Team).

10. Details of Review of the National Guidelines on Responsible Business Conduct (NGRBC)

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency: Annually (A) / Half yearly (H) / Quarterly (Q) / Any other – please specify								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies & follow up action	Y	Y	Y	Y	Y	Y	Y	Y	Y	A	M	M	Q	A	Q	Q	Q	M
	Policies reviews are conducted by internal audit teams, Statutory auditors / Audit committee, MD & BU Heads.																	

Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	Y	Y	Y	Y	Y	Y	Y	Y	Y	A	M	M	Q	A	Q	Q	Q	M
	YES - BVC for ISO 9001, ISO 14001, ISO 45001, IATF 16949, Internal audit teams / Audit committee										Policies reviews are conducted by internal audit teams, Statutory auditors / Audit committee, MD & BU Heads							

11. Has the entity carried out independent assessment/evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	P1	P2	P3	P4	P5	P6	P7	P8	P9
	Yes, the entity has carried out independent assessment/evaluation of the working of its policies by Bureau Veritas under ISO 9001, IATF 16949, ISO 14001, ISO 45001								

12. If answer to question (1) above is “No” i.e. not all principles are covered by a policy, reason to be stated:

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)	NA								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

SECTION C: PRINCIPLE-WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as “Essential” and “Leadership”. While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.



Principle 1 : BUSINESSES SHOULD CONDUCT AND GOVERN THEMSELVES WITH INTEGRITY AND IN A MANNER THAT IS ETHICAL, TRANSPARENT AND ACCOUNTABLE

Essential Indicators

1. Percentage coverage by training and awareness programs on any of the principles during the financial year

Segment	Total number of training and awareness programs held	Topics / principles covered under the training and its impact	% of persons in respective category covered by the awareness programs
Board of Directors	*	*	*
Key Managerial Personnel (KMP)	*	*	*
Employees other than BoDs/ KMP	8	Coverage of all Principles, Core elements & Indicators	100% of process owners
Workers	493	Safety, Health & Environment	100%

* Board committee members, Directors & KMPs are regularly familiarized and updated on economic, environmental, social & governance matters and principles during board committee meetings, board meetings & senior Management presentations

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings with regulators/ law enforcement agencies/ judicial institutions in FY23

Monetary					
Particular	NGRBC Principle	Name of regulatory/ enforcement agencies/ judicial institutions	Amount (in INR)	Case brief	Has an appeal been preferred? (Yes/No)
Penalty/ Fine	NIL	NA	NIL	NA	No
Settlement	NIL	NA	NIL	NA	No
Compounding fee	NIL	NA	NIL	NA	No

Non-Monetary				
Particular	NGRBC Principle	Name of regulatory/ enforcement agencies/ judicial institutions	Amount (in INR)	Has an appeal been preferred? (Yes/No)
Imprisonment	NIL	NA	NA	No
Punishment	NIL	NA	NA	No

3. Of the instances disclosed in Question 2 above, details of the appeal/revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of regulatory/ enforcement agencies/ judicial institutions
NA	NA
NA	NA

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Yes, WIL has an Anti-corruption and Anti-bribery policy. Below are the relevant details:

Name of Policy	Policy Description	Web-link/URL
Code of Conduct	<p>Yes. Wheels India has incorporated an anti-bribery and anti-corruption policy into its code of conduct, ensuring compliance with India's anti-bribery and anti-corruption laws. This policy firmly emphasizes the company's zero-tolerance stance towards bribery and other forms of corrupt practices. It seeks ethical decision-making and reinforces a culture of transparency across all aspects of the business.</p> <p>The policy outlines the expected behaviour that must be adhered to by all stakeholders and individuals associated with Wheels India. It serves as a guide for upholding the highest standards of integrity and is applicable to everyone connected to the company.</p>	<p>https://wheelsindia.com/code-of-conduct/</p> <p>https://wheelsindia.com/wp-content/uploads/2022/08/business-responsibility-policy.pdf</p>

5. Number of Directors/KMPs/employees against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption

Segment	FY 22-23 (Current Financial Year)	FY 21-22 (Previous Financial Year)
Directors	0	0
KMPs	0	0
Employees	0	0
Workers	0	0

6. Details of complaints about conflict of interest

Particulars	FY 22-23 (Current Financial Year)		FY 21-22 (Previous Financial Year)	
	Number	Remarks	Number	Remarks
Complaints received with respect to conflicts of interest among Directors	0	NA	0	NA
Complaints received with respect to conflicts of interest among KMPs	0	NA	0	NA



7. Provide details of any corrective action taken or underway on issues related to fines/penalties/ action taken by regulators/law enforcement agencies/judicial institutions, on cases of corruption and conflicts of interest.

Fine/Penalty/Action taken on Conflicts of Interest and Corruption	Corrective Action Taken
NIL	NIL

Leadership Indicators

1. Does the entity have processes in place to avoid / manage conflicts of interest involving members of the Board? (Yes / No) If yes, provide details of the same.

Yes/No		
Yes		
Process/Policy Name	Process/Policy Description	Web-link/URL
Code of conduct	Yes. The corporation has a policy on managing conflicts of interest to detect real or prospective conflicts with its directors and employees that may occur throughout its business operations. To reduce and eliminate any conflicts of interest, the corporation has put organisational and administrative procedures in place. Escalation techniques are available together with the proper protections and procedures to manage or prevent disputes.	https://wheelsindia.com/code-of-conduct/

Yes. Process to avoid / manage conflicts of interests involving members of the board is addressed through a) Code of Conduct for Directors and b) Related Party Transactions being duly declared and approved under the statute and company policies before transacting with such entities / individuals.

Principle 2 : BUSINESSES SHOULD PROVIDE GOODS AND SERVICES IN A MANNER THAT IS SUSTAINABLE AND SAFE

Essential Indicators

1. **Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

Type	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)	Details of improvements in environmental & social impacts
R&D	-	-	-
Capex	1.4 %	2.51 %	<ul style="list-style-type: none">• GHG reductions due to transition from LDO to PNG at factory sites.• Energy reductions• Fire safety & working condition Improvements

2. **Does the entity have procedures in place for sustainable sourcing? (Yes/No)**

Yes, the company has established procedures to ensure sustainable sourcing practices. Approximately 80% of the inputs are procured from sustainable sources.

The entity has documented these procedures in their supplier sustainability policy, which outlines the requirements for suppliers in their corporate activities. This policy serves as the foundation for maintaining successful business relationships between suppliers and the organization, emphasizing responsible sourcing of materials.

To maintain high standards, the company screens all business partners based on the Policy dealing with suppliers/vendors. This policy encompasses criteria such as providing high-quality service, compliance with environmental, health, and safety (EHS) regulations, as well as adhering to labor, employee, and human rights regulations. Furthermore, the majority of the workforce is sourced from local areas, ensuring sustainable and responsible sourcing of services.

The policy has mentioned that the company has three procedures for checking on the suppliers by sharing them a Self-Assessment Questionnaire which will be used for analysis. Then it carries out 2nd party audit of the suppliers to ensure that they are meeting the requirements specified in the contract. Furthermore, Sustainability reports of 3rd party audits performed by independent organization such as registrars, certification bodies or regulators.

The company holds certifications under IATF-16949-2016 (Automotive Quality Management System) and Environmental Management Systems (EMS 14001-2015). These certifications, along with the relevant policies, support the implementation of sustainable sourcing activities..



3. Details of policies/processes in place to safely reclaim products for reusing, recycling and disposing at the end of life.

The company has implemented two distinct policies, the EHS policy and the E-waste policy, to address specific environmental concerns. The EHS policy encompasses guidelines for the handling and disposal of plastic waste, including packaging, hazardous waste, and other types of waste. It also outlines the legal requirements associated with these waste materials and emphasizes the importance of compliance with relevant regulations. To ensure alignment with sustainability expectations and customer requirements, the company has a well-documented process/SOP for the usage of materials & packaging in products, aiming for continuous improvement in environmental, social, and governance aspects. Supplier practices are monitored accordingly in accordance with these requirements.

On the other hand, the E-waste policy focuses on the systematic disposal of obsolete computer peripherals such as CPUs, monitors, keyboards, mice, and other internal accessories. The policy establishes a procedure wherein the waste is removed and stored in a designated area known as the “red-tag storage area.” Subsequently, the e-waste is transported to the scrapyards, and proper entries are recorded in the logbook to maintain an accurate record of the disposal process.

4. Details of Extended Producer Responsibility (EPR) and alignment of waste collection plan with EPR plan submitted to Pollution Control Boards.

No		
EPR Applicable/Not Applicable	EPR & Waste Collection Plan Description & Alignment (if applicable)	Addressal of EPR & Waste Collection Plan Alignment (if not achieved)
NA	NA	NA

Leadership Indicators

1. Percentage of recycled/reused input material used in production or for provision of services

Input material	Recycled/Reused material to total material (in %)	
	FY 22-23 (Current Financial Year)	FY 21-22 (Previous Financial Year)
Aluminium	Scrapped Wheels & machining scrap in Cast Aluminum Wheels Unit- 40%	Scrapped Aluminum Wheels in Cast Aluminum Wheels Unit- 40%

2. Reclaimed products and packaging materials (as percentage of total products sold) for each product category

Name & Category of Product/Product Packaging material	Percentage of reclaimed Product/Packaging material
NA	NA

Principle 3 : BUSINESSES SHOULD RESPECT AND PROMOTE THE WELL-BEING OF ALL EMPLOYEES, INCLUDING THOSE IN THEIR VALUE CHAINS

Essential Indicators

1. a. Details of measures for the well-being of employees

Category	% Of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day care facilities	
		No. (B)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No. (E)	% (E/A)	No. (F)	% (F/A)
PERMANENT EMPLOYEES											
Male	1777	1777	100%	1777	100%	NIL	NIL	NIL	NIL	0	0%
Female	36	36	100%	36	100%	36	100%	NIL	NIL	36	100%
Total	1813	1813	100%	1813	100%	36	100%	NIL	NIL	36	100%
OTHER THAN PERMANENT EMPLOYEES											
Male	0	0	0	0	0	0	0	NIL	NIL	0	0
Female	0	0	0	0	0	0	0	NIL	NIL	0	0
Total	0	0	0	0	0	0	0	NIL	NIL	0	0

b. Details of measures for the well-being of workers:

Category	% Of Workers covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day care facilities	
		No. (B)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No. (E)	% (E/A)	No. (F)	% (F/A)
Permanent Workers											
Male	600	600	100%	600	100%	0	0	0	0	0	0
Female	0	0	0%	0	0	0	0	0	0	0	0
Total	600	600	100%	600	100%	0	0	0	0	0	0
Non-Permanent Workers											
Male	6354	6354	100%	6354	100%	0	0%	0	0	0	0%
Female	119	119	100%	119	100%	119	100%	0	0	119	100%
Total	6473	6473	100%	6473	100%	119	100%	0	0	119	100%



2. Details of retirement benefits for the current and previous financial year

Category	FY 2022-23 (Current Financial Year)			FY 2021-22 (Previous Financial Year)		
	No. of employees covered (as a % of total employees)	No. of workers covered (as a % of total workers)	Deducted & deposited with the authority (Yes/No/N.A.)	No. of employees covered (as a % of total employees)	No. of workers covered (as a % of total workers)	Deducted and deposited with the authority (Yes/No/N.A.)
PF	100%	100%	Yes	100%	100%	Yes
Gratuity	100%	100%	Yes	100%	100%	Yes
ESI	100%	100%	Yes	100%	100%	Yes

3. Accessibility of workplaces

Are the premises/offices accessible to differently abled employees as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes, Wheels India is committed to creating an inclusive work environment that provides accessible infrastructure for all employees, particularly those with disabilities. The company firmly believes in offering equal opportunities to individuals, irrespective of their race, caste, sex, gender, religion, color, country, or disability.

To facilitate easy movement and access for individuals with disabilities, all corporate offices of Wheels India are equipped with wheelchair, ramps and accessible washrooms. These provisions make it more convenient for visitors and employees with disabilities to navigate the premises. In compliance with the Rights of Persons with Disabilities Act, 2016, Wheels India has made appropriate arrangements to ensure that individuals with disabilities can carry out their employment without any hindrances, thanks to the presence of accessible infrastructure.

4. Details of any equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

WIL does not have an equal opportunity policy; however sufficient provisions are made for accessibility of disabled personnel to factory sites to carry out their respective roles with sufficiency.

5. Return to work and retention rates of permanent employees that took parental leave.

Gender	Permanent employees		Permanent Workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	NA	NA	NA	NA
Female	NA	NA	NA	NA
Total	NA	NA	NA	NA

*Wheels India does not have provision for parental leave to its employees and workers

6. Is there a mechanism available to receive and redress grievances for the following categories of employees? If yes, give details of the mechanism in brief.

The company has established a grievance mechanism for permanent employees to address any concerns they may have. It ensures that grievances and inquiries forwarded by employees and workers are promptly attended to without any potential risks. The same level of support is extended to permanent workers as well. However, for workers who are not classified as permanent, there is access to the HR helpdesk. They can obtain grievance forms from the HR office and submit them either in person or online. Each factory also has its own HR department, which plays a crucial role in addressing grievances for both employees and workers, ensuring a fair and effective grievance redressal process.

7. Membership of employees in association(s) or unions

Category	FY 22-23 (Current Financial Year)			FY 21-22 (Previous Financial Year)		
	Total employees/ workers (A)	No. of employees workers who are part of Association(s) or Union (B)	% employees/ workers (B/A)	Total employees/ workers (C)	No. of employees/wor ers who are part of Association(s) or Union (D)	% employees/ workers (D/C)
Permanent Employees						
Male	NA					
Female						
Total						
Permanent Workers						
Male	600	600	100%	603	603	100%
Female	0	0	0	0	0	0
Total	600	600	100%	603	603	100%

8. Details of training given to employees

Category	FY 22-23 (Current Financial Year)					FY 21-22 (Previous Financial Year)				
	Total (A)	On health & safety/ wellness measures		On skill upgradation		Total (A)	On health and safety measures/ wellness		On skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (B)	% (B/A)	No. C	% (C/A)
EMPLOYEES										
Male	1777	1777	100%	699	39.33%	1581	1581	100%	1071	67.74%
Female	36	36	100%	36	100%	34	34	100%	30	88.23%
Total	1813	1813	100%	735	40.5%	1615	1615	100%	1101	68.17%
WORKERS										
Male	6954	6954	100%	723	10.4%	6286	6286	100%	1317	21%
Female	119	119	100%	0	0	134	134	100%	0	0
Total	7073	7073	100%	723	10.22%	6420	6420	100%	1317	20.5%



9. Details of performance and career development reviews of employees

Category	FY 22-23 (Current Financial Year)			FY 21-22 (Previous Financial Year)		
	Total (A)	Covered No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
Employees						
Male	1777	1777	100%	1581	1581	100%
Female	36	36	100%	34	34	100%
Total	1813	1813	100%	1615	1615	100%
Workers						
Male	600	600	100%	603	603	100%
Female	0	0	0%	0	0	0%
Total	600	600	100%	603	603	100%

10. Details of health and safety management system:

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, please provide details of coverage for the system?

Yes, the company ensures that its employees are protected under an occupational health and safety management system. This coverage is provided through various means such as ESI (Employee State Insurance), company insurance, workmen compensation policy, and group insurance policy.

To prioritize the well-being of employees, the company operates an occupational health center that offers a range of services. These services include employee medical care, counseling, conducting awareness programs, participating in health audits, walkthrough surveys, canteen surveys, pre-employment examinations, periodical examinations, first aid, and health promotional activities, among others. These initiatives reflect the company's commitment to maintaining a safe and healthy work environment for its employees.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

There are multiple processes in place to ensure a safe working environment and address work hazards. For instance, routine activities are subjected to JSA (Job Safety Analysis) and HIRA (Hazard Identification and Risk Assessment) protocols. Non-routine activities require a work permit system with a risk analysis. The entity also emphasizes the importance of noting safety observations to analyze and address potential hazards.

Even during times of heightened caution, such as the COVID-19 pandemic, the company implemented various measures. Routine cleaning and sanitization of factories were scheduled regularly. Workforce members were screened for symptoms, and temperature monitoring was conducted. Health standards, including physical distancing, were strictly enforced. Moreover, standard operating procedures were reinforced for offices, shop floors, and other accessible areas.

c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)

Yes, a safety meeting is held to address the safety concerns raised by workers on the shop floor. These concerns are thoroughly discussed and appropriately resolved to ensure the provision of the safest possible work environment for employees and related staff. Additionally, there is a system in place to capture near-miss incidents reported by all employees, and these incidents are promptly addressed.

Furthermore, Wheels India Limited (WIL) has implemented a safety action plan for employees known as Switch on 2 S.A.F.E (Safety Action for Employees). This plan empowers workers to assess, observe, and report unsafe conditions within the workplace, fostering a proactive approach to safety. Through the S.A.F.E program, employees have direct access to contribute to the overall safety culture of the organization.

d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Yes, Utilizing occupational health centre and the in panel medical clinics.

11. Details of safety related incidents

Safety Incident/Number	Category	FY 22-23 (Current Financial Year)	FY 21-22 (Previous Financial Year)
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	NIL	NIL
	Workers	0.21	0.24
Total recordable work-related injuries	Employees	4	4
	Workers		
No. of fatalities (safety incident)	Employees	NIL	NIL
	Workers		
High consequence work-related injury or ill- health (excluding fatalities)	Employees	NIL	NIL
	Workers		

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

Wheels India has established four committees, each chaired by a top management individual, to oversee and address specific areas of focus. The Managing Director (MD) holds the responsibility of reviewing the progress made by these committees during the monthly Apex committee meeting. Additionally, the Mid Apex committee meetings are conducted twice a month to ensure continuous monitoring and evaluation.

The four committees are dedicated to Safety Observation, Incident Investigation, Procedure and Performance Standards, and Training and Communication. These committees work collectively to develop and implement various standards and procedures for both routine and non-routine activities, ensuring a comprehensive approach to workplace safety.



In addition to these committees, Welfare and Union committee meetings are held regularly. These meetings provide a platform for shop floor representatives to voice their concerns regarding workplace safety and address any other employee grievances. This enables effective communication and facilitates the resolution of issues in a timely manner.

13. Number of complaints on working conditions and health and safety made by employees

Category	FY 22-23 (Current Financial Year)			FY 21-22 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	NIL	NIL	-	NIL	NIL	-
Health & Safety	NIL	NIL	-	NIL	NIL	-

14. Assessments for the year

	% of your plants and offices that were assessed (by entity or statutory authorities or 3rd parties)
Health and safety practices	Once in six months inspection is being done by DISH (Directorate of Industrial Safety and Health)
Working Conditions	Once in six months inspection is being done by DISH (Directorate of Industrial Safety and Health)

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health and safety practices and working conditions.

Safety Incident / Risk / Concern	Corrective Action(s) Taken/Underway
NIL	NIL
NIL	NIL

Leadership Indicators

1. Provision of life insurance/any compensatory package in the event of death of (A) employee (Y / N) (B) worker (Y / N)

Employees	Yes
Workers	Yes
Death due to accident is covered under Group Personal Accident (GPA) policy for all employees / workers. In case of death due to other causes, company offers significant ex-gratia compensation as standard practice and favorably considers offer of employment to spouse / dependent of deceased employee on a case-by-case basis.	

2. Provide the number of employees / workers having suffered high consequence work-related injury / ill-health / fatalities (as reported in Q11 of Essential indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment

Particulars	Total No. of affected Employees/Workers		No. of employees/workers who have been rehabilitated/placed in suitable employment/whose family members have been placed in suitable employment	
	FY 22-23 (Current Financial Year)	FY 21-22 (Previous Financial Year)	FY 22-23 (Current Financial Year)	FY 21-22 (Previous Financial Year)
Employees	Though not applicable during the reporting period, in the past, company has rehabilitated employees / workers suffering high consequence work related injury / ill health / fatalities by offering work more suitable to victims or offered suitable employment to their family members.			
Workers				

PRINCIPLE 4 : BUSINESSES SHOULD RESPECT THE INTERESTS AND BE RESPONSIVE TO ALL ITS STAKEHOLDERS

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

Wheels India has mapped the following internal / external stakeholders as a part of sustainability initiatives: The company has identified key stakeholder groups based on their impact on its operations and working to engage with them, understand their interests, meet legitimate expectations, and address their concerns. The key stakeholder groups identified are investors & shareholders, customers, employees and workers, suppliers & vendors, communities & government bodies.

2. Details of stakeholder groups identified as key for the entity and the frequency of engagement with each stakeholder group

Key Stakeholders	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Others	Frequency of engagement (Annually/ Half yearly/ Quarterly/ Others- please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Customers	No	Emails, website, face to face meetings, customer satisfaction surveys	Periodically	Customer satisfaction, cover all aspects like quality, cost, delivery, business plans etc.
Investors & shareholders	No	Notices, newspapers, e-mails, meetings, AGM, Annual report, financial reports, website.	Periodically	Business plan, performance updates, financial reports, dividend



Suppliers & vendor	No	Emails, WhatsApp, meetings, conferences, website	Periodically	Performance review & feedback
Communities	Yes	Engagement with vulnerable & marginalized groups through CSR - site visits through NGOS.	Periodically	CSR initiatives & beneficiary feedback.
Govt Authorities	No	Emails, meetings, seminars	Periodically	Legal/ regulatory/ statutory updates & compliances
Employees	No	Notices, intranet, in-house magazine, website, committee meetings, events & celebrations	Periodically	Company updates, business plan , policies, welfare, grievance redressal & feedback & actions

Leadership Indicators

- 1. Provide the processes for consultation between stakeholders and the Board on economic, environmental and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board**

Processes of consultation/ Communication of consultation feedback to the Board
Company's senior management dialogues with key stakeholders like customers, investors, employees, suppliers, govt. authorities regularly. These dialogues are based on economic, environmental, and social disclosures of material importance. The senior management interacts accordingly and provides feedback to the MD during monthly MRMs (management review meetings), receiving inputs for further actions.

- 2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes/ No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.**

Yes
Engagement with stakeholders has resulted in addressing social and environmental topics like health & safety, working conditions & environment, greenhouse gas emissions, energy conservation, environmental aspects / impacts etc. driving our ESG initiatives. The Company will assess these issues and set a target on each one of them and attain fruitful results.

- 3. Details of instances of engagement with, and actions taken, to address the concerns of vulnerable/ marginalized stakeholder groups.**

Actions taken to address vulnerable/marginalized stakeholder groups
Within communities, in general, Wheels India's CSR activities are focused on addressing issues of some vulnerable / marginalized communities, such as women, children, small farmers, tribals, etc. (elaborated under CSR projects in Principle 8).

Principle 5 : BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS

Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 22-23 (Current Financial Year)			FY 21-22 (Previous Financial Year)		
	Total (A)	No. of employees/ workers covered (B)	% (B/A)	Total (C)	No. of employees/ workers covered (D)	% (D/C)
EMPLOYEES						
Permanent	1813	1813	100%	1615	1615	100%
Other than permanent	0	0	0	0	0	0
Total Employees	1813	1813	100%	1615	1615	100%
WORKERS						
Permanent	600	600	100%	603	603	100%
Other than permanent	6473	6473	100%	5817	5817	100%
Total Workers	7073	7073	100%	6420	6420	100%

2. Details of minimum wages paid to employees and workers:

Category	FY 22-23 (Current Financial Year)					FY 21-22 (Previous Financial Year)				
	Total (A)	Equal to minimum wage (B)	% (B/A)	More than minimum wage (C)		Total (D)	Equal to minimum wage (E)	% (E/D)	More than minimum wage (F)	% (F/D)
EMPLOYEES										
PERMANENT										
Male	1777	0	0%	1777	100%	1581	0	0%	1581	100%
Female	36	0	0%	36	100%	34	0	0%	34	100%
Non-Permanent										
Male	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0
WORKERS										
Permanent										
Male	600	0	0%	600	100%	603	0	0%	603	100%
Female	0	0	0%	0	0%	0	0	0%	0	0%
Non-permanent										
Male	6354	4335	68%	2019	32%	5683	3597	63%	2086	37%
Female	119	64	54%	55	46%	134	98	73%	36	27%



3. Details of remuneration/salary/wages, in the following format:

Particulars	Male		Female	
	Number	Median	Number	Median
Board of Directors (BoD)	7	885000	1	NA
Key Managerial Personnel	2	25500000	1	NA
Employees other than BOD & KMP	1777	570722	36	709355
Workers	600	612835	0	NA

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes, the human resources department in the corporation is overseen by the heads of HR in each of the facilities. In addition, they oversee handling and solving of any problems/issues pertaining to human rights raised by internal and external stakeholders.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues

Wheels India Ltd. has a whistleblower policy to address grievances being faced by their employees without the fear of reprisal. These relates to instances of unethical behavior, actual or suspected, fraud or violation of the Company's code of conduct. There are adequate safeguards such as safeguards against victimization and provide for direct access to the Chairperson of the Audit Committee in exceptional cases. These disclosures must be made within 30 days after the whistleblower is aware. The contact details of the Vigilance Officer are as under: - Name and Address – Secretary to the Managing Director, Wheels India Limited, Padi, Chennai - 600050 Mail ID is vigilmechanism@wheelsindia.com.

All protected disclosures under this policy will be recorded and thoroughly investigated. The Vigilance Officer will carry out an investigation either himself/herself or by involving any other officer of the company/ committee constituted for the same / an outside agency before referring the matter to the Audit Committee of the company.

The Investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit.

6. Number of complaints on the following made by employees

Category	FY 22-23 (Current Financial Year)			FY 21-22 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	NIL	NIL	NIL	NIL	NIL	NIL
Discrimination at workplace	NIL	NIL	NIL	NIL	NIL	NIL
Child Labor	NIL	NIL	NIL	NIL	NIL	NIL
Forced/Involuntary Labor	NIL	NIL	NIL	NIL	NIL	NIL
Wages	NIL	NIL	NIL	NIL	NIL	NIL
Other issues	NIL	NIL	NIL	NIL	NIL	NIL

7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases

The Company has a zero tolerance for discrimination and harassment in any manner and deals with such subjects seriously. No unfair treatment would be meted out on account of any complaint which is received in this regard. The Company condemns any kind of discrimination and harassment being adopted by any one and the same has been covered under the Whistleblower policy and every employee is required to sign off its compliance.

8. Do human rights requirements form part of your business agreements and contracts?

Yes

9. Assessments for the year:

Particulars	% Of offices that were assessed (by entity or statutory authorities or third parties)
Child labor	100%
Forced/ involuntary labor	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%
Others – please specify	100%

10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.

Risk/Concern	Corrective action taken/ underway
NIL	NA
NIL	NA

Leadership Indicators

1. Details of a business process being modified / introduced as a result of addressing human rights grievances / complaints

Whistleblower policy has been rolled out to address grievances being faced by their employees without the fear of reprisal. These relate to instances of unethical behavior, actual or suspected, fraud or violation of the company's code of conduct which also includes the components of human rights. There are adequate safeguards such as safeguards against victimization and provide for direct access to the Chairperson of the Audit Committee in exceptional cases. These disclosures must be made within 30 days after the whistleblower is aware.



2. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

Yes, the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016. Since they have initiated wheelchair facility for the PwD employees and personnel, also they have installed PwD friendly washrooms as well in the facility.

Principle 6 : BUSINESS SHOULD RESPECT AND MAKE EFFORTS TO PROTECT AND RESTORE THE ENVIRONMENT

Essential Indicators

1. Details of total energy consumption (in Gigajoules, GJ) and energy intensity in the following format:

Parameter	FY 22-23 (Current Financial Year)	FY 21-22 (Previous Financial Year)
	GJ	GJ
Total electricity consumption (A)	388953	364186
Total Fuel Consumption (B)	334539	371633
Energy consumption through other source (C)	-	-
Total energy consumption (A+B+C)	723492	735819
Energy intensity per Crore rupees of turnover (Total energy consumption/turnover Rs. in Crores)	167	198.86
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? If yes, name of the external agency.

No independent assessment/evaluation/assurance has been carried out by an external agency

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

Name of site/facility	Targets set under PAT scheme	Remedial action
NA	NA	NA

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 22-23 (Current Financial Year)	FY 21-22 (Previous Financial Year)
	Water withdrawal by source (in kiloliters)	
(i) Surface water	NIL	NIL
(ii) Ground Water	179894	186194
(iii) Third Party Water	76689	75645
(iv) Seawater/Desalinated Water	NIL	NIL

Parameter	FY 22-23 (Current Financial Year)	FY 21-22 (Previous Financial Year)
(v) Others	104138	132798
Total volume of water withdrawal (in kiloliters)	360721	394637
Total volume of water consumption (in kiloliters)	360721	394637
Water intensity per Crore rupees of turnover (Water consumed/turnover)	83.27	107.04
Water intensity (optional) – the relevant metric may be selected by the entity	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? If yes, name of the external agency.

No independent assessment/evaluation/assurance has been carried out by an external agency

4. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

Yes. Domestic effluent is treated in sewage treatment plants and the treated water quality is ensured for recycling in-house in gardens & toilet flushing. Process effluents are treated in conventional effluent treatment plants followed by advanced treatment for re-use in the process. The advanced treatment comprises UV filtration, 3 stage RO, silica treatment, multi-effect evaporators (MEE), agitated thin film dryer (ATFD). Treated water from ATFD is fit for re-use in the process. Rejection from ATFD as powder is disposed as chemical sludge to authorised facilities.

5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 22-23 (Current Financial Year)	FY 21-22 (Previous Financial Year)
NO _x	micrograms/m3	20.59	20.87
SO _x	micrograms/m3	10.61	9.61
Particulate matter (PM10)	micrograms/m3	59.31	58.31
Volatile organic compounds (VOC)	N/A	NA	NA
Hazardous air pollutants (HAP)	N/A	NA	NA
Others – CO	Tons per Year	NA	NA

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, ABC Technolabs India Pvt Ltd (NABL approved lab)



6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 22-23 (Current Financial Year)	FY 21-22 (Previous Financial Year)
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tons of CO ₂ equivalent	24931	28455
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tons of CO ₂ equivalent	64660	58316
Total Scope 1 and Scope 2 emissions per Crore rupees of turnover	Metric tons of CO ₂ equivalent/INR Cr	20.68	23.53
Total Scope 1 and Scope 2 emission intensity (optional). The relevant metric may be selected by the entity	-	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No independent assessment/evaluation/assurance has been carried out by an external agency.

7. Does the entity have any project related to reducing Green House Gas emission? If yes, then provide details.

Green House Gas emission projects:

Wheels India is dedicated to continuously improving its energy intensity, water intensity, and GHG emission intensity.

The company has already utilized wind energy from turbines, amounting to 28,704 MWh, which accounts for 26.5% of its total power consumption. In the coming three to four years, the company aims to significantly increase its reliance on renewable energy sources, primarily wind and solar energy, to meet 70% of its electrical needs.

Energy saving initiatives are implemented across various areas. These include the adoption of variable speed drives for motors, replacing inefficient motors with more efficient ones, downsizing motor capacity when feasible, upgrading lighting systems from inefficient sodium vapor/metal halide to energy-efficient LED lighting, and implementing automatic equipment shutdown during idle periods, among other measures.

The company is also focused on replacing pneumatic equipment such as hoists and grinders with electric alternatives, substituting compressed air blowers with electric blowers, transitioning from pneumatic to hydraulic handling systems, optimizing cylinder sizes, and addressing compressed air leakage points to reduce overall consumption.

Efforts to reduce heat losses have been prioritized by positioning thermal generation sources closer to the points where thermal energy is utilized and optimizing heat sources based on process temperature requirements. Additionally, to minimize GHG emissions, the company has replaced LDO (Light Diesel Oil) with PNG (Piped Natural Gas) at one of its facilities.

8. Provide details related to waste management by the entity, in the following format:

Parameter	FY 22-23 (Current Financial Year)	FY 21-22 (Previous Financial Year)
Total waste generated (in metric tonnes)		
Plastic waste (A)	36.193	42.183
E-Waste (B)	5.8868	2.5
Bio-Medical Waste (C)	0.00555	0.00475
Construction and demolition waste (D)	0	0
Battery For (E)	0.9	0.416
Radioactive waste (F)	0	0
Other Hazardous waste. Please specify, if any. (G) –	1629.229	1422.874
Other Non-hazardous waste generated (H). Please specify, if any.	204.849	228.756
Total (A+B+C+D+E+F+G+H)	1877.063	1696.733
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tons)		
Category of waste		
(i) Recycled	381.89	304.434
(ii) Re-used	2.486	5.969
(iii) Other recovery operations	0	0
Total	384.376	310.403
For each category of waste generated, total waste disposed by nature of disposal method (in metric tons)		
Category of waste		
Incineration	600.09	570.73
Landfilling	687.75	586.84
Other disposal operations	204.849	228.756
Total	1492.69	1386.326

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No independent assessment/evaluation/assurance has been carried out by an external agency.



9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

Waste Management Practices:

- Training sessions are provided to each individual who is involved in the generation of waste regarding the type and quantity of hazardous waste generated and ways to mitigate and handle them.
- The generated hazardous wastes are disposed through authorized recyclers/incinerators and TSDF authorized by state pollution control board.
- Practicing reduce/recycle/reuse concepts.

S. No	Name of the Hazardous waste (with category no.)	Activities for which authorization is required	Process at WIL	Process at Disposal
1.	5.1 - Used or spent oil	Generation, collection, storage and disposal to authorized recyclers	Oil barrels will be separated and kept separately. Will be loaded in truck and disposed after weighment	Will be sent for recycling
2	5.2 - Wastes or residues containing oil	Generation, collection, storage and disposal to pre-processor	Oil residue barrels will be separated and kept separately. Will be loaded in truck and disposed after weighment	Used as an alternate fuel in cement industry
3	12.5 - Phosphate sludge	Common government authorized landfill	Dried sludge from drying bed will be collected in separate PVC barrels and transferred to closed container. Disposed after weighment	Will be treated and sent to landfills
4	20.2 - Spent solvents	Recovery and reuse – captive	Separation using recovery method and reused	WIL will use the scrap for their internal operations
5	21.1 Process wastes, residues, and sludges	Generation, collection, storage and disposal to pre-processor	Oil residue barrels will be separated and kept separately. Will be loaded in truck and disposed after weighment	Used as an alternate fuel in cement industry
6	33.1- Empty barrels/ containers/ liners contaminated with hazardous chemicals/ wastes	Recovery and reuse- authorised recycler	Segre gation will be done. Will be loaded in truck and disposed through weighment	Will be sent for recycling

S. No	Name of the Hazardous waste (with category no.)	Activities for which authorization is required	Process at WIL	Process at Disposal
7	35.1 - Exhaust air or Gas cleaning residue	Common government authorised landfill	Will be collected in separate PVC barrels and transferred to closed container and later disposed after weighing the waste.	Will be sent to the landfills
8	35.3 - Chemical sludge from wastewater treatment	Common government authorised landfill	Dried sludge from drying bed will be collected in separate PVC barrels and transferred to closed container. Later it will be disposed after weighing	Will be sent to the landfills

10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details.

N/A

11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year

N/A

12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment Protection Act and Rules thereunder (Y/N). If not, provide details of all such non-compliances.

Yes, we are compliant with all environmental laws/regulations/guidelines in India.

Leadership Indicators

1. Provide break-up of the total energy consumed from renewable and non-renewable sources, in the following format:

Parameter	FY 22-23 (Current Financial Year)	FY 21-22 (Previous Financial Year)
From renewable sources (in Gigajoules, GJ)		
Total electricity consumption (A)	103336	103892
Total fuel consumption (B)	11693	8055
Energy consumption through other sources (C)		
Total energy consumed from renewable sources (A+B+C) [in Giga Joules (GJ)]	115029	111947
From non-renewable sources (in Gigajoules, GJ)		



Parameter	FY 22-23 (Current Financial Year)	FY 21-22 (Previous Financial Year)
Total electricity consumption (D)	285617	257594
Total fuel consumption (E)	322847	363578
Energy consumption through other sources (F)	-	-
Total energy consumed from non-renewable sources (D+E+F)	608464	621172

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No independent assessment/evaluation/assurance has been carried out by an external agency.

2. **With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.**

Impact on Ecologically Sensitive Areas		Steps/Measures Taken
Direct	Indirect	
NA	NA	NA
NA	NA	NA

Principle 7 : BUSINESSES, WHEN ENGAGING IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A MANNER THAT IS RESPONSIBLE AND TRANSPARENT

Essential Indicators

1. a. **Number of affiliations with trade and industry chambers/ associations.**

We have affiliation with 8 industry chambers/associations.

- b. **List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/affiliated to:**

S. No.	Name of the trade and industry chambers / associations	Reach of trade and industry chambers/ associations (State/National)
1	Madras Chamber of Commerce & Industry	State
2	Confederation of Indian Industry	National
3	Automotive Components Manufacturers of Association (ACMA)	National
4	Society of Indian Automobile Manufacturers	National
5	Madras Management Association	State

S. No.	Name of the trade and industry chambers / associations	Reach of trade and industry chambers/ associations (State/National)
6	Industrial Waste Management Association	National
7	Indo American Chamber of Commerce	International
8	Indo Korean Cultural and Information Centre	International

2. Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities.

NIL

Principle 8 : BUSINESSES SHOULD PROMOTE INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

Essential Indicators

1. **Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

N/A

2. **Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity.**

N/A

3. **Describe the mechanisms to receive and redress grievances of the community.**

Communities are provided with a facility at gate to express their concerns in writing and the concerns are addressed to the respective departments. The departments to which the concerns raised aligns to take necessary actions and reports to the human resources and the legal division.

4. **Percentage of input material (inputs to total inputs by value) sourced from suppliers.**

Particulrs	FY 22-23 (Current Financial Year)	FY 21-22 (Previous Financial Year)
Directly sourced from MSMEs/ small producers	7.98 %	7.94 %
Sourced directly from within the district and neighbouring districts	56.64 %	54.44 %

Leadership Indicators

1. **Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential indicators above)**

NA



2. Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized / vulnerable groups? (Yes / No)

No

Name of the Marginalized / Vulnerable Group Purchased From	Percentage of Total Procurement (by value)
Visually challenged People/Women SHG	0.008%
Kamaraj Blind Welfare works / Iniya Udaiyam Charitable Trust	0.008%

3. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current fiscal), based on traditional knowledge

NA

4. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved

NA

5. Details of beneficiaries of CSR projects

S. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1	Supplementary education program to support primary school education (std 1-8) of underprivileged children in rural / backward areas/villages/slums	2030 children in 50 villages/slums	100%
2	Improving livelihoods of small/ marginal farmers in areas of agrarian distress	504 farmers in 10 villages	100%
3	Livelihood skills & vocational training for underprivileged youth & women for gainful employment	172 youth & women	100%

Principle 9 : BUSINESS SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CONSUMERS IN A RESPONSIBLE MANNER

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

Wheels India has established a structured process for handling customer complaints, which consists of three distinct stages: receiving customer complaints, generating a corrective action report, and conducting a customer complaint analysis report (8D).

To address customer complaints, a team-based approach is utilized. The team collectively identifies and describes the problem, selects and verifies interim (containment) actions, investigates the root cause, and formulates a corrective action plan. The team focuses on implementing and validating the permanent corrective action to ensure that preventive measures are in place to prevent the recurrence of similar issues.

2. Turnover of products and/services as a percentage of turnover from all products/service that carry information about:

	As a percentage to total turnover
Environmental and social parameters relevant to the product	N/A
Safe and responsible usage	N/A
Recycling and/or safe disposal	N/A

3. Number of consumer complaints:

Category	FY 22-23 (Current Financial Year)			FY 21-22 (Previous Financial Year)		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	0	0	-	0	0	-
Advertising	0	0	-	0	0	-
Cyber-security	0	0	-	0	0	-
Delivery of essential services	0	0	-	0	0	-
Restrictive Trade Practices	0	0	-	0	0	-
Unfair Trade Practices	0	0	-	0	0	-
Other	0	0	-	0	0	-

4. Details of instances of product recalls on accounts of safety issues

	Number	Reasons for Recall
Voluntary Calls	0	NIL
Forced Calls	0	NIL

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/ No) If available, provide a web-link of the policy.

Framework/Policy	Web Link
Cybersecurity & Data privacy policy	https://wheelsindia.com/wp-content/uploads/policy/Data-privacy-and-security.pdf

6. Provide details of any corrective actions taken or underway on issues relating to advertising and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

N/A



Leadership Indicators

1. Channels / platforms where information on products and services of the Company can be accessed Platforms for Information on Products and Services:

www.wheelsindia.com

2. Steps taken to inform and educate consumers, especially vulnerable and marginalized consumers, about safe and responsible usage of products and services.

Details on Steps Taken:

NA

3. Mechanisms in place to inform consumers of any risk of disruption / discontinuation of essential services
Details on Mechanisms for notifying Customers:

NA

4. Provide the following information relating to data breaches:

- a. Number of instances of data breaches along with impact

NA

- b. Percentage of data breaches involving personally identifiable information of customers

No. of Data Breaches	Associated Impacts	Percentage of Data Breaches involving personally identifiable information of customers
NA	NA	NA
NA	NA	NA



**STANDALONE FINANCIAL
STATEMENTS 2022-2023**



INDEPENDENT AUDITOR'S REPORT

To the Members of Wheels India Limited Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying standalone Ind AS financial statements of Wheels India Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, and the statement of Profit and Loss (including Other Comprehensive Income), statement of changes in Equity and statement of Cash Flows for the year then ended, and notes to the standalone Ind AS Financial Statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind AS Financial Statements give the information required by the Companies Act, 2013 (the Act) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and Profit and Other Comprehensive Income, changes in Equity and its Cash Flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone Ind AS financial statements

under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter

Effective April 01, 2022, the Company has reassessed the useful life of certain Plant and Machinery which was evaluated by an Independent Chartered Engineer, as mentioned in Note 1 of the financial statements. Consequently, the depreciation for these plant and machinery have been revised on account of this change in accounting estimate, from 1st April, 2022, resulting in a reduction in the charge of depreciation by Rs. 31.86 crores for the accounting year ended March 31, 2023 with a corresponding increase in the profit before tax for the year and increase in written down value of these assets as on 31st March, 2023.

Our opinion is not modified with reference to this change in accounting estimate.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Standalone Ind AS financial statements, as a whole and in forming our opinion thereon and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	How our audit addressed the Key Audit Matter
<p>1. Amalgamation of Sundaram Hydraulics Ltd with the Wheels India Ltd (the Company)</p> <p>The Board of Directors at their meeting held on 7th December, 2021 approved the scheme of Amalgamation of Sundaram Hydraulics Ltd with the company effective 1st October, 2021.</p> <p>After obtaining the requisite approvals as per the directions of the Honourable National Company Law Tribunal, Chennai (NCLT), the company has filed the necessary petitions.</p> <p>The Company is awaiting the directions in this regard from NCLT.</p>	<p>Our Audit procedure, inter alia, included the following:</p> <ul style="list-style-type: none"> • Review of Minutes of the Meetings of the Board of Directors of the Company. • Review of the documentation pertaining to the proceedings of NCLT. • Review of developments in respect of Corporate and Legal Matters. • Discussion with the Company on the Current status. • Review of disclosures in the financial statements.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance Report and Shareholder's Information but does not include the Ind AS financial statements and our auditor's report thereon.

Our opinion on the Standalone Ind AS Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Ind AS Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Ind AS Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management for Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Ind AS Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.



In preparing the Standalone Ind AS Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone Ind AS Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Ind AS Financial Statements.

As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

a) Identify and assess the risks of material misstatement of the Standalone Ind AS Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

d) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

e) Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure A**" to this report a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including the statement of Other

Comprehensive Income, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
- e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**" to this report.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements. Refer Note No.26 (1) (b) of Standalone Ind AS Financial Statements.



(ii) The Company did not have any long-term contracts including long term derivative contracts for which there were any material foreseeable losses.

(iii) There has been no delay in transferring amounts required to be transferred, to the Investor Education and Protection Fund by the Company.

(iv) (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the

like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations as provided under (a) and (b) above, contain any material misstatement.

(v) The final dividend declared and paid by the Company during the year in respect of the previous financial year is in accordance with section 123 of the Act 2013 to the extent it applies to payment of dividend.

The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend proposed is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

(vi) Proviso to Rule 3(1) of Companies (Accounts) Rule, 2014 for maintaining books of accounts using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023 and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules 2014 is not applicable for the financial year ended March 31, 2023

For Brahmaya & Co.,
Chartered Accountants
Firm Regn. No. 000511S

L. Ravi Sankar
Partner

Place: Chennai
Date : May 18, 2023

Membership No. 025929
UDIN: 23025929BGYJXJ7806

“Annexure - A” to the Independent Auditor’s Report Referred to in paragraph 1 under Report on Other Legal and Regulatory Requirements of our report of even date

- (i) a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property Plant and Equipment.
- The Company has maintained proper records showing full particulars of intangible assets.
- b) The Property Plant and Equipment were physically verified by the management during the year, in accordance with an annual plan of verification, which in our opinion is reasonable having regard to the size of the Company and the nature of the Property Plant and Equipment. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- c) The Title deeds of all the immovable properties owned by the company are held in the name of the Company.
- d) The Company has not revalued any of its Property, Plant and Equipment and Intangible Assets during the year.
- e) No proceedings have been initiated during the year or are pending against the company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) a) The inventories have been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable. The discrepancies noticed on verification between the physical stocks and the book records which were not material, have been properly dealt with in the books of account.
- b) The Company has been sanctioned working capital limits in excess of five crore rupees in aggregate from banks during the year on the basis of security of current assets. The quarterly returns or statements filed by the company with such banks are in agreement with the books of account of the Company.
- (iii) Based on our examination of records and according to the information and explanations given to us, the Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties, in respect of which:
- a) The Company has not made any investment and not provided any loans or advances in the nature of loans or stood guarantee, or provided security to any other entity during the year, and hence reporting under clause 3(iii) (a) to 3(iii)(f) of the Order is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the Company has not granted any loan to its directors, covered under Section 185 of Companies Act, 2013. Section 186 of the Companies Act, 2013 is not applicable to the company for the year.
- (v) The Company has accepted public deposits and has complied with the provisions of sections 73



to 76 of the Companies Act or any other relevant provisions of the Act and rules made thereunder.

(vi) The Maintenance of cost records has been specified by the Central Government under subsection (1) of section 148 of the Act in respect of the products manufactured by the Company and we have broadly reviewed the cost records and are of the opinion that, prima facie, the prescribed cost records have been so made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) a) The Company is regular in depositing undisputed statutory dues including goods and service tax, provident fund, employees' state insurance, income tax, and other statutory dues applicable to it during the year with appropriate authorities. According to the information and explanations given to us, there were no undisputed amounts payable in respect of these statutory dues outstanding as at March 31, 2023 for a period of more than six months from the date they became payable.

b) In our opinion and according to the information and explanations given to us, there are no dues of income tax, duty of customs and Goods and Service tax which have not been deposited on account of any dispute. The dues in respect of Service tax which have not been deposited on account of dispute are as follows:

Name of the Statute	Nature of Dues	Amount (Rs. in crore)	Period to which the amount relates	Forum where the dispute is pending	Remarks, if any
Service Tax Act, 1994	Service Tax	5.53	Assessment Year 2009-10 to Assessment Year 2018-19	CESTAT	-

(viii) According to the information and explanation given to us, the company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961, as income during the year. Accordingly, reporting under clause 3(viii) of the order does not arise.

(ix) a) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year. Accordingly, reporting under clause 3(ix)(a) of the order does not arise.

b) According to the information and explanations given to us, the company has not been declared wilful defaulter by any bank or financial institution or government or any government authority. Accordingly, reporting under clause 3(ix)(b) of the order does not arise.

c) In our opinion and according to the information and explanations given to us, the term loans were applied for the purpose for which loans were obtained.

-
- d) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the company, the Company has not utilised the funds raised on short term basis for long term purposes.
- e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary or associate companies. Accordingly, reporting under clause 3(ix)(e) of the order does not arise.
- f) According to the information and explanations given to us, the company has not raised loans during the year on the pledge of securities held in its subsidiary or associate companies. Accordingly, reporting under clause 3(ix)(f) of the order does not arise.
- (x) a) In our opinion and according to the information and explanations given to us, the Company has neither raised during the year any money by way of initial public offer or further public offer (including debt instruments). Accordingly, reporting under clause 3(x)(a) of the order does not arise.
- b) In our opinion and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares/ fully or partly or optionally convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the order does not arise.
- (xi) a) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud by the Company or no fraud on the Company has been noticed or reported during the course of our audit.
- b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- c) As represented to us by the Management, there have been no whistle blower complaints received by the Company during the year.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company as per provisions of the Companies Act, 2013. Accordingly, reporting under clause 3(xii)(a),(b),(c) of the Order does not arise.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, all transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act, where applicable and details of such transactions have been disclosed in the Ind AS financial statements as required by the applicable accounting standards.
- (xiv) a) In our opinion and based on our examination, the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- b) We have considered the internal audit reports of the company issued during the year April 01, 2022 to March 31, 2023.



(xv) According to the information and explanations given to us and based on our examination of the records of the Company during the year, the Company has not entered into non-cash transactions with directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the company. Accordingly, reporting under clause 3(xv) of the order does not arise.

(xvi) a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.

b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

(xvii) The Company has not incurred cash losses during the current year covered by our audit and the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors of the Company during the year. Accordingly reporting under clause 3(xviii) of the order does not arise.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come

to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

(xx) a) There is no unspent amount towards Corporate Social Responsibility (CSR) projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.

b) There are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of Companies Act. Accordingly, reporting under clause 3(xx)(b) of the Order is not applicable for the year.

For Brahmayya & Co.,
Chartered Accountants
Firm Regn No. 000511S

L. Ravi Sankar
Partner

Place: Chennai
Date : 18 May, 2023

Membership No. 025929
UDIN: 23025929BGYJXJ7806

“Annexure - B” to the Independent Auditors’ Report Referred to in paragraph 2(f) under Report on Other Legal and Regulatory Requirements of our report of even date

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **Wheels India Limited** (“the Company”) as of March 31, 2023 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (“the Guidance Note”) issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (“the Act”).

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note issued by ICAI and the Standards on Auditing issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for



our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including

the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal financial control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For Brahmayya & Co.,
Chartered Accountants
Firm Regn No. 000511S

L. Ravi Sankar
Partner

Place: Chennai
Date : 18 May, 2023

Membership No. 025929
UDIN: 23025929BGYJXJ7806

Balance Sheet as at

Rs. in Crores

PARTICULARS	Note	31 st March 2023	31 st March 2022
I ASSETS			
1. Non-current assets			
a) Property, Plant and Equipment	1	851.12	744.32
b) Capital work-in-progress	2	70.15	85.25
c) Other Intangible Assets	3	2.46	2.73
d) Right of Use Assets	4	18.75	25.37
e) Financial Assets			
i) Investments	5	14.24	14.24
ii) Others	6	21.30	19.97
f) Other Non Current Assets	7	9.46	18.62
		987.48	910.50
2. Current assets			
a) Inventories	8	810.48	769.58
b) Financial Assets			
i) Trade receivables	9	815.66	868.23
ii) Cash and cash equivalents	10a	3.54	2.35
iii) Bank Balances other than (ii) above	10b	0.39	0.47
iv) Others	11	5.23	6.80
c) Other Current asset	12	144.54	171.25
		1,779.84	1,818.68
TOTAL		2,767.32	2,729.18
II. EQUITY AND LIABILITIES			
Equity			
a) Equity Share Capital	13	24.06	24.06
b) Other Equity	14	689.48	651.05
		713.54	675.11
Liabilities			
1. Non-current liabilities			
a) Financial Liabilities			
i) Borrowings	15	183.51	237.67
(ia) Lease Liabilities	16	10.78	17.01
b) Provisions	17	5.93	5.64
c) Deferred tax liabilities (Net)	18	58.30	50.39
		258.52	310.71
2. Current liabilities			
a) Financial Liabilities			
i) Borrowings	19	538.04	573.39
(ia) Lease Liabilities	21	9.92	9.68
ii) Trade payables			
A) total outstanding dues of micro enterprises and small enterprises; and	20	80.30	74.03
B) total outstanding dues of creditors other than micro enterprises and small enterprises	20	948.53	885.78
iii) Others	22	32.36	33.83
b) Other current liabilities	23	144.05	131.50
c) Short-term provisions	24	32.50	28.08
d) Current Tax Liabilities (Net)	25	9.56	7.07
		1,795.26	1,743.36
TOTAL		2,767.32	2,729.18
Significant Accounting Policies	A		

S RAM
Chairman
DIN: 00018309

P Ramesh
Chief Financial Officer
Place : Chennai
Date : May 18, 2023

SRIVATS RAM
Managing Director
DIN: 00063415

K V LAKSHMI
Company Secretary

S PRASAD
Director
DIN: 00063667

Per our report of even date
For **BRAHMAYYA & Co.**
Chartered Accountants
Firm Registration No. 000511S

L RAVI SANKAR
Partner
Membership No. 025929

Statement of Profit and Loss for the Year Ended 31st March



Rs. in Crores

	Note	2023	2022
REVENUE FROM OPERATIONS			
Sale of Products		3,894.36	3,320.13
Sale of Services	28	45.21	31.45
Other operating revenues		392.54	335.11
Revenue from Operations		4,332.11	3,686.69
Other income	29	23.45	14.38
TOTAL REVENUE		4,355.56	3,701.07
EXPENSES			
Cost of materials consumed	30	3,223.81	2,825.27
Changes in inventories of finished goods, Work-in-progress	31	(54.23)	(143.59)
Employee benefit expense	32	415.80	352.13
Finance Costs	34	92.10	63.10
Depreciation and amortisation expenses	1,3 & 4	66.22	95.02
Other Expenses	33	526.34	402.63
TOTAL EXPENSES		4,270.04	3,594.56
Profit before exceptional items and tax		85.52	106.51
Exceptional items		-	-
Profit before tax		85.52	106.51
Tax expense:	35		
Current tax		12.44	27.08
Deferred tax		7.91	(0.36)
Profit for the year		65.17	79.79
Other Comprehensive Income			
<i>Items that will not be reclassified to profit or loss</i>			
- Changes in Fair valuation of Equity Instrument through Other Comprehensive Income		-	(2.45)
- Remeasurements of post employment defined benefit plan		0.61	1.15
Less: Income Tax relating to remeasurements		(0.16)	(0.29)
Total Comprehensive Income for the year		65.62	78.20
Earnings per equity share:	36		
1. Basic		27.08	33.16
2. Diluted		27.08	33.16
Significant Accounting Policies	A		

S RAM
Chairman
DIN: 00018309

P Ramesh
Chief Financial Officer
Place : Chennai
Date : May 18, 2023

SRIVATS RAM
Managing Director
DIN: 00063415

K V LAKSHMI
Company Secretary

S PRASAD
Director
DIN: 00063667

Per our report of even date
For **BRAHMAYYA & Co.**
Chartered Accountants
Firm Registration No. 000511S

L RAVI SANKAR
Partner
Membership No. 025929

Statement of changes in Equity

A) EQUITY SHARE CAPITAL

Rs. in Crores

Balance at the beginning of the year
Changes in Equity share capital during the year
Balance at the end of the year

As at 31.03.2023	As at 31.03.2022
24.06	24.06
-	-
24.06	24.06

B) OTHER EQUITY

	Reserves and Surplus				Other Comprehensive Income (OCI)		Total
	Capital Reserve*	Securities Premium	General Reserve	Retained Earnings	FVOCI Equity Instrument	Other items of OCI	
A. Balance as at 31st March, 2021	-	70.10	413.28	94.21	2.02	(4.35)	575.26
Profit for the year				79.79			79.79
Changes in Fair valuation of Equity Instrument					(2.45)		(2.45)
Remeasurement of defined benefit plans						0.86	0.86
B. Total Comprehensive Income for the year 2021-22	-	-	-	79.79	(2.45)	0.86	78.20
Final Dividend 2020-21				(2.41)			(2.41)
Transfer to General Reserve			-	-			-
C. Total	-	-	-	(2.41)	-	-	(2.41)
D. Balance as at 31st March, 2022 (A+B+C)	-	70.10	413.28	171.59	(0.43)	(3.49)	651.05
Profit for the year				65.17			65.17
Changes in Fair valuation of Equity Instrument					-		-
Remeasurement of defined benefit plans						0.45	0.45
E. Total Comprehensive Income for the year 2022-23	-	-	-	65.17	-	0.45	65.62
Final Dividend 2021-22				(19.97)			(19.97)
Interim Dividend 2022-23				(7.22)			(7.22)
Transfer to General Reserve			-				-
F. Total	-	-	-	(27.19)	-	-	(27.19)
G. Balance as at 31st March, 2023 (D+E+F)	-	70.10	413.28	209.57	(0.43)	(3.04)	689.48

* Capital Reserve is Rs. 1713/-

S RAM
Chairman
DIN: 00018309

P Ramesh
Chief Financial Officer
Place : Chennai
Date : May 18, 2023

SRIVATS RAM
Managing Director
DIN: 00063415

K V LAKSHMI
Company Secretary

S PRASAD
Director
DIN: 00063667

Per our report of even date
For **BRAHMAYYA & Co.**
Chartered Accountants
Firm Registration No. 000511S

L RAVI SANKAR
Partner
Membership No. 025929



A. SIGNIFICANT ACCOUNTING POLICIES

a) Basis of Preparation

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as 'Ind AS') notified under Companies (Indian Accounting Standards) Rules 2015.

The financial Statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently for all the periods presented in the financial statements.

The preparation of the financial statements, in conformity with generally accepted accounting principles, requires the use of estimates and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amounts of revenues and expenses during the period and disclosure of contingent liabilities as at that date. The estimates and assumptions used in these financial statements are based upon the management's evaluation of the relevant facts and circumstances as of the date of the financial statements.

The Assets and Liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. The Company's normal operating cycle has been ascertained as 12 months based on the nature of products and the time between acquisition of assets for processing and their realisation in cash or cash equivalents.

b) These financial statements are prepared under the historical cost convention unless otherwise indicated.

c) Property, Plant and Equipment

a) Property, plant and equipment is stated at acquisition cost net of GST credits as reduced by accumulated depreciation and accumulated impairment losses, if any.

b) Depreciation on Property, Plant and Equipment has been provided under the Straight Line Method in accordance with Schedule II of the Companies Act 2013 except for certain Plant and Equipments.

c) The Company has reassessed the useful life of certain Plant and Equipment which was evaluated by an Independent Chartered Engineer. Consequently, the useful life of those assets have been determined as below :

Asset Description	Useful life (in years)
Heavy duty machines & ancillaries	25
Light duty equipments	20
Spare parts and Testing Instruments	15

d) Leasehold Land: Premium paid on Leasehold Land is amortised over the lease period.

e) The expenditure during construction period relating to the new project till the commencement of commercial production is capitalised and allocated to the relevant equipments.

f) In accordance with IndAS 23, the borrowing costs attributable to the qualifying assets that necessarily takes substantial period to get ready for its intended use are capitalised.

- g) Grants received for Investment in Property Plant & Equipment are recognized in Statement of Profit or Loss on a systematic basis over the useful life of the asset.
- h) The cost of software relating to ERP is amortised over the estimated useful life viz., 5 years. The cost of other intangible assets are amortised over the estimated useful life viz., 3 years.
- i) Upon first time adoption of IndAS, the carrying value of all the assets as at Transition date i.e. 01st April 2016 has been considered as its Deemed cost.

d) Investments in Subsidiaries and Associates

Investments in subsidiaries and associates are carried at cost less accumulated impairment losses if any.

e) Inventories

The stock of raw materials, work-in-progress, stores, loose tools and goods in transit are valued at cost (net of GST credits) on weighted average basis. The stock of finished goods are valued at cost (net of GST credits including appropriate overheads) or net realisable value whichever is lower.

f) Financial instruments

i) Financial assets:

Financial asset is recognised at fair value. In case of financial assets which are recognised at fair value through profit and loss, its transaction cost is recognised in the Statement of profit and loss. In other cases, the acquisition cost of the financial assets is net of the attributable transaction cost. Financial assets are subsequently classified and measured at:

- i) Amortised cost or
- ii) Fair Value through profit and loss(FVTPL)
- iii) Fair Value through other comprehensive income (FVTOCI)

Trade receivables and Loans:

Trade receivables and Loans are initially recognised at fair value. Subsequently, these assets are held at amortised cost, using Effective Interest Rate method net of any expected credit losses. The Effective Interest Rate is the rate that discounts estimated future cash receipts through the expected life of financial instrument.

Investments:

All investments in equity instruments (other than in Subsidiaries and Associates covered under (d) above) classified under financial assets, are initially measured at fair value. Fair Value changes on an Equity instruments is recognised in the Statement of Profit and Loss or Other Comprehensive Income, as the case may be. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss."

ii) Financial liabilities:

Financial liabilities are initially measured at amortised cost. In case of trade payables, they are initially recognised at fair value and subsequently, these liabilities are held at amortised cost using Effective Interest Rate method.



g) Provisions and Contingent liabilities:

Provisions are recognised when the Company has a present obligation as a result of an event and is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligations. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that a outflow of resources will be required to settle the obligation or the amount of obligation cannot be measured with sufficient reliability.

h) Revenue recognition:

Revenue towards satisfaction of a performance obligation and when the goods are delivered as per the relevant terms of the contract, measured at transaction price. Service income is recognised once the obligations are performed. Interest income is accrued on a time basis at an applicable effective interest rate. Dividend income is recognised when right to receive the payment is established. Export incentives are recognised as revenue, when exports are made.

i) Employee Benefits

Provident Fund:

Eligible employees receive benefits from Provident Fund which is defined contribution plan. Both, the employees and the Company make monthly contributions to the regional provident fund authorities/ Company's Employees Provident Fund Trust. The Company has an obligation to make good the shortfall, if any between the return from the investments made from the trust and the notified interest rate accrued to the employees account.

Gratuity:

The gratuity plan provides for a lump sum payment to vested employees eligible for gratuity at the time of retirement, death, incapacity or termination of employment. Liabilities with regard to the gratuity plan are determined by actuarial valuation as at the Balance Sheet date based upon which the Company contributes all the ascertained liabilities to LIC, which is the administrator of the plan.

Unencashed Leave Salary:

Unencashed leave salary is accounted on actuarial valuation and the Company contributes part of the ascertained liabilities to SBI Life Insurance Company Limited, which is the administrator of the plan.

Others:

Contributions to defined contribution schemes such as Employees State Insurance, Superannuation are charged as expenses based on the amount of contribution required to be made. These benefits are classified as defined contribution schemes as the Company has no obligation beyond what has been recognised as expense in the Statement of profit and loss.

j) Research & Development expenses:

Revenue expenditure on Research & Development is charged to profit & loss account in the year in which it is incurred.

k) Leases:

The company has applied IND AS 116 using modified retrospective approach. The Lease liability is initially measured at the present value of remaining payments as at the commencement date discounted using the lessee's incremental borrowing rate. The cost of Right of Use Assets shall comprise of amount of initial measurement of lease liability adjusted for any payments made after or before the commencement of lease term less any lease incentive received. The Leased Assets are depreciated on straight line basis over the period of lease.

l) Foreign Currency Transactions

Transactions in Foreign currencies are accounted at the rates of exchange prevailing as on the date of the transaction. Exchange differences arising on the settlement of such transactions are recognised in the Statement of Profit and Loss. Monetary assets and liabilities denominated in foreign currency are reinstated at the rate of exchange prevailing on the reporting date."

m) Derivative contracts:

Forward contracts are entered to hedge the foreign currency risk. The profit/ loss arising on these contracts is accounted for as income/ expenditure on the date of settlement of the contract.

The outstanding contracts are Marked to Market on the reporting date and the net loss/ gain arising therefrom is recognised in the Statement of Profit and Loss.

n) Earnings per share:

Earnings per share (EPS) is computed by dividing the net profit/ (loss) after tax for the year attributable to the equity shareholders by weighted average number of equity shares outstanding during the year

o) Income taxes

Current tax is the amount of tax payable on the taxable income for the year and is determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax is recognised using the Balance sheet approach. Deferred tax assets and liabilities are recognised for temporary differences arising between the tax base of assets and liabilities and their carrying amount.

Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Other deferred tax assets are recognised if there is reasonable certainty that there will be sufficient future taxable income available to realise such assets.

Deferred tax assets and liabilities are measured at the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Notes on Accounts (Contd.)

NON CURRENT ASSETS - PROPERTY, PLANT AND EQUIPMENT

Rs. in Crores

Description	Gross Block at Cost			Depreciation / Amortisation			Net Block		
	As At 31.03.2022	Additions (including Borrowing Cost Capitalised)	Deletions	As At 31.03.2023	As At 31.03.2022	Additions	Deletions	As At 31.03.2023	As At 31.03.2022
1. TANGIBLE ASSETS									
Land (Free hold)	0.94	-	-	0.94	-	-	-	0.00	0.94
Land (Lease hold)	25.69	-	-	25.69	1.24	0.26	-	1.50	24.19
Buildings	152.15	20.15	0.11	172.19	53.68	5.04	0.05	58.67	113.52
Plant and Equipment *	1391.02	141.60	3.96	1528.66	779.71	49.83	3.22	826.32	702.34
Furniture and Fixtures	6.99	0.60	0.04	7.55	4.86	0.34	0.02	5.18	2.37
Vehicles	0.10	0.33	0.01	0.42	0.06	0.03	-	0.09	0.33
Office Equipment	23.62	2.94	0.58	25.98	16.64	2.45	0.54	18.55	7.43
	1600.51	165.62	4.70	1761.43	856.19	57.95	3.83	910.31	851.12

3. INTANGIBLE ASSETS

Computer Software	21.88	0.94	0.04	22.78	19.31	1.16	0.04	20.43	2.35
Technical Know-how	5.81	-	-	5.81	5.65	0.05	-	5.70	0.11
	27.69	0.94	0.04	28.59	24.96	1.21	0.04	26.13	2.46
Total	1628.20	166.56	4.74	1790.02	881.15	59.16	3.87	936.44	853.58
Previous year	1579.78	86.95	38.53	1628.20	816.16	89.58	24.59	881.15	747.05

* Effective April 01, 2022, the Company has reassessed the useful life of certain Plant and Machinery which was evaluated by an Independent Chartered Engineer. Consequently, the charge of depreciation for the year ended March 31, 2023 due to the above change in the accounting estimate is lower by Rs. 31.86 crores.

4. RIGHT OF USE ASSETS

Description	Gross Block at Cost			Depreciation/Amortisation			Net Block		
	As At 31.03.2022	Additions	Deletions	As At 31.3.2023	As At 31.3.2022	Additions	Deletions	As At 31.3.2023	As At 31.3.2022
Leased Assets	35.16	0.43	0.39	35.20	9.79	7.06	0.40	16.45	25.37
Total	35.16	0.43	0.39	35.20	9.79	7.06	0.40	16.45	18.75
Previous year	23.65	11.51	0.00	35.16	4.59	5.44	0.24	9.79	25.37



Notes on Accounts (Contd.)

Rs. in Crores

2. CAPITAL WORK IN PROGRESS

	31.03.2023	31.03.2022
a) Buildings	1.69	12.43
b) Plant and Machinery*	68.46	72.82
	<u>70.15</u>	<u>85.25</u>

a) Buildings

b) Plant and Machinery*

* Includes machinery in transit - Rs. 1.81 Crores (previous year - Nil)

AGEING OF CWIP AS ON MARCH 31, 2023 :

	Amount in Capital work in progress				Total
	Less than one year	1-2 years	2-3 years	More than 3 years	
Project in Progress	42.62	25.15	0.60	1.78	70.15

AGEING OF CWIP AS ON MARCH 31, 2022 :

	Amount in Capital work in progress				Total
	Less than one year	1-2 years	2-3 years	More than 3 years	
Project in Progress	80.59	3.14	0.79	0.73	85.25



		Rs. in Crores			
NON CURRENT ASSETS		As at 31.03.2023		As at 31.03.2022	
5 INVESTMENTS					
Unquoted					
Investment in Equity instruments					
i)	In Subsidiary Company at Cost				
	WIL Car Wheels Limited	3.70	3.70	3.70	3.70
	37,00,000 Equity Shares of Rs.10/- each fully subscribed and paid-up				
ii)	In Associate Company at Cost				
	Axles India Limited	2.72	2.72	2.72	2.72
	24,24,661 Equity Shares of Rs.10/- each fully paid-up				
iii)	In Other Entity at Fair Value through Other Comprehensive Income				
	Sundaram Hydraulics Limited	7.15		7.15	
	71,50,000 Equity Shares of Rs.10/- each fully paid up				
	Add/(Less) : Change due to Fair Valuation*	(1.42)	5.73	(1.42)	5.73
	* Valuation as per the registered valuer, for the purpose of Scheme of Amalgamation of Sundaram Hydraulics Ltd. and Wheels India Ltd. has been taken as fair value of equity shares held by the company.				
iv)	In Other Entities at Fair Value through Profit or Loss				
	MEFCO Engineers Private Limited	0.20		0.20	
	20,000 Equity Shares of Rs.100/- each fully paid up				
	Siva Electric Generation Private Limited	0.16		0.16	
	1,62,172 Equity shares of Rs.10/- each fully paid up				
	Gamma Green Power Private Limited	1.20		1.20	
	12,00,062 Equity shares of Rs.10/- each fully paid up				
	Beta Wind Farm Private Limited	0.43		0.43	
	2,25,370 Equity Shares of Rs. 10/- each fully paid up				
	Siva Green Energy India Private Limited	0.10	2.09	0.10	2.09
	95,000 Equity Shares of Rs. 10/- each fully paid up				
		14.24		14.24	

Rs. in Crores

	As at 31.03.2023	As at 31.03.2022
6 NON CURRENT FINANCIAL ASSETS - OTHERS		
a) Security Deposits (unsecured - considered good)	20.66	19.35
b) Advances to employees	0.64	0.62
	<u>21.30</u>	<u>19.97</u>
7 OTHER NON CURRENT ASSETS		
a) Advances for Capital goods	9.15	18.27
b) Prepaid expenses	0.31	0.35
	<u>9.46</u>	<u>18.62</u>
CURRENT ASSETS		
8 INVENTORIES		
a) Raw Materials	336.45	356.42
(Includes Goods in Transit- Rs. 1.80 crs) (previous year - Rs. 28.52 Crs)		
b) Work - in - Progress	216.55	178.41
c) Finished goods	152.70	136.61
d) Stores and Spares	58.48	57.11
e) Loose tools	46.30	41.03
	<u>810.48</u>	<u>769.58</u>
9 TRADE RECEIVABLES (Unsecured)		
Receivables considered good	815.66	868.23
Credit impaired receivables	1.96	0.41
	<u>817.62</u>	<u>868.64</u>
Less: Allowance for doubtful receivables	1.96	0.41
	<u>815.66</u>	<u>868.23</u>



Rs. in Crores

Trade receivable ageing schedule March 31, 2023

Particulars	Not Due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Undisputed trade receivables							
considered good*	619.35	154.25	42.06		-	-	815.66
which have significant increase in credit risk		-	-	-	-	-	-
credit impaired		-	-	1.96	-	-	1.96
Disputed trade receivables							
considered good		-	-	-	-	-	-
which have significant increase in credit risk		-	-	-	-	-	-
credit impaired		-	-	-	-	-	-
Total	619.35	154.25	42.06	1.96	-	-	817.62

* it includes unbilled invoices / (credit notes) of Rs.-14.43 Crores.

Trade receivable ageing schedule March 31, 2022

Particulars	Not Due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Undisputed trade receivables							
considered good*	679.90	183.62	3.29	1.42	-	-	868.23
which have significant increase in credit risk		-	-	-	-	-	-
credit impaired		-	-	0.41	-	-	0.41
Disputed trade receivables							
considered good		-	-	-	-	-	-
which have significant increase in credit risk		-	-	-	-	-	-
credit impaired		-	-	-	-	-	-
Total	679.90	183.62	3.29	1.83	-	-	868.64

* it includes unbilled invoices / (credit notes) of Rs. 35.84 Crores.

Notes on Accounts (Contd.)

		Rs. in Crores	
		As at 31.03.2023	As at 31.03.2022
10	CASH AND CASH EQUIVALENTS		
a	i) Current Accounts	1.25	1.45
	ii) Cash on hand	0.04	0.02
	iii) Deposit with Banks towards Liquid assets requirement under Acceptance of Deposit rules, 2014	2.25	0.88
		3.54	2.35
b	Bank Balances with more than three months maturity		
	i) Fixed Deposits (as a Guarantee to Commercial Taxes Department)	-	0.13
	ii) Unclaimed Dividend Accounts	0.39	0.34
		0.39	0.47
11	CURRENT FINANCIAL ASSETS - OTHERS		
	Advances to employees	2.92	2.41
	Duty Drawback Receivable	1.44	1.60
	Export Incentive License	0.80	2.76
	Interest accrued on deposits and investments	0.07	0.03
		5.23	6.80
12	OTHER CURRENT ASSETS		
	Unsecured - Considered good		
a)	Advances other than Capital Advances		
	Advances to Vendors	6.76	3.62
	Other Advances	1.60	3.31
		8.36	6.93
b)	Balance with GST/ Central Excise authorities	111.51	113.49
c)	Export incentives receivable	6.33	6.88
d)	GST refund receivable on Exports	0.01	16.49
e)	Prepaid expenses	18.33	27.46
		144.54	171.25



		Rs. in Crores				
		As at 31.03.2023		As at 31.03.2022		
EQUITY AND LIABILITIES						
13 EQUITY SHARE CAPITAL						
a)	Authorised 5,00,00,000 Equity Shares of Rs. 10/- each	50.00		50.00		
b)	Issued, Subscribed and Fully Paid-up 2,40,64,558 Equity Shares of Rs. 10/- each	<u>24.06</u>		<u>24.06</u>		
		31.03.2023		31.03.2022		
		No. of shares	Rs. in Crores	No. of shares	Rs. in Crores	
c)	Reconciliation of the shares outstanding at the beginning and at the end of the reporting period:					
Equity Shares of Rs.10/- each						
	Outstanding at the beginning of the year	2,40,64,558	24.06	2,40,64,558	24.06	
	Change in Equity Share Capital during the year	-	-	-	-	
	Outstanding at the end of the year	2,40,64,558	24.06	2,40,64,558	24.06	
d)	Rights, Preferences and restrictions					
	The Company has only one class of equity shares having a par value of Rs.10/- per share. Each member is entitled to one vote by e voting (remote e - voting/ e - voting at the meeting), every shareholder is entitled to vote in proportion to their holdings.					
		31.03.2023 (Number of shares)		31.03.2022 (Number of shares)		
e)	Shareholding of shareholders holding more than 5% of shares as at					
	Trichur Sundaram Santhanam & Family Private Limited	72,94,514		71,43,656		
	Sundaram Finance Holdings Limited	57,40,117		56,01,117		
f)	Shareholding of Promoter and Promoter Group	31.03.2023 (Number of shares)	31.03.2023 (Percentage of Total Shares)	31.03.2022 (Number of shares)	31.03.2022 (Percentage of Total Shares)	% Change during the year
	Trichur Sundaram Santhanam & Family Private Limited	72,94,514	30.31%	71,43,656	29.69%	0.63%
	Sundaram Finance Holdings Limited	57,40,117	23.85%	56,01,117	23.27%	0.59%
	India Motor Parts & Accessories Limited	10,98,655	4.57%	10,98,655	4.57%	-

Notes on Accounts (Contd.)

Rs. in Crores

	As at 31.03.2023	As at 31.03.2022
14 OTHER EQUITY		
a) Capital Reserves*	-	-
b) Securities Premium	70.10	70.10
c) General Reserves	413.28	413.28
d) Retained Earnings	209.57	171.59
e) Other Comprehensive Income Reserve	(3.47)	(3.92)
* Capital Reserve is Rs. 1713/-	<u>689.48</u>	<u>651.05</u>
Refer Note 37		
NON CURRENT FINANCIAL LIABILITIES		
15 BORROWINGS		
A. SECURED BORROWINGS		
a) Term Loans from Banks		
By first Charge by way of hypothecation of specific machinery	48.16	89.66
b) Term Loans from others		
By first Charge by way of hypothecation of specific machinery	-	24.66
B. UNSECURED BORROWINGS		
a) Fixed Deposits	135.35	123.35
Includes Rs. 8.02 crores received from Directors (previous year Rs. 0.79 crores)	<u>183.51</u>	<u>237.67</u>
Terms of Repayment : Refer Note 27		
16 Lease Liabilities		
Lease Liabilities*	10.78	17.01
(*Refer Note 46)	<u>10.78</u>	<u>17.01</u>
17 PROVISIONS		
Provisions for employee benefits	5.93	5.64
	<u>5.93</u>	<u>5.64</u>
18 DEFERRED TAX LIABILITIES (NET)		
Deferred Tax Liabilities	63.23	55.29
Deferred Tax Assets	(4.93)	(4.90)
	<u>58.30</u>	<u>50.39</u>



Notes on Accounts (Contd.)

Movement in Deferred Tax Assets and Liabilities	Rs. in Crores			
	31.03.2023	Charge in Statement of Profit or Loss	31.03.2022	Charge in Statement of Profit or Loss
a) Deferred Tax Liability				
i) Depreciation	61.66	8.24	53.42	0.02
ii) Export Incentives	1.59	(0.14)	1.73	(0.47)
iii) Remeasurement of Financial Liabilities	(0.02)	(0.16)	0.14	(0.16)
	<u>63.23</u>	<u>7.94</u>	<u>55.29</u>	<u>(0.61)</u>
Less:				
b) Deferred Tax Asset				
Expenses allowable on payment basis	4.93	0.03	4.90	(0.25)
c) Minimum Alternate Tax credit entitlement		-		-
Net Deferred Tax Liability / (Assets) (a-b-c)	<u>58.30</u>	<u>7.91</u>	<u>50.39</u>	<u>(0.36)</u>

CURRENT FINANCIAL LIABILITIES	Rs. in Crores	
	As at 31.03.2023	As at 31.03.2022
19 BORROWINGS		
A. SECURED BORROWINGS		
a) Loans repayable on demand from Banks	320.60	295.74
Hypothecation by way of first charge on all movable assets present and future, consisting of stock of raw materials, work-in-progress, finished goods, consumable stores and spares, goods-in-transit and book debts.		
B. UNSECURED BORROWINGS		
a) Loans repayable on demand from Banks	60.00	132.00
b) Fixed Deposits	7.65	8.75
(Includes Nil received from Directors)		
C. Current maturities of long-term debt (Refer Note 27)	149.79	136.90
{Includes Rs. NIL received from Directors (previous year Rs. 0.19 crores)}		
	<u>538.04</u>	<u>573.39</u>

Notes on Accounts (Contd.)

Rs. in Crores

	As at 31.03.2023	As at 31.03.2022
20 TRADE PAYABLES		
Dues to Micro Enterprises and Small Enterprises	80.30	74.03
Dues to Others	948.53	885.78
	<u>1,028.83</u>	<u>959.81</u>
(Refer Note 38 for details of dues to Micro Enterprises and Small Enterprises)		

Trade payables ageing schedule March 31, 2023

Particulars	Not Due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Undisputed Trade Payables						
Micro and Small Enterprises	80.30					80.30
Other than Micro and Small Enterprises	861.28	87.25				948.53
Disputed Trade Payables						
Micro and Small Enterprises	-	-	-	-	-	-
Other than Micro and Small Enterprises	-	-	-	-	-	-
Total	941.58	87.25	-	-	-	1,028.83

Trade payables ageing schedule March 31, 2022

Particulars	Not Due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Undisputed Trade Payables						
Micro and Small Enterprises	74.03					74.03
Other than Micro and Small Enterprises	773.53	112.25				885.78
Disputed Trade Payables						
Micro and Small Enterprises	-	-	-	-	-	-
Other than Micro and Small Enterprises	-	-	-	-	-	-
Total	847.56	112.25	-	-	-	959.81



Notes on Accounts (Contd.)

	As at 31.03.2023	Rs. in Crores As at 31.03.2022
21 LEASE LIABILITIES		
Lease Liabilities* (*Refer Note 46)	9.92 <u>9.92</u>	9.68 <u>9.68</u>
22 CURRENT FINANCIAL LIABILITIES - OTHERS		
a) Creditors for capital goods (includes due to Micro enterprises and Small enterprises Rs . 2.19 crores (previous year Rs. 1.88 crores)	11.27	13.11
b) Interest accrued but not due on borrowings	12.30	13.25
c) Unclaimed Dividends	0.39	0.34
d) Trade Deposits	1.65	1.30
e) Recovery from Employees	2.05	2.00
f) Unclaimed matured deposits and interest accrued thereon	4.70	3.83
	<u>32.36</u>	<u>33.83</u>
23 OTHER CURRENT LIABILITIES		
Advance from Customers	18.97	14.88
Statutory dues	104.50	107.94
Employee Benefits Payable	5.52	5.33
Provision for expenses	15.06	3.35
	<u>144.05</u>	<u>131.50</u>
24 SHORT TERM PROVISIONS		
a) Provision for employee benefits	23.87	18.46
b) Provision for Warranty (Refer Note below)	6.01	6.21
c) Due to Directors	2.62	3.41
	<u>32.50</u>	<u>28.08</u>

i) Provision for Warranty claims:

Provision for warranty related costs is an estimate made by the management based on possible future outflow on servicing the customer for any corrective action when the product is sold to the customer. Initial Recognition is based on historical experience. The estimate of warranty related costs is reviewed annually.

ii) Movement in Provisions	As at 01st April, 2022	Additions	Amount utilised/reversed	As at 31st March, 2023
Warranties	6.21	2.89	3.09	6.01

Notes on Accounts (Contd.)

	Rs. in Crores	
	As at 31.03.2023	As at 31.03.2022
25 CURRENT TAX LIABILITIES		
Provision for Taxation less Advance Tax and Tax deducted at Source	9.56	7.07
	<u>9.56</u>	<u>7.07</u>
26 CONTINGENT LIABILITIES AND COMMITMENTS		
i) Contingent Liabilities		
a) Bills discounted with Banks	-	2.21
b) Disputed amounts in respect of GST, Income Tax and Value Added Tax which are contested in appeal and not provided for	5.53	5.71
ii) Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for	24.67	39.64

27 TERMS OF REPAYMENT OF TERM LOANS AND OTHER LOANS

The term loans and other loans are repayable over a period of 1 to 5 years as per the terms of agreement entered into with the Banks / others.

28 Sale of Services

The Company's sale of services include certain composite services, wherein the purchase and its corresponding sale of materials/components amounting to Rs. 269.01 crores are netted off and reflected in the Statement of Profit and Loss. (previous year 'Nil').

	2022-23	2021-22
29 OTHER INCOME		
a) Interest on deposits and advances	1.24	0.93
b) Dividend Received	0.97	-
c) Other non-operating income	2.70	2.97
d) Net Gain on foreign currency transactions and translation	18.54	10.48
	<u>23.45</u>	<u>14.38</u>
30 COST OF MATERIAL CONSUMED		
Raw Material	2,579.12	2,364.73
Components	644.69	460.54
	<u>3,223.81</u>	<u>2,825.27</u>



Notes on Accounts (Contd.)

		Rs. in Crores	
		2022-23	2021-22
31	CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS		
a)	Opening inventory of Finished Goods	136.61	63.95
	Less: Closing inventory of Finished Goods	152.70	136.61
	Net change in stock of Finished Goods	<u>(16.09)</u>	<u>(72.66)</u>
b)	Opening inventory of Work - in - Progress	178.41	107.48
	Less: Closing inventory of Work - in - Progress	216.55	178.41
	Net change in stock of Work - in - Progress	<u>(38.14)</u>	<u>(70.93)</u>
	Net change in Finished Goods and Work in Progress	<u>(54.23)</u>	<u>(143.59)</u>
32	EMPLOYEE BENEFIT EXPENSE		
a)	Salaries, Wages, Bonus and Commission	363.93	306.95
b)	Contribution to Provident and Other Funds	17.55	16.20
c)	Staff Welfare expenses	34.32	28.98
		<u>415.80</u>	<u>352.13</u>
33	OTHER EXPENSES		
	Consumption of Stores, tools and spare parts	138.21	107.96
	Power and fuel	154.27	139.62
	Rent including Lease Rent	14.80	13.17
	Repairs to		
	Buildings	12.30	11.44
	Machinery	22.91	16.24
	Product inspection and rectification expenses (Refer Note 51(b))	27.23	-
	Insurance	7.28	5.43
	Rates and taxes, excluding taxes on income	1.67	1.51
	Directors sitting fees	0.13	0.17
	Auditors' remuneration		
	Statutory Audit	0.43	0.43
	Tax Audit	0.07	0.07
	Certification fees	0.14	0.13
	Reimbursement of expenses	<u>0.06</u>	<u>0.02</u>
	Expenditure on Corporate Social Responsibility (Refer Note 48)	1.06	1.06
	Freight	66.88	52.05
	Miscellaneous expenses	78.90	53.33
		<u>526.34</u>	<u>402.63</u>

Rs. in Crores

	2022-23		2021-22	
34 FINANCE COSTS				
a) Interest expense	91.36		63.76	
b) Other borrowing costs	0.74		(0.66)	
	<u>92.10</u>		<u>63.10</u>	
35 INCOME TAX EXPENSES				
A. Components of Income Tax Expense				
i) Tax Expenses recognised in Statement of Profit and Loss:				
(a) Current Tax				
- on Current year Tax Income	12.44		27.08	
(b) Deferred Tax				
- on Origination and Reversal of Temporary Differences	7.91		(0.36)	
	20.35		26.72	
ii) Tax Expenses recognised in Other Comprehensive Income:				
(a) Current Tax on Remeasurement of Post Employment Benefit obligation	0.16		0.29	
B. Reconciliation of Effective tax Rate				
Total Comprehensive Income before tax	86.13		105.21	
Income Tax Expense	21.68	25.17%	26.48	25.17%
Income not chargeable to tax	-		0.62	
Income Tax Incentives	(1.34)		(0.38)	
Expenses not admissible	0.28		0.42	
Others	(0.11)		(0.13)	
Tax Expenses recognised in Profit or Loss Statement	<u>20.51</u>	23.81%	<u>27.01</u>	25.67%
36 EARNINGS PER SHARE				
Net profit as per P&L account	65.17		79.79	
Weighted Average Number of Shares	2,40,64,558		2,40,64,558	
Nominal value per share - Rupees	10.00		10.00	
Basic & Diluted earnings per share - Rupees	27.08		33.16	



Notes on Accounts (Contd.)

- 37 Dividend of Rs.3.97 per equity share amounting to Rs. 9.55 Crores for the Financial year 2022-23 recommended by Board of Directors which is subject to the approval of shareholders at the ensuing Annual General meeting is not recognised as liability as at the date of Balance sheet.

		Rs. in Crores	
		2022-23	2021-22
38	Disclosures required under the "Micro, Small and Medium Enterprises Act, 2006"		
	Particulars		
a)	The Principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of each accounting year		
	- Principal amount due to micro and small enterprises	80.30	74.03
	- Interest due on above	-	-
b)	The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-	-
c)	The amount of interest due and payable for the period of delay in making payment(which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
d)	The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
e)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

This information has been given in respect of such vendors to the extent they could be identified as 'Micro, Small and Medium Enterprises' on the basis of information available with the Company on which the Auditors have relied upon.

Notes on Accounts (Contd.)

39 Expenditure incurred on Scientific Research and Development	Rs. in Crores	
	2022-23	2021-22
a) Revenue Expenditure	23.01	16.18
b) Capital Expenditure	10.87	5.94

40 EMPLOYEE BENEFITS Defined Contribution Plan

a) Provident Fund

In respect of the Employees Provident Fund Scheme, the Company has contributed Rs. 6.97 crores for the year ended 31st March 2023 (previous year Rs. 6.55 crores) to Provident fund Authorities.

b) Superannuation :

The Company has contributed Rs. 0.71 crores for the period 2022-23 (previous year Rs. 0.66 Crores) to the Superannuation trust and the same is recognised in Statement of Profit and Loss under the head Employee benefit expenses.

Defined Benefit Plan

c) In respect of Employees Provident Fund managed through Trust, the Company has contributed Rs. 4.25 crores for the year ended 31st March,2023 (previous year Rs. 3.73 crores) to the Provident Fund Trust. The interest payable by trust to the beneficiaries of trust as per the rate notified by the Government is met by the trust with contribution from company for the previous year ended 31st March 2023 of Rs. 2.52 crores. (previous year - Rs. 2.19 Crores).

d) Gratuity and Leave Salary

In case of the above Defined Benefit Plans, the liability is determined on the basis of Actuarial Valuation and provided for in the Statement of Profit and Loss/ Other Comprehensive Income which are disclosed as below :

Rs. in Crores

	Gratuity (funded)		Leave Salary (Partly funded)	
	2022-23	2021-22	2022-23	2021-22
Change in defined benefit obligation				
Opening defined benefit obligation	28.85	26.55	10.56	9.62
Current service cost	3.87	3.60	-	-
Interest cost	2.04	1.74	0.66	0.57
Actuarial loss / (gain) due to change in demographic & financial Assumptions	0.24	(0.97)	(0.02)	(0.25)
Actuarial loss / (gain) arising from experience adjustments	(0.71)	0.73	3.41	2.98
Benefits paid	(1.71)	(2.80)	(2.63)	(2.36)
Closing defined benefit obligation	32.58	28.85	11.98	10.56
Change in fair value of assets				
Opening fair value of plan assets	25.48	26.08	3.95	3.65
Expected return on plan assets	1.92	1.72	0.28	0.24
Actuarial gain / (Loss) arising from return on plan assets	(0.26)	(0.09)	(0.03)	0.06
Contribution by employer	3.49	0.57	2.63	2.36
Benefits paid	(1.71)	(2.80)	(2.63)	(2.36)
Closing fair value of plan assets	28.92	25.48	4.20	3.95



Rs. in Crores

	Gratuity (funded)		Leave Salary (Partly funded)	
	2022-23	2021-22	2022-23	2021-22
Amount recognised in the Balance Sheet				
Present value of obligations at year end	32.58	28.85	11.98	10.56
Fair value of plan assets at year end	28.92	25.48	4.20	3.95
Net (liability) / asset recognised as on 31st March	(3.66)	(3.37)	(7.78)	(6.61)
Expenses recognised in the Profit & Loss Statement				
Current Service cost	3.87	3.60	-	-
Interest on defined benefit obligation	2.04	1.74	0.66	0.57
Expected return on plan assets	(1.92)	(1.72)	(0.28)	(0.24)
Actuarial (gain)/ loss (on Leave Salary)	-	-	3.42	2.67
Expenses recognised in the Profit & Loss A/c	3.99	3.62	3.80	3.00
Remeasurement on the net defined benefit liability				
Actuarial loss / (gain) due to change in demographic & financial Assumptions	0.24	(0.97)		
Actuarial loss / (gain) arising from experience adjustments	(0.71)	0.73		
Actuarial gain / (Loss) arising from return on plan assets	0.26	0.09		
Expenses recognised in Other Comprehensive Income	(0.21)	(0.15)	NA	NA

	Gratuity (funded)		Leave Salary (Partly funded)		Provident Fund	
	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
Principal actuarial assumptions used						
Discount rate (p.a)	7.20%	7.29%	7.18%	7.15%	7.36%	7.36%
Attrition rate	1-3%	1-3%	1-3%	1-3%	1-3%	1-3%
Salary escalation	5.00%	5.00%	5.00%	5.00%	-	-
Mortality Rate is IALM (2006-08) Ultimate constantly for both the plans						

Risk Exposure :

Through its defined benefit plans, the Company is, exposed to some of the general risks such as Investment Risk, Interest rate risk, Longevity risk and Salary escalation risk and having no entity specific risks.

Notes on Accounts (Contd.)

The sensitivity analysis of the impact of changes in the above assumption is given in the below tables :

a) Gratuity

Rs. in Crores

Assumptions	Change in Assumption	Increase in Assumption		Decrease in Assumption	
		2022-23	2021-22	2022-23	2021-22
Discount	0.50%	31.28	27.66	33.99	30.13
Salary escalation	0.50%	34.01	30.16	31.25	27.62
Mortality	5.00%	32.60	28.86	32.58	28.84
Attrition	5.00%	32.62	28.88	32.56	28.82

b) Leave Salary

Rs. in Crores

Assumptions	Change in Assumption	Increase in Assumption		Decrease in Assumption	
		2022-23	2021-22	2022-23	2021-22
Discount	0.50%	11.64	10.25	12.34	10.89
Salary escalation	0.50%	12.35	10.89	11.63	10.25
Mortality	5.00%	11.98	10.56	11.98	10.56
Attrition	5.00%	11.99	10.56	11.97	10.55

c) Provident Fund

Rs. in Crores

Assumptions	Change in Assumption	Increase in Assumption		Decrease in Assumption	
		2022-23	2021-22	2022-23	2021-22
Discount	0.50%	1.06	1.07	1.08	1.09
Shortfall	0.005%	1.09	1.09	1.06	1.06
Mortality	5.00%	1.07	1.08	1.07	1.08
Attrition	5.00%	1.07	1.08	1.07	1.08

The sensitivity analysis presented above may not be representative of the actual change in the Defined Benefit Obligation as it is unlikely that the change in the assumptions would occur in isolation of one another as some of the assumptions may be correlated.

**41 Financial Instruments****A. Accounting classifications and fair values**

The carrying amounts and fair value of financial instruments by class are as follows:

	Rs. In Crores	
	As at 31.03.2023	As at 31.03.2022
Financial Assets:		
Financial assets measured at Cost:		
i. Investment in Equity shares	6.42	6.42
Financial assets measured at fair value:		
i. Investment measured at Fair value through other comprehensive income	5.73	5.73
ii. Investment measured at Fair value through profit or loss	2.09	2.09
iii. Derivative financial instruments	-	-
Financial assets measured at amortised cost:		
Trade receivables	815.66	868.23
Cash and cash equivalents	3.54	2.35
Bank balances other than Cash and cash equivalents	0.39	0.47
Other financial assets	26.05	26.77
Financial Liabilities:		
Financial Liabilities measured at fair value:		
Borrowings	-	-
Derivative financial instruments	(0.48)	-
Financial Liabilities measured at amortised cost:		
Borrowings	721.55	811.06
Trade payables	1,028.83	959.81
Lease Liabilities	20.70	26.69
Other financial liabilities	32.36	33.83

B. Fair value hierarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1 hierarchy - Includes Financial Instruments measured using quoted prices in the active market.

Level 2 hierarchy - The Fair value of Financial Instruments that are not traded in an active market, is determined using valuation techniques which maximise the use of observable market data.

Level 3 hierarchy - Includes Financial Instruments for which one or more of the significant inputs are not based on observable market data. This is applicable for unlisted securities.

As at March 31, 2023	Level 1	Level 2	Level 3
Financial Assets :			
Equity shares			7.82
Derivative financial instruments		-	
Total			
Financial Liabilities :			
Derivative financial instruments		(0.48)	
As at March 31, 2022	Level 1	Level 2	Level 3
Financial Assets :			
Equity shares			7.82
Derivative financial instruments		-	
Financial Liabilities :			
Derivative financial instruments		-	

- i) The Fair value of an Equity Instruments classified as at Fair value through profit or loss included under Level 3 Investments is determined using Cost approach.
- ii) The Fair value of an Equity Instrument classified as at Fair value through Other Comprehensive Income included under Level 3 Investments was valued by Registered valuer taking a combination of comparable companies multiple method and Discounted cash flow method in the previous year.
- iii) There are no transfers between Level 2 and Level 3 during the year.
- iv) Trade Receivables, Trade Payables, Cash and Cash Equivalents and Other Financial Assets and Liabilities are stated at amortized cost which approximates their fair value.

C. Financial risk management

The Company's business activities are exposed to a variety of financial risks, namely liquidity risk, market risk and credit risk. The Risk management policies have been established to identify and analyse the risks faced by the Company, to set and monitor appropriate risk limits and controls, periodically review and reflect the changes in the policy accordingly.



a) Management of liquidity risk

Liquidity risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities. The Company's approach in managing liquidity is to ensure that it will have sufficient funds to meet its liabilities. In doing this, management considers both normal and stressed conditions.

The Company regularly monitors the rolling forecasts and the actual cash flows to service the financial liabilities on a day-to-day basis through cash generation from business and by having adequate banking facilities.

The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows along with its carrying value as at the Balance sheet date.

Rs. In Crores			
Particurs	Payable within one year	More than one year	Total
As at 31st March, 2023			
Non-Derivative Liabilities			
Trade payable	1,028.83	-	1,028.83
Borrowings	538.04	183.51	721.55
Other Financial liabilities	21.58	10.78	32.36
Derivative Liabilities			
Forward exchange contracts	(0.48)	-	-
As at 31st March, 2022			
Non-Derivative Liabilities			
Trade payable	959.81	-	959.81
Borrowings	573.39	237.67	811.06
Other Financial liabilities	16.82	17.01	33.83
Derivative liabilities			
Forward exchange contracts	-	-	-

b) Management of Market risk:

The Company is exposed to the following market risks which affects the value of the Financial instruments:

1. Currency risk;
2. Interest rate risk

i) Foreign currency risk

Foreign currency risk is the risk that the fair value of or future cash flows of an exposure will fluctuate because of the changes in foreign exchange rates. As at 31st March, 2023, the net un-hedged exposure to the Company on holding such financial assets and liabilities amounts to **Rs. 180.76 Crores**.

Notes on Accounts (Contd.)

The Company manages currency exposures by continuously monitoring the Foreign currency rates with the transaction rate and takes steps to mitigate the risk using Forward/ Derivative contracts.

Sensitivity to risk

A 5% strengthening of the INR against foreign currencies to which the Company is exposed (net of hedge) would have led to approximately an additional Gain of **Rs. 9.04 Crores** in the Statement of Profit and Loss. A 5% weakening of the INR against these currencies would have led to an equal impact but with opposite effect.

As at 31st March 2023, the Company has 48 open foreign exchange forward contracts as below (31st March,2022 - no contracts)

Currency	Foreign currency exposure	Buy/Sell	No of Contracts
GBP	5,66,820	Sell	9
EURO	6,64,378	Sell	3
USD	81,00,000	Sell	36

ii) Interest rate Risk

Interest rate is the risk that the Fair value of future cash flows of a financial instruments will fluctuate because of changes in market interest rates. The Company has **Rs. 100.88 Crores** Borrowings at Floating rate of Interest as at 31st March, 2023 (previous year Rs. 181.40 Crores).

Sensitivity to risk

An increase in interest rate of 1% will likely to affect the profit negatively by **Rs. 1.01 crores** and a decrease of 1% would have led to an equal impact but with opposite effect.

c) Management of credit risk

Credit risk is the risk of financial loss to the Company if the other party to the financial assets fails to meet its contractual obligations.

i) Trade Receivables:

Concentration of credit risk with respect to trade receivables are limited as the customers are predominantly original equipment manufacturers (OEs). All trade receivables are reviewed and assessed for default on a quarterly basis. Our historical experience of collecting receivables is that credit risk is low. Refer Note (f) for accounting policy on Financial Instruments.

ii) Other Financial Assets:

The Company has exposure in Cash and cash equivalents and term deposits with banks. The Company's maximum exposure to credit risk as at 31st March, 2023 is the carrying value of each class of financial assets as on that date.



		Rs. in Crores	
		2022-23	2021-22
42	Borrowing Costs in accordance with IndAS 23 :		
	Borrowing Costs capitalised during the year	3.95	2.69
	Capitalisation rate used for Borrowing Costs	7.44%	6.05%
43	As per Ind AS 108 “Operating Segments “, segment information has been provided under the Notes to Consolidated Financial Statements.		
44.	Disclosure on Accounting for revenue from customers in accordance with IndAS 115 Disaggregated revenue information		

		Rs. In Crores	
		31 March 23	31 March 22
a)	Type of goods and service		
	a) Sale of products	3894.36	3320.13
	b) Sale of services	45.21	31.45
	c) Other operating revenues	392.54	335.11
	Total operating revenue	4332.11	3686.69
	In India	3,355.91	2,686.04
	Outside India	976.20	1,000.65
b)	Timing of revenue recognition	At a point of time	At a point of time
	Sale of products and other operating income	4332.11	3686.69
c)	Revenue recognised in relation to contract liabilities	Nil	Nil
d)	Reconciliation of revenue recognised in the statement of profit and loss with the contracted price		
	Revenue at contracted prices	4332.11	3686.69
	Revenue from contract with customers	4332.11	3686.69
	Difference	-	-
e)	Unsatisfied or partially satisfied performance obligation	Nil	Nil

45 Related Party disclosures in accordance with IndAS 24 :

i) **Subsidiary:**

WIL Car Wheels Limited

ii) a) **Associates:**

Axles India Ltd.

b) **Associates by virtue of their shareholding in Wheels India Limited:**

Trichur Sundaram Santhanam & Family Private Limited (With effect from 04th February 2022)

Sundaram Finance Holdings Limited

T.V.Sundram Iyengar & Sons Private Ltd. (up to 04th February 2022)

iii) **Other Related parties and the relationship where transaction exists:**

a) **Associate's Subsidiary**

Sundaram Business services Limited

Brakes India Private Limited

Sundaram Industries Private Limited (up to 04th February 2022)

The Associated Auto Parts Private Limited (up to 04th February 2022)

Sundaram Clayton Limited (up to 04th February 2022)

SI Air Springs Private Limited (up to 04th February 2022)

TVS Motors Limited (up to 04th February 2022)

TVS Electronics Ltd (up to 04th February 2022)

TVS Training & Services Ltd (up to 04th February 2022)

Lucas TVS Limited (up to 04th February 2022)

b) **Subsidiary's Associate**

Topy Industries Limited, Japan

iv) **Key Managerial Personnel:**

Mr. S. Ram

Mr. Srivats Ram

v) **Post Employment Benefit plan entity**

Wheels India Employees Gratuity Trust

Wheels India Limited Staff Provident Fund

Wheels India Senior Officers Superannuation Trust



Nature of transactions	Rs. In Crores	
	2022-23	2021-22
Subsidiary		
Sale of goods	2.53	5.20
Purchase of goods	50.46	58.42
Rendering of Services	11.91	11.47
Receiving of Services	1.54	2.50
Balance Payable	2.60	12.04
Balance Receivable	6.27	2.28
Associates		
Dividend Received	0.97	-
Dividend paid	14.49	1.05
Purchase of goods	4.66	3.07
Receiving of Services	7.25	3.59
Rendering of Services	5.73	0.08
Sale of goods	19.17	3.40
Balance Payable	1.56	0.01
Balance Receivable	1.55	0.01
Associate's subsidiary		
Purchase of goods	4.03	21.99
Receiving of Services	1.03	1.34
Rendering of Services	2.35	-
Sale of goods	4.77	6.94
Balance Payable	0.96	5.03
Balance Receivable	0.50	0.59

Rs. in Crores

Key Managerial Personnel	2022-23		2021-22	
	Mr S Ram	Mr Srivats Ram	Mr S Ram	Mr Srivats Ram
a) Short term employee benefits				
Remuneration, Perquisites and Commission	0.60	4.02	1.14	4.30
Commission outstanding	0.60	1.70	1.14	2.27
b) Post Employment Benefits*		0.39		0.34
c) Others				
Interest on fixed deposits	0.12	0.09	-	0.08
Dividend paid during the year	-	0.06	-	0.01
Deposits balance outstanding	6.00	2.02	-	0.98
Sitting Fees	0.01	-	0.01	-
Sale of wheels	0.01	0.01		

* As the Liabilities for defined benefit plans are provided on actuarial basis, the amounts pertaining to Key Managerial Personnel are not included.

Notes on Accounts (Contd.)

Rs. in Crores

Employees Benefit Plans	2022-23		2021-22	
	Contribution	Payable	Contribution	Payable
Wheels India Employees Gratuity Trust	3.37	3.67	0.47	3.37
Wheels India Limited Staff Provident Fund	4.25	0.37	3.73	0.34
Wheels India Senior Officers Superannuation Trust	0.71	0.70	0.67	0.67

46 Disclosures relating to leases in accordance with Ind AS116:

Rs. in Crores

	2022-23	2021-22
a) Movement in Lease Liability		
Balance as at 31st March 2022	26.69	20.58
Additions during the year	0.43	13.07
Modifications to lease	-	(1.66)
Finance Cost Accrued during the year	1.70	1.44
Payment of Lease Liabilities	(8.12)	(6.74)
Balance as at 31st March 2023	20.70	26.69
Current Liability (Note 21)	9.92	9.68
Non Current liability (Note 16)	10.78	17.01
b) Maturity Analysis of Lease Liabilities		
Not later than 1 year	8.05	8.06
Later than 1 year and not later than 5 years	14.39	21.96
Total Undiscounted Lease Liability as at 31st March, 2023	22.44	30.02
c) Amount recognised in the statement of Profit or Loss		
Interest on Lease Liabilities	1.70	1.44
Expenses relating to short term leases	0.97	0.85
d) Amount recognised in the statement of cash flow		
Total Cash outflow for leases	8.12	6.74



47 Disclosure on Accounting for intangible assets in accordance with Ind AS 38:

		Rs. In Crores	
		2022-23	2021-22
Computer software & Technical know how	Refer to Note 3		
Gross carrying amount at the beginning of the year		27.69	26.28
Acquired during the year		0.94	1.54
Deletion during the year		0.04	0.13
Gross carrying amount at the end of the year		28.59	27.69
Gross amortisation at the beginning of the year		24.96	23.01
Amortised during the year		1.21	2.05
Deletion during the year		0.04	0.10
Gross amortisation at the end of the year		26.13	24.96
Net carrying amount at the beginning of the year		2.73	3.27
Net carrying amount at the end of the year		2.46	2.73

48 Disclosures in relation to Corporate Social Responsibility

a) Gross amount required to be spent by the company during the year	1.06	1.06
b) Amount approved by the board to be spent during the year	1.06	1.06
c) Contribution towards :		
Promoting Education	0.62	0.66
Rural Development Projects	0.22	0.14
Health care	0.06	0.02
National Heritage, Arts and Culture	0.05	0.10
PM Cares, State Disaster Management Authority & Disaster Management for Covid	-	0.49
Total	0.95	1.41
d) Amount spent during the year on		
i) Construction / acquisition of any other asset		
ii) on purposes other than (i) above	0.95	1.41
e) Details of excess CSR expenditure under Section 135 (5) of the Act		
Balance excess spent as at April 1, 2022 :	0.35	-
Amount required to be spent during the year	1.06	1.06
Amount spent during the year	0.95	1.41
Amount spent in excess set off during the year	0.11	-
Balance excess spent as at March 31, 2023	0.24	0.35

49 Ratios

Ratio	Numerator	Denominator	31.03.2023	31.03.2022	% of Variance *
Current Ratio (times)	Current assets	Current liabilities	1.42	1.55	-9%
Debt-equity ratio (times)	Debt	Equity	1.01	1.20	-16%
Debt service coverage ratio	Earning for debt service	Debt service	1.31	1.88	-30%
Return on equity ratio	Net profit after tax	Shareholder's funds	9.39%	12.52%	-25%
Inventory turnover ratio (times)	Consumption	Average Inventory	4.60	4.86	-5%
Trade receivable turnover ratio (times)	Sales	Average Trade receivables	5.81	5.40	8%
Trade payables turnover ratio (times)	Purchases	Average Trade payables	4.71	4.71	0%
Net capital turnover ratio (times)	Total Income	Average Working capital	7.44	6.97	7%
Net profit ratio	Net profit after tax	Total income	1.50%	2.16%	-31%
Return on capital employed	Earnings before interest and tax	Average Capital employed	11.89%	11.06%	8%
Return on investment	Dividend	Average Investments	6.81%	0.00%	100%

*** Note on variance by more than 25% :**

Return on Equity and Net profit ratio : The net profit for the year has declined due to additional inspection and rectification work at an overseas customer location and higher interest cost. Decline in the net profit compared to the earlier year is the reason for decline in this ratio.

Debt service coverage ratio : It is adversely impacted by increase in Interest cost in furtherance of increase in repo rate.

Return on Investments : As a result of Dividend receipt from it's investments (previous year Nil).

50 Other Regulatory Disclosures as required under Schedule III Of Companies Act, 2013

- a) The Company does not have any Benami property held in its name. No proceeding has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder
- b) During the year, the Company has borrowings from banks on the basis of security of current assets. Returns/Statements filed with the banks on a periodical basis are in agreement with the books of accounts.
- c) As per the information available with the company, the company has not transacted with any companies struck off under section 248 of the Companies Act, 2013 or under Section 560 of the Companies Act, 1956
- d) There has been no charges or satisfaction yet to be registered with the Registrar of Companies (ROC) beyond the statutory period



- e) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.
- f) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity (ies), including foreign entities (intermediaries) with the understanding (whether recorded in writing or otherwise) that the intermediary shall
- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (ultimate beneficiaries) or
 - (ii) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
- g) Company has not received any fund from any person(s) or entity (ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the company shall
- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (ultimate beneficiaries) or
 - (ii) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
- h) Company has not traded or invested in Crypto currency or virtual currency during the financial year ended March 31, 2023.
- i) The Company has not given any loans or advances in the nature of loans to Promoters, Directors, Key Managerial Personnel and related parties, that are repayable on demand or without specifying any terms or period of repayment.

51 Other notes :

- a) The Board of Directors of the Company at their meeting held on December 07, 2021, approved the scheme of amalgamation of Sundaram Hydraulics Limited with the Company and their respective shareholders, effective 1st Oct 2021. The Company is awaiting the final hearing and necessary directions in this regard from National Company Law Tribunal (NCLT).
- b) Product inspection and rectification expenses include Rs 27.23 crores, net of insurance claim received, towards cost of certain pre-delivery / increased inspection and rectification work at an overseas customer location.
- c) Previous year's figures have been regrouped wherever necessary to conform to this year's classification.

S RAM
Chairman
DIN: 00018309

SRIVATS RAM
Managing Director
DIN: 00063415

S PRASAD
Director
DIN: 00063667

Per our report of even date
For **BRAHMAYYA & Co.**
Chartered Accountants
Firm Registration No. 000511S

P Ramesh
Chief Financial Officer
Place : Chennai
Date : May 18, 2023

K V LAKSHMI
Company Secretary

L RAVI SANKAR
Partner
Membership No. 025929

Statement of Cash Flows in accordance with Ind AS 7
Annexed to the Balance Sheet for the year ended 31st March, 2023

Rs. in Crores

	2022-23	2021-22
A Cash Flow from Operating Activities		
Total Comprehensive Income after tax	65.62	78.20
Add:		
Depreciation	66.22	95.02
Obsolescence	0.01	0.06
Lease Liabilities	0.97	0.85
Effect of Exchange Rate Change	(3.69)	(3.24)
Loss on Sale of Fixed Assets	(0.14)	0.59
Taxes on Income	20.51	27.01
Interest Expenses	92.10	63.10
	<u>175.98</u>	<u>183.39</u>
	<u>241.60</u>	<u>261.59</u>
Less:		
Interest Income	1.24	0.94
Gain/(Loss) on Fair Valuation of Investments	-	(2.44)
Dividend Income	0.97	0.00
	<u>2.21</u>	<u>(1.50)</u>
Cash flow from Operation before Working Capital Changes	<u>239.39</u>	<u>263.09</u>
Cash flow from Working Capital :		
Trade Receivables	54.86	(157.14)
Inventories	(40.90)	(257.49)
Advances & Other Current Assets	28.84	(58.32)
Trade Payables	70.42	163.91
Other Payables & Provisions	18.53	56.67
	<u>131.75</u>	<u>(252.38)</u>
Taxes paid	(10.11)	(27.12)
Net Cash Flow from Operating Activities (A)	<u>361.04</u>	<u>(16.41)</u>
B. Investing Activities		
Purchase of Fixed Assets	(144.17)	(129.63)
Sale of Fixed Assets	0.99	13.29
Dividend Received	0.97	-
Interest Received	1.00	0.77
Net cash used in Investing Activities (B)	<u>(141.22)</u>	<u>(115.57)</u>



Statement of Cash Flows (Contd.)

Rs. in Crores

	2022-23	2021-22
C. Financing Activities		
Proceeds from Long Term Borrowings	101.80	71.97
Repayment of Long Term Borrowings	(143.07)	(92.40)
Increase / (Decrease) in Working Capital Borrowings	(34.40)	213.21
Repayment of Lease Liabilities	(9.09)	(7.59)
Dividend paid	(27.14)	(2.45)
Interest paid	(92.88)	(60.82)
Net cash used in Financing Activities (C)	(204.78)	121.92
Net Increase in Cash & Cash Equivalents	15.03	(10.06)
Closing Cash & Cash Equivalents	12.55	(2.48)
Opening Cash & Cash Equivalents	(2.48)	7.58
Net Increase in Cash and Cash Equivalents	15.03	(10.06)
Closing Cash & Cash Equivalents as per Balance sheet	3.54	2.35
(Add) /Less: Cash Credit as at the end of the year	(9.01)	4.83
Cash & Cash Equivalents for the purpose of IndAS 7	12.55	(2.48)

S RAM
Chairman
DIN: 00018309

P Ramesh
Chief Financial Officer
Place : Chennai
Date : May 18, 2023

SRIVATS RAM
Managing Director
DIN: 00063415

K V LAKSHMI
Company Secretary

S PRASAD
Director
DIN: 00063667

Per our report of even date
For **BRAHMAYYA & Co.**
Chartered Accountants
Firm Registration No. 000511S

L RAVI SANKAR
Partner
Membership No. 025929



**CONSOLIDATED
FINANCIAL STATEMENTS
2022-2023**



INDEPENDENT AUDITOR'S REPORT

To the Members of Wheels India Limited

Report on the Audit of the Consolidated Ind AS financial statements

Opinion

We have audited the accompanying Consolidated Ind AS Financial Statements of Wheels India Limited (“the Holding Company”) and its subsidiary (together referred as “Group”), its associate, which comprise the Consolidated Balance Sheet as at March 31, 2023, and the Consolidated Statement of Profit and Loss (including other comprehensive loss), Consolidated Statement of Changes in Equity and Consolidated Cash Flow Statement for the year then ended, and notes to the consolidated Ind AS financial statements including a summary of significant accounting policies and other explanatory information (hereinafter referred to as “Consolidated Ind AS financial statements”).

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on the financial statements of the Subsidiary and Associate, the aforesaid Consolidated Ind AS financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its Associate as at March 31, 2023, of consolidated profit and other comprehensive loss, consolidated changes in equity and its consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Ind AS financial statements section of our report. We are independent of the Group and its Associate in accordance with the Code of Ethics issued

by Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated Ind AS financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Consolidated Ind AS Financial Statements.

Emphasis of matter

Effective April 01, 2022, the Company has reassessed the useful life of certain Plant and Machinery which was evaluated by an Independent Chartered Engineer, as mentioned in Note 1 of the financial statements. Consequently, the depreciation for these plant and machinery have been revised on account of this change in accounting estimate, from 1st April, 2022, resulting in a reduction in the charge of depreciation by Rs. 31.86 crores for the accounting year ended March 31, 2023 with a corresponding increase in the profit before tax for the year and increase in written down value of these assets as on 31st March, 2023.

Our opinion is not modified with reference to this change in accounting estimate.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Standalone Ind AS financial statements, as a whole and in forming our opinion thereon and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	How our audit addressed the Key Audit Matter
<p>1. Amalgamation of Sundaram Hydraulics Ltd with the Wheels India Ltd (the Company)</p> <p>The Board of Directors at their meeting held on 7th December, 2021 approved the scheme of Amalgamation of Sundaram Hydraulics Ltd with the company effective 1st October, 2021.</p> <p>After obtaining the requisite approvals as per the directions of the Honourable National Company Law Tribunal, Chennai (NCLT), the company has filed the necessary petitions.</p> <p>The Company is awaiting the directions in this regard from NCLT.</p>	<p>Our Audit procedure, inter alia, included the following:</p> <ul style="list-style-type: none"> • Review of Minutes of the Meetings of the Board of Directors of the Company. • Review of the documentation pertaining to the proceedings of NCLT. • Review of developments in respect of Corporate and Legal Matters. • Discussion with the Company on the Current status. • Review of disclosures in the financial statements.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Holding Company's Annual Report, but does not include the Consolidated Ind AS financial statements and our auditor's report thereon.

Our opinion on the Consolidated Ind AS Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Ind AS Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Ind AS Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Consolidated Ind AS financial statements

The Holding Company's Board of Directors are responsible for the preparation and presentation of these consolidated Ind AS financial statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income and consolidated cash flows of the Group including its Associate in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of



the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group and of its associate are responsible for assessing the ability of the Group and of its associate to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associate are responsible for overseeing the financial reporting process of the Group and of its associate.

Auditor's Responsibilities for the Audit of the Consolidated Ind AS financial statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- a) Identify and assess the risks of material misstatement of the Consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management in Consolidated Financial Statements.
- d) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associate and to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Ind AS financial

statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate to cease to continue as a going concern.

- e) Evaluate the overall presentation, structure and content of the Consolidated Ind AS financial statements, including the disclosures, and whether the Consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- f) Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associate to express an opinion on the Consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the Consolidated Ind AS financial statements of which we are the independent auditors. For the other entities included in the consolidated Ind AS financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision, performance and opinion in respect of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the Consolidated Ind AS financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant

ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

- a) We did not audit the financial statements of the subsidiary, whose financial statements reflect total assets of Rs.251.11 Crores as at March 31, 2023, total revenue from operations of Rs.381.53 Crores and net cash outflows amounting to Rs.0.72 Crores for the year ended on that date, as considered in the consolidated Ind AS financial statements. The Consolidated Ind AS financial statements also include the Holding company's share of net profit of Rs. 4.37 crores for the year ended March 31, 2023, in respect of one associate, whose financial statements have not been audited by us. These financial statements of the subsidiary and associate company have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiary and associate and our report in terms of subsection (3) of Section 143 of the Act,



in so far as it relates to the aforesaid subsidiary and associate is based solely on the reports of the other auditors.

Our opinion on the Consolidated Ind AS financial statements, and our report on other legal and regulatory legal requirements, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on the financial statements of subsidiary and associate, as noted in the 'Other Matters' paragraph, we report, to the extent applicable, that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Ind AS financial statements.
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.

d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act.

e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2023 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of subsidiary company and associate company incorporated in India, none of the directors of the Holding Company, its subsidiary included in the group and its associate companies incorporated in India are disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of internal financial controls over financial reporting of the Group and its associate, incorporated in India and the operating effectiveness of such controls, refer to our separate report in "Annexure A" which is based on the auditors' report of the Holding Company, subsidiary company, associate companies incorporated in India.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Group to their directors during the year is in accordance with the provisions of section 197 of the Act read with schedule V to the Act.

-
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i) The Consolidated Ind AS financial statements has disclosed the impact of pending litigations on its financial position of Group in its Consolidated Ind AS financial statements.
 - (ii) The Group did not have any long-term contracts including long term derivative contracts for which there were any material foreseeable losses.
 - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - (iv) (a) The respective Managements of the company and its subsidiary and associate which are companies incorporated in India, whose financial statements have been audited under the Companies Act, have represented to us and the other auditors of such subsidiary and associate respectively that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such subsidiary and associate to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiary and associate shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The respective Managements of the company and its subsidiary and associate which are incorporated in India, whose financial statements have been audited under the Companies Act, have represented to us and the other auditors of such subsidiary and associate respectively that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiary and associate from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiary and associate shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (c) Based on the audit procedures that we have considered reasonable and appropriate in the circumstances performed by us and the auditors of the subsidiary and associate which are companies incorporated in India whose financial statements have been audited under the Companies Act, nothing has come to our or other auditors notice that has caused us or other auditors to believe that the representations as provided under (a) and (b) above, contain any material misstatement.



(v) The final dividend declared and paid by the Parent Company during the year in respect of the previous financial year is in accordance with section 123 of the Act 2013 to the extent it applies to payment of dividend.

The Board of Directors of the Parent Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend proposed is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

(vi) Proviso to Rule 3(1) of Companies (Accounts) Rule, 2014 for maintaining books of accounts using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023 and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules 2014 is not applicable for the financial year ended March 31, 2023

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, according to the information and explanations given to us, and based on the CARO reports issued by us for the Holding Company and reports of subsidiary company and associate company issued by the respective auditors and included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

For Brahmayya & Co.,
Chartered Accountants
Firm Regn No. 000511S

L. Ravi Sankar
Partner

Place: Chennai
Date : 18 May, 2023

Membership No. 025929
UDIN: 23025929BGYJXK4808

“Annexure - A” to the Auditors’ Report

Referred to in Paragraph 1(f) under Report on Other Legal and Regulatory Requirements section of our report of even date

Report on the Internal Financial Controls over Financial Reporting with reference to aforesaid Consolidated Ind AS Financial Statements under Clause (i) of Sub-Section 3 of Section 143 of the Companies, Act, 2013 (“the Act”)

In conjunction with our audit of the Consolidated Ind AS financial statements of the Group as of and for the year ended March 31, 2023, we have audited the internal financial controls over financial reporting of Wheels India Limited (hereinafter referred to as “the Holding Company”) and its subsidiary company and its associate company which are companies incorporated in India, as of that date.

Management’s Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company, its subsidiary company, its associate company which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting

of the based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary company and associate company, which are companies incorporated in India in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial



controls system over financial reporting of the Holding Company, its subsidiary company and its associate company, which are companies incorporated in India.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors referred to in the Other Matters paragraph below, the Holding Company, its subsidiary company and associate company, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the criteria for internal financial control over financial reporting established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to subsidiary company and one associate company, which are companies incorporated in India, is based solely on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of the above matters.

**For Brahmaya & Co.,
Chartered Accountants**
Firm Regn No. 000511S

L. Ravi Sankar
Partner

Place: Chennai
Date : 18 May, 2023

Membership No. 025929
UDIN: 23025929BGYJXK4808

Consolidated Balance Sheet as at

Rs. in Crores

PARTICULARS	Note	31 st March 2023	31 st March 2022
I ASSETS			
1. Non-current assets			
a) Property, Plant and Equipment	1	978.66	874.75
b) Capital work-in-progress	2	113.93	125.51
c) Other Intangible Assets	3	2.52	2.82
d) Right of Use Assets	4	18.97	25.54
e) Financial Assets			
i) Investments	5	27.89	24.50
ii) Others	6	22.43	21.18
f) Other Non Current Assets	7	9.73	19.00
		1,174.13	1,093.30
2. Current assets			
a) Inventories	8	844.27	799.88
b) Financial Assets			
i) Trade receivables	9	829.12	891.34
ii) Cash and cash equivalents	10a	4.04	3.57
iii) Bank Balances other than (ii) above	10b	0.60	0.66
iv) Others	11	5.59	7.15
c) Other current assets	12	151.80	178.06
TOTAL		3,009.55	2,973.96
II EQUITY AND LIABILITIES			
Equity			
a) Equity Share Capital	13	24.06	24.06
b) Other Equity	14	740.11	709.63
Equity attributable to the owners of the Company		764.17	733.69
Non Controlling Interest	15	13.00	17.00
Liabilities			
1. Non-current liabilities			
a) Financial Liabilities			
i) Borrowings	16	203.25	252.02
ia) Lease Liabilities	17	11.00	17.18
b) Non Current Provisions	18	8.35	7.63
c) Deferred tax liabilities (Net)	19	44.94	42.39
		267.54	319.22
2. Current liabilities			
a) Financial Liabilities			
i) Borrowings	20	561.16	596.98
ia) Lease Liabilities	22	9.92	9.68
ii) Trade payables			
A) total outstanding dues of micro enterprises and small enterprises; and	21	81.25	74.60
B) total outstanding dues of creditors other than micro enterprises and small enterprises	21	1,083.32	1,009.86
iii) Others	23	33.19	35.96
b) Other current liabilities	24	153.00	142.14
c) Short-term provisions	25	34.02	28.23
d) Current Tax Liabilities (Net)	26	8.98	6.60
TOTAL		1,964.84	1,904.05
TOTAL		3,009.55	2,973.96
Significant Accounting Policies	B		

S RAM
Chairman
DIN: 00018309

P Ramesh
Chief Financial Officer

Place : Chennai
Date : May 18, 2023

SRIVATS RAM
Managing Director
DIN: 00063415

K V LAKSHMI
Company Secretary

S PRASAD
Director
DIN: 00063667

Per our report of even date
For **BRAHMAYYA & Co.**
Chartered Accountants
Firm Registration No. 000511S

L RAVI SANKAR
Partner
Membership No. 025929

Consolidated Statement of Profit and Loss for the Year Ended 31st March



Rs. in Crores

	Note	2023	2022
REVENUE FROM OPERATIONS			
Sale of Products		4,213.16	3,591.62
Sale of Services	29	29.90	23.36
Other operating revenues		408.09	351.51
Revenue from Operations		4,651.15	3,966.49
Other income	30	20.76	12.41
TOTAL INCOME		4,671.91	3,978.90
EXPENSES			
Cost of materials consumed	31	3,478.58	3,044.73
Changes in inventories of finished goods, Work-in-progress	32	(53.60)	(142.85)
Employee benefit expense	33	445.90	379.05
Finance Costs	35	102.87	71.49
Depreciation and amortisation expenses	1,3 & 4	72.14	100.96
Other Expenses	34	561.79	430.94
TOTAL EXPENSES		4,607.68	3,884.32
Profit before exceptional items and tax		64.23	94.58
Exceptional items		-	-
Add: Share of Profit in Associate (Net of Tax)		5.01	3.22
Profit before tax		69.24	97.80
Tax expense:	36		
Current tax		12.44	27.08
Deferred tax		2.65	(3.46)
Profit for the year		54.15	74.18
Other Comprehensive Income			
<i>Items that will not be reclassified to profit or loss</i>			
- Changes in Fair valuation of Equity Instrument through Other Comprehensive Income		-	(2.45)
- Remeasurements of post employment defined benefit plan		0.21	1.06
- Income tax relating to the remeasurements		(0.05)	(0.27)
- Share of OCI in Associate (net of tax)		(0.64)	0.58
Total Comprehensive Income for the year		53.67	73.10
Profit for the year attributable to			
- Owners of the Company		58.07	76.47
- Non Controlling Interest		(3.92)	(2.29)
Other Comprehensive Income for the year attributable to			
- Owners of the Company		(0.40)	(1.06)
- Non Controlling Interest		(0.08)	(0.02)
Total Comprehensive Income attributable to			
- Owners of the Company		57.67	75.41
- Non Controlling Interest (NCI)		(4.00)	(2.31)
Earnings per equity share:	37		
1. Basic		24.13	31.78
2. Diluted		24.13	31.78
Significant Accounting Policies	B		

S RAM
Chairman
DIN: 00018309

P Ramesh
Chief Financial Officer

Place : Chennai
Date : May 18, 2023

SRIVATS RAM
Managing Director
DIN: 00063415

K V LAKSHMI
Company Secretary

S PRASAD
Director
DIN: 00063667

Per our report of even date
For **BRAHMAYYA & Co.**
Chartered Accountants
Firm Registration No. 000511S

L RAVI SANKAR
Partner
Membership No. 025929

Consolidated Statement of Changes in Equity

A) EQUITY SHARE CAPITAL

	Rs. in Crores	
	As at 31.03.2023	As at 31.03.2022
Balance at the beginning of the year	24.06	24.06
Changes in Equity share capital during the year	-	-
Balance at the end of the year	24.06	24.06

B) OTHER EQUITY

	Reserves and Surplus				Other Comprehensive Income (OCI)		Non Controlling Interest	Total
	Capital Reserve*	Securities Premium	General Reserve	Retained Earnings	FVOCI Equity Instrument	Other items of OCI		
A. Balance as at 31st March, 2021	-	131.52	413.28	95.27	2.02	(5.46)	19.31	655.94
Profit for the year				76.47			(2.29)	74.18
Remeasurement of defined benefit plans						1.39	(0.02)	1.37
Changes in Fair Valuation of Equity Instruments					(2.45)			(2.45)
B. Total Comprehensive Income for the year 2021-22	-	-	-	76.47	(2.45)	1.39	(2.31)	73.10
Final Dividend 2020-21				(2.41)				(2.41)
Transfer to General Reserve			-	-				-
C. Total	-	-	-	(2.41)	-	-	-	(2.41)
D. Balance as at 31st March, 2022 (A+B+C)	-	131.52	413.28	169.33	(0.43)	(4.07)	17.00	726.63
Profit for the year				58.07			(3.92)	54.15
Changes in Fair valuation of Equity Instrument					-			-
Remeasurement of defined benefit plans						(0.40)	(0.08)	(0.48)
E. Total Comprehensive Income for the year 2022-23	-	-	-	58.07	-	(0.40)	(4.00)	53.67
Final Dividend 2021-22				(19.97)				(19.97)
Interim Dividend 2022-23				(7.22)				(7.22)
Transfer to General Reserve								-
F. Total	-	-	-	(27.19)	-	-	-	(27.19)
G. Balance as at 31st March, 2023 (D+E+F)	-	131.52	413.28	200.21	(0.43)	(4.47)	13.00	753.11

* Capital Reserve is Rs. 1713/-

S RAM
Chairman
DIN: 00018309

P Ramesh
Chief Financial Officer

Place : Chennai
Date : May 18, 2023

SRIVATS RAM
Managing Director
DIN: 00063415

K V LAKSHMI
Company Secretary

S PRASAD
Director
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Per our report of even date
For **BRAHMAYYA & Co.**
Chartered Accountants
Firm Registration No. 000511S

L RAVI SANKAR
Partner
Membership No. 025929



A. Principles of Consolidation

The Consolidated Financial Statements (CFS) relate to Wheels India Limited (“the Company) and the Company’s subsidiary and the share of profit in its associate (jointly considered as “Group” hereinafter). The CFS have been prepared on the following basis:

a) Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

The financial statements of subsidiaries are included in the CFS from the date on which control is acquired until the date on which control ceases to exist. The acquisition method of accounting is used to account for business combinations by the Group.

The Group combines the financial statements of the Parent (WIL) and its Subsidiary line by line adding together like items of assets, liabilities, equity, income and expenses. Inter-Group transactions, balances and unrealised gains on transactions between Group Companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the Consolidated Statement of profit and loss, Consolidated statement of changes in equity and balance sheet respectively

b) Associates

The CFS include the Share of profit of an associate company which have been accounted for using equity method as per “Accounting Standard (IndAS) 28 Investments in Associates and Joint Ventures” in CFS. Accordingly, the share of profit of the associate company has been added to the cost of investments.

The difference between the cost of investments in the associate and the share of net assets at the time of acquisition of shares in the associate is identified in the CFS as Goodwill or Capital Reserve as the case may be.

The financial statements of an Associate and Subsidiary used in the CFS are drawn upto the same reporting date as that of the Company i.e. 31st March, 2023

The CFS have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company’s separate financial statements.

Following entities have been considered in the preparation of the Consolidated Financial Statements:

Name of the Entity	Relationship	Country of Incorporation	% of Holding and Voting power
WIL Car Wheels Limited	Subsidiary	India	74.00%
Axles India Limited *	Associate	India	9.51%

* By virtue of Articles of Association of Axles India Limited.

B. SIGNIFICANT ACCOUNTING POLICIES

a) Basis of Preparation

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as 'Ind AS') notified under Companies (Indian Accounting Standards) Rules 2015.

The financial Statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently for all the periods presented in the financial statements.

The preparation of the financial statements, in conformity with generally accepted accounting principles, requires the use of estimates and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amounts of revenues and expenses during the period and disclosure of contingent liabilities as at that date. The estimates and assumptions used in these financial statements are based upon the management's evaluation of the relevant facts and circumstances as of the date of the financial statements.

The Assets and Liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. The Group's normal operating cycle has been ascertained as 12 months based on the nature of products and the time between acquisition of assets for processing and their realisation in cash or cash equivalents.

b) These financial statements are prepared under the historical cost convention unless otherwise indicated.

c) Property, Plant and Equipment

a) Property, plant and equipment is stated at acquisition cost net of GST credits as reduced by accumulated depreciation and accumulated impairment losses, if any.

b) Depreciation on Property, Plant and Equipment has been provided under the Straight Line Method in accordance with Schedule II of the Companies Act 2013 except for certain Plant and Equipments.

c) The Group has reassessed the useful life of certain Plant and Equipment which was evaluated by an Independent Chartered Engineer. Consequently, the useful life of those assets have been determined as below :

Asset Description	Useful life (in years)
Heavy duty machines & ancillaries	25
Light duty equipments	20
Spare parts and Testing Instruments	15

d) Leasehold Land: Premium paid on Leasehold Land is amortised over the lease period.

e) The expenditure during construction period relating to the new project till the commencement of commercial production is capitalised and allocated to the relevant equipments.

f) In accordance with IndAS 23, the borrowing costs attributable to the qualifying assets that necessarily takes substantial period to get ready for its intended use are capitalised.



- g) Grants received for Investment in Property Plant & Equipment are recognized in Statement of Profit or Loss on a systematic basis over the useful life of the asset.
- h) The cost of software relating to ERP is amortised over the estimated useful life viz., 5 years. The cost of other intangible assets are amortised over the estimated useful life viz., 3 years.
- i) Upon first time adoption of IndAS, the carrying value of all the assets as at Transition date i.e. 01st April 2016 has been considered as its Deemed cost.

d) Inventories

The stock of raw materials, work-in-progress, stores, loose tools and goods in transit are valued at cost (net of GST credits) on weighted average basis. The stock of finished goods are valued at cost (net of GST credits including appropriate overheads) or net realisable value whichever is lower.

e) Financial instruments

- i) Financial assets:

Financial asset is recognised at fair value. In case of financial assets which are recognised at fair value through profit and loss, its transaction cost is recognised in the Statement of profit and loss. In other cases, the acquisition cost of the financial assets is net of the attributable transaction cost. Financial assets are subsequently classified and measured at:

- i) Amortised cost or
- ii) Fair Value through profit and loss (FVTPL)
- iii) Fair Value through other comprehensive income (FVTOCI)

Trade receivables and Loans:

Trade receivables and Loans are initially recognised at fair value. Subsequently, these assets are held at amortised cost, using Effective Interest Rate method net of any expected credit losses. The Effective Interest Rate is the rate that discounts estimated future cash receipts through the expected life of financial instrument.

Investments:

All investments in equity instruments (other than in Subsidiaries and Associates) classified under financial assets, are initially measured at fair value. Fair Value changes on an Equity instruments is recognised in the Statement of Profit and Loss or Other Comprehensive Income, as the case may be. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss.

ii) Financial liabilities:

Financial liabilities are initially measured at amortised cost. In case of trade payables, they are initially recognised at fair value and subsequently, these liabilities are held at amortised cost using Effective Interest Rate method.

f) Provisions and Contingent liabilities:

Provisions are recognised when the Group has a present obligation as a result of an event and is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and

a reliable estimate can be made of the amount of the obligations. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or the amount of obligation cannot be measured with sufficient reliability.

g) Revenue recognition:

Revenue towards satisfaction of a performance obligation and when the goods are delivered as per the relevant terms of the contract, measured at transaction price. Service income is recognised once the obligations are performed. Interest income is accrued on a time basis at an applicable effective interest rate. Dividend income is recognised when right to receive the payment is established. Export incentives are recognised as revenue, when exports are made.

h) Employee Benefits

Provident Fund:

Eligible employees receive benefits from Provident Fund which is defined contribution plan. Both, the employees and the Group make monthly contributions to the regional provident fund authorities/ Wheels India Employees Provident Fund Trust. The Group has an obligation to make good the shortfall, if any between the return from the investments made from the trust and the notified interest rate accrued to the employees account.

Gratuity:

The gratuity plan provides for a lump sum payment to vested employees eligible for gratuity at the time of retirement, death, incapacity or termination of employment. Liabilities with regard to the gratuity plan are determined by actuarial valuation as at the Balance Sheet date based upon which the Group contributes all the ascertained liabilities to LIC, which is the administrator of the plan.

Unencashed Leave Salary:

Unencashed leave salary is accounted on actuarial valuation and the Group contributes part of the ascertained liabilities to SBI Life Insurance Group Limited, which is the administrator of the plan.

Others:

Contributions to defined contribution schemes such as Employees State Insurance, Superannuation are charged as expenses based on the amount of contribution required to be made. These benefits are classified as defined contribution schemes as the Group has no obligation beyond what has been recognised as expense in the Statement of profit and loss.

i) Research & Development expenses:

Revenue expenditure on Research & Development is charged to profit & loss account in the year in which it is incurred.

**j) Operating Leases:**

The Group has applied IND AS 116 using modified retrospective approach. The Lease liability is initially measured at the present value of remaining payments as at the commencement date discounted using the lessee's incremental borrowing rate. The cost of Right of Use Assets shall comprise of amount of initial measurement of lease liability adjusted for any payments made after or before the commencement of lease term less any lease incentive received. The Leased Assets are depreciated on straight line basis over the period of lease.

k) Foreign Currency Transactions

Transactions in Foreign currencies are accounted at the rates of exchange prevailing as on the date of the transaction. Exchange differences arising on the settlement of such transactions are recognised in the Statement of Profit and Loss. Monetary assets and liabilities denominated in foreign currency are reinstated at the rate of exchange prevailing on the reporting date.

l) Derivative contracts:

Forward contracts are entered to hedge the foreign currency risk. The profit/loss arising on these contracts is accounted for as income/expenditure on the date of settlement of the contract.

The outstanding contracts are Marked to Market on the reporting date and the net loss/gain arising therefrom is recognised in the Statement of Profit and Loss.

m) Earnings per share:

Earnings per share (EPS) is computed by dividing the net profit / (loss) after tax for the year attributable to the equity shareholders by weighted average number of equity shares outstanding during the year

n) Income taxes

Current tax is the amount of tax payable on the taxable income for the year and is determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax is recognised using the Balance sheet approach. Deferred tax assets and liabilities are recognised for temporary differences arising between the tax base of assets and liabilities and their carrying amount.

Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Other deferred tax assets are recognised if there is reasonable certainty that there will be sufficient future taxable income available to realise such assets.

Deferred tax assets and liabilities are measured at the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Consolidated - Notes on Accounts (Contd.)

NON CURRENT ASSETS - PROPERTY, PLANT AND EQUIPMENT

Rs. in Crores

Description	Gross Block at Cost			Depreciation / Amortisation		Net Block	
	As At 31.03.2022	Additions (including Borrowing Cost Capitalised)	Deletions	As At 31.03.2023	As At 31.03.2022	As At 31.03.2023	As At 31.03.2022
1. TANGIBLE ASSETS							
Land (Free hold)	14.45	-	-	14.45	-	14.45	14.45
Land (Lease hold)	25.69			25.69	1.24	24.19	24.45
Buildings	202.28	20.30	0.11	222.47	57.71	158.06	144.57
Plant and Equipment	1483.12	144.57	4.51	1623.18	803.58	769.33	679.54
Furniture and Fixtures	9.18	0.60	0.04	9.74	5.18	4.04	4.00
Vehicles	0.11	0.33	0.01	0.43	0.06	0.34	0.05
Office Equipment	25.21	3.21	0.58	27.84	17.52	8.25	7.69
	1760.04	169.01	5.25	1923.80	885.29	978.66	874.75
3. INTANGIBLE ASSETS							
Computer Software	22.84	0.94	0.04	23.74	20.18	2.41	2.66
Technical Know-how	5.81	-	-	5.81	5.65	0.11	0.16
	28.65	0.94	0.04	29.55	25.83	2.52	2.82
Total	1788.69	169.95	5.29	1953.35	911.12	981.18	
Previous year	1704.62	123.45	39.38	1788.69	840.31		877.57

* Effective April 01, 2022, the Company has reassessed the useful life of certain Plant and Machinery which was evaluated by an Independent Chartered Engineer. Consequently, the charge of depreciation for the year ended March 31, 2023 due to the above change in the accounting estimate is lower by Rs. 31.86 crores.

4. RIGHT OF USE ASSETS

Description	Gross Block at Cost			Depreciation / Amortisation		Net Block	
	As At 31.03.2022	Additions	Deletions	As At 31.03.2023	As At 31.03.2022	As At 31.03.2023	As At 31.03.2022
Leased Assets	35.89	0.62	0.39	36.12	10.35	18.97	25.54
Total	35.89	0.62	0.39	36.12	10.35	18.97	
Previous year	24.20	11.69	0.00	35.89	5.06	10.35	25.54

2. CAPITAL WORK IN PROGRESS

Rs. in Crores

	31.03.2023
a) Buildings	3.06
b) Plant and Machinery*	110.87
	<u>113.93</u>

31.03.2022

13.81

111.70

125.51

* Includes Machinery in Transit of Rs. 1.81 Crores (Previous year - Rs. Nil)

AGEING OF CWIP AS ON MARCH 31, 2023 :

	Amount in Capital work in progress			
	Less than one year	1-2 years	2-3 years	More than 3 years
Project in Progress	45.83	36.02	4.76	27.32
				Total
				113.93

AGEING OF CWIP AS ON MARCH 31, 2022 :

	Amount in Capital work in progress			
	Less than one year	1-2 years	2-3 years	More than 3 years
Project in Progress	83.66	9.99	28.11	3.75
				Total
				125.51

Rs. in Crores

NON CURRENT ASSETS

5 INVESTMENTS

Unquoted

Investment in Equity instruments

i) In Associate Company at Equity Method

Axles India Limited

24,24,661 Equity Shares of Rs.10/- each fully paid-up
(Includes Goodwill on Acquisition of shares of Rs.0.97 Crores)

Add: Share of profit

2.72

2.72

17.35 20.07

13.96 16.68

ii) In Other Entity at Fair Value through Other Comprehensive Income

Sundaram Hydraulics Limited

71,50,000 Equity Shares of Rs.10/- each fully paid up

Add / (Less) : Change due to Fair Valuation

7.15

7.15

(1.42) 5.73

(1.42) 5.73

* Valuation as per the registered valuer, for the purpose of Scheme of Amalgamation of Sundaram Hydraulics Ltd. and Wheels India Ltd. has been taken as fair value of equity shares held by the company.

iii) In Other Entities at Fair Value through Profit or Loss

MEFCO Engineers Private Limited

20,000 Equity Shares of Rs.100/- each fully paid up

0.20

0.20

Siva Electric Generation Private Limited

1,62,172 Equity shares of Rs.10/- each fully paid up

0.16

0.16

Gamma Green Power Private Limited

12,00,062 Equity shares of Rs.10/- each fully paid up

1.20

1.20

Beta Wind Farm Private Limited

2,25,370 Equity Shares of Rs. 10/- each fully paid up

0.43

0.43

Siva Green Energy India Private Limited

95,000 Equity Shares of Rs. 10/- each fully paid up

0.10 2.09

0.10 2.09

27.89

24.50



Rs. in Crores		
	As at 31.03.2023	As at 31.03.2022
6 NON CURRENT FINANCIAL ASSETS - OTHERS		
a) Security Deposits (unsecured - considered good)	21.79	20.56
b) Advances to employees	0.64	0.62
	22.43	21.18
7 OTHER NON CURRENT ASSETS		
a) Advances for Capital goods	9.40	18.60
b) Prepaid expenses	0.33	0.40
	9.73	19.00
CURRENT ASSETS		
8 INVENTORIES		
a) Raw Materials	356.80	374.86
(Includes Goods in Transit- Rs.1.80 Crs) (previous year - Rs. 28.52 Crs)		
b) Work-in-Progress	218.97	180.72
c) Finished goods	155.42	140.07
d) Stores and Spares	63.02	60.28
e) Loose tools	50.06	43.95
	844.27	799.88
9 TRADE RECEIVABLES (UNSECURED)		
Receivables considered good	829.12	891.34
Credit impaired receivables	1.96	0.41
	831.08	891.75
Less: Allowance for doubtful receivables	1.96	0.41
	829.12	891.34

Consolidated - Notes on Accounts (Contd.)

Rs. in Crores

Trade receivable ageing schedule March 31, 2023

Particulars	Not Due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Undisputed trade receivables							
considered good*	628.61	157.80	42.28	0.40	0.03	-	829.12
which have significant increase in credit risk		-	-	-	-	-	-
credit impaired		-	-	1.96	-	-	1.96
Disputed trade receivables							
considered good		-	-	-	-	-	-
which have significant increase in credit risk		-	-	-	-	-	-
credit impaired		-	-	-	-	-	-
Total	628.61	157.80	42.28	2.36	0.03	-	831.08

* it includes unbilled invoices / (credit notes) of Rs.-14.43 Crores.

Trade receivable ageing schedule March 31, 2022

Particulars	Not Due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Undisputed trade receivables							
considered good*	705.85	179.93	4.10	1.46	-	-	891.34
which have significant increase in credit risk		-	-	-	-	-	-
credit impaired		-	-	0.41	-	-	0.41
Disputed trade receivables							
considered good		-	-	-	-	-	-
which have significant increase in credit risk		-	-	-	-	-	-
credit impaired		-	-	-	-	-	-
Total	705.85	179.93	4.10	1.87	-	-	891.75

* it includes unbilled invoices / (credit notes) of Rs. 35.84 Crores.



Rs. in Crores

	As at 31.03.2023	As at 31.03.2022
10 CASH AND CASH EQUIVALENTS		
a i) Current Accounts	1.74	2.66
ii) Cash on hand	0.05	0.03
iii) Fixed Deposits	2.25	0.88
	<u>4.04</u>	<u>3.57</u>
b Bank Balances with more than three months maturity		
i) Fixed Deposits (as a Guarantee to Commercial Taxes Department)	-	0.13
ii) Unclaimed Dividend Accounts	0.39	0.34
iii) Earmarked Fixed Deposit Balances - Margin money for Guarantee availed	0.21	0.19
	<u>0.60</u>	<u>0.66</u>
11 CURRENT FINANCIAL ASSETS - OTHERS		
Advances to employees	3.25	2.74
Duty Drawback Receivable	1.44	1.60
Export Incentive License	0.80	2.76
Interest accrued on deposits and investments	0.10	0.05
	<u>5.59</u>	<u>7.15</u>
12 OTHER CURRENT ASSETS		
Unsecured - Considered good		
a) Advances other than Capital Advances		
Advances to Vendors	6.80	3.64
Other Advances	<u>1.60</u>	<u>3.31</u>
	8.40	6.95
b) Balance with GST/ Central Excise authorities	116.65	118.65
c) VAT receivable	-	-
d) Export incentives receivable	6.42	7.12
e) GST refund receivable on Exports	0.01	16.49
f) Prepaid expenses	20.32	28.85
	<u>151.80</u>	<u>178.06</u>

Rs. in Crores

EQUITY AND LIABILITIES

13 EQUITY SHARE CAPITAL

a) **Authorised**

5,00,00,000 Equity Shares of Rs.10/- each

b) **Issued, Subscribed and Fully Paid-up**

2,40,64,558 Equity Shares of Rs.10/- each

c) **Reconciliation of the shares outstanding at the beginning and at the end of the reporting period:**

	As at 31.03.2023	As at 31.03.2022
a) Authorised	50.00	50.00
b) Issued, Subscribed and Fully Paid-up	24.06	24.06

Equity Shares of Rs.10/- each

Outstanding at the beginning of the year

Change in Equity Share capital During the year

Outstanding at the end of the year

	31.03.2023		31.03.2022	
	No. of shares	Rs. in Crores	No. of shares	Rs. in Crores
Outstanding at the beginning of the year	2,40,64,558	24.06	2,40,64,558	24.06
Change in Equity Share capital During the year	-	-	-	-
Outstanding at the end of the year	2,40,64,558	24.06	2,40,64,558	24.06

d) **Rights, Preferences and restrictions**

The Company has only one class of equity shares having a par value of Rs.10/- per share. Each member is entitled to one vote by e voting (remote e - voting/ e - voting at the meeting), every shareholder is entitled to vote in proportion to their holdings.

e) **Shareholding of shareholders holding more than 5% of shares as at**

Trichur Sundaram Santhanam & Family Private Limited
Sundaram Finance Holdings Limited

	31.03.2023 (Number of shares)	31.03.2022 (Number of shares)
Trichur Sundaram Santhanam & Family Private Limited	72,94,514	71,43,656
Sundaram Finance Holdings Limited	57,40,117	56,01,117

f) **Shareholding of Promoter and Promoter Group**

Trichur Sundaram Santhanam & Family Private Limited
Sundaram Finance Holdings Limited
India Motor Parts & Accessories Limited

	31.03.2023		31.03.2022		%
	No. of shares	% of total shares	No. of shares	% of total shares	Change during the year
Trichur Sundaram Santhanam & Family Private Limited	72,94,514	30.31%	71,43,656	29.69%	0.63%
Sundaram Finance Holdings Limited	57,40,117	23.85%	56,01,117	23.27%	0.59%
India Motor Parts & Accessories Limited	10,98,655	4.57%	10,98,655	4.57%	-



Rs. in Crores

14 OTHER EQUITY

	As at 31.03.2023	As at 31.03.2022
a) Capital Reserves*	-	-
b) Securities Premium	131.52	131.52
c) General Reserves	413.28	413.28
d) Retained Earnings	200.21	169.33
e) Other Comprehensive Income Reserve	(4.90)	(4.50)
* Capital Reserve is Rs. 1713/- Refer Note 38	<u>740.11</u>	<u>709.63</u>

15 NON CONTROLLING INTEREST

Name of the Subsidiary	Place of Incorporation	Ownership Interest held by Non Controlling Interest (%)	
		31.03.2023	31.03.2022
WIL Car Wheels Limited (WCWL)	India	26%	26%

Rs. in Crores

NON CURRENT FINANCIAL LIABILITIES**16 BORROWINGS****A. SECURED BORROWINGS**

a. Term Loans from Banks

By first Charge by way of hypothecation of specific machinery and fixed assets of the group at Mambattu, Andhra Pradesh and freehold land at Vanod, Gujarat.

67.90	104.01
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b. Term Loans from others

By first Charge by way of hypothecation of specific machinery

-	24.66
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B. UNSECURED BORROWINGS

a. Fixed Deposits

{Includes Rs. 8.02 crores received from Directors (previous year Rs. 0.79 crores)}

135.35	123.35
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<u>203.25</u>	<u>252.02</u>
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Terms of Repayment : Refer Note 28

Consolidated - Notes on Accounts (Contd.)

	Rs. in Crores	
	As at 31.03.2023	As at 31.03.2022
17 Lease Liabilities		
Lease Liabilities*	11.00	17.18
(*Refer Note 47)	<u>11.00</u>	<u>17.18</u>
18 PROVISIONS		
Provisions for employee benefits	8.35	7.63
	<u>8.35</u>	<u>7.63</u>
19 DEFERRED TAX LIABILITIES (NET)		
Deferred Tax Liabilities	72.85	63.26
Deferred Tax Assets	(27.43)	(20.39)
Minimum Alternate Tax credit entitlement	(0.48)	(0.48)
	<u>44.94</u>	<u>42.39</u>

	Rs. In Crores			
	31.03.2023	Charge in Statement of Profit or Loss	31.03.2022	Charge in Statement of Profit or Loss
Movement in Deferred Tax Assets and Liabilities				
a) Deferred Tax Liability				
i) Depreciation	71.28	9.89	61.39	2.08
ii) Export Incentives	1.59	(0.14)	1.73	(0.47)
iii) Remeasurement of Financial Liabilities	(0.02)	(0.06)	0.14	(0.16)
	<u>72.85</u>	<u>9.69</u>	<u>63.26</u>	<u>1.45</u>
Less:				
b) Deferred Tax Assets				
i) Expenses allowable for tax purpose on payment basis	4.93	0.03	4.90	(0.25)
ii) Unabsorbed depreciation under the Income Tax Act, eligible for set off in subsequent financial years	22.10	6.92	15.18	5.14
iii) Expenses not admissible	0.40	0.09	0.31	0.02
c) Minimum Alternate Tax credit entitlement	0.48	-	0.48	-
Net Deferred Tax Liability/ (Assets) (a-b-c)	<u>44.94</u>	<u>2.65</u>	<u>42.39</u>	<u>(3.46)</u>



Rs. in Crores

CURRENT FINANCIAL LIABILITIES**20 BORROWINGS****A. SECURED BORROWINGS**

a. Loans repayable on demand from Banks Hypothecation by way of first charge on all movable assets present and future, consisting of stock of raw materials, work-in-progress, finished goods, consumable stores and spares, goods-in-transit and book debts.	334.82	297.63
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B. UNSECURED BORROWINGS

a. Loans repayable on demand from Banks	62.40	137.45
b. Fixed Deposits Includes NIL received from Directors (previous year - NIL)	7.65	8.75

C. Current maturities of long-term debt

(Refer Note 28) {Includes Rs. Nil received from Directors (previous year Rs. 0.19 crores)}	156.29	153.15
	561.16	596.98

21 TRADE PAYABLES

Dues to Micro Enterprises and Small Enterprises	81.25	74.60
Dues to others	1,083.32	1,009.86
	1,164.57	1,084.46

(Refer Note 39 for details of dues to Micro Enterprises and Small Enterprises)

Trade payables ageing schedule March 31, 2023

Particulars	Not Due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Undisputed Trade Payables						
Micro and Small Enterprises	81.25					81.25
Other than Micro and Small Enterprises	982.24	101.06	0.02	-	-	1,083.32
Disputed Trade Payables						
Micro and Small Enterprises		-	-	-	-	-
Other than Micro and Small Enterprises		-	-	-	-	-
Total	1,063.49	101.06	0.02	-	-	1,164.57

Consolidated - Notes on Accounts (Contd.)

Trade payables ageing schedule March 31, 2022

Particulars	Not Due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Undisputed Trade Payables						
Micro and Small Enterprises	74.25	0.35				74.60
Other than Micro and Small Enterprises	793.92	215.91	0.01	0.02		1,009.86
Disputed Trade Payables						
Micro and Small Enterprises		-	-	-	-	-
Other than Micro and Small Enterprises		-	-	-	-	-
Total	868.17	216.26	0.01	0.02	-	1,084.46

Rs. in Crores

	As at 31.03.2023	As at 31.03.2022
22 Lease Liabilities		
Lease Liabilities*	9.92	9.68
(*Refer Note 47)	9.92	9.68
23 CURRENT FINANCIAL LIABILITIES - OTHERS		
a) Creditors for capital goods {includes due to Micro enterprises and Small enterprises Rs. 2.19 crores (previous year Rs. 1.88 crores)}	11.51	13.53
b) Interest accrued but not due on borrowings	12.50	13.58
c) Unclaimed Dividends	0.39	0.34
d) Trade Deposits	1.81	1.47
e) Recovery from Employees	2.28	3.21
f) Unclaimed matured deposits and interest accrued thereon	4.70	3.83
	33.19	35.96
24 OTHER CURRENT LIABILITIES		
Advance from Customers	18.97	14.88
Statutory dues	109.72	113.28
Employee Benefits Payable	6.48	5.33
Provision for expenses	17.83	8.65
	153.00	142.14



Rs. in Crores

	As at 31.03.2023	As at 31.03.2022
25 SHORT TERM PROVISIONS		
a) Provision for employee benefits	25.39	18.61
b) Provision for Warranty (Refer Note below)	6.01	6.21
c) Due to Directors	2.62	3.41
	34.02	28.23

i) Provision for Warranty claims:

Provision for warranty related costs is an estimate made by the management based on possible future outflow on servicing the customer for any corrective action when the product is sold to the customer. Initial Recognition is based on historical experience. The estimate of warranty related costs is reviewed annually.

ii)

Movement in Provisions	As at 1 st April, 2022	Additions	Amounts utilised / reversed	As at 31 st March, 2023
Warranties	6.21	2.89	3.09	6.01

	As at 31.03.2023	As at 31.03.2022
26 CURRENT TAX LIABILITIES		
Provision for Taxation less Advance Tax and Tax deducted at Source	8.98	6.60
	8.98	6.60
27 CONTINGENT LIABILITIES AND COMMITMENTS		
i) Contingent Liabilities		
a) Bills discounted with Banks and Bank Guarantees	0.72	2.91
b) Disputed amounts in respect of GST, Income Tax and Value Added Tax which are contested in appeal and not provided for	5.53	5.71
ii) Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for	27.71	44.89

Consolidated - Notes on Accounts (Contd.)

28 TERMS OF REPAYMENT OF TERM LOANS AND OTHER LOANS

The term loans and other loans are repayable over a period of 1 to 5 years as per the terms of agreement entered into with the Banks / others.

29 SALE OF SERVICES

The Company's sale of services include certain composite services, wherein the purchase and its corresponding sale of materials/components amounting to Rs. 269.01 crores are netted off and reflected in the Statement of Profit and Loss. (previous year 'Nil') .

	Rs. in Crores	
	2022-23	2021-22
30 OTHER INCOME		
a) Interest on deposits and advances	1.39	0.97
b) Profit on sale of fixed assets (Net)	0.10	0.06
d) Other non-operating income	0.74	0.90
e) Net Gain on foreign currency transactions and translation	18.53	10.48
	<u>20.76</u>	<u>12.41</u>
31 COST OF MATERIAL CONSUMED		
Raw Material	2,826.02	2,578.12
Components	652.56	466.61
	<u>3,478.58</u>	<u>3,044.73</u>
32 CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS		
a) Opening inventory of Finished Goods	140.07	67.98
Less: Closing inventory of Finished Goods	155.42	140.07
Net change in stock of Finished Goods	<u>(15.35)</u>	<u>(72.09)</u>
b) Opening inventory of Work in Progress	180.72	109.96
Less: Closing inventory of Work in Progress	218.97	180.72
Net change in stock of Work in Progress	<u>(38.25)</u>	<u>(70.76)</u>
Net change in Finished Goods and Work in Progress	<u>(53.60)</u>	<u>(142.85)</u>



Rs. in Crores

	2022-23	2021-22
33 EMPLOYEE BENEFIT EXPENSE		
a) Salaries, Wages, Bonus and Commission	390.87	330.95
b) Contribution to Provident and Other Funds	18.71	17.31
c) Staff Welfare expenses	36.32	30.79
	<u>445.90</u>	<u>379.05</u>
34 OTHER EXPENSES		
Consumption of Stores, tools and spare parts	146.31	115.92
Power and fuel	168.52	151.43
Rent including Lease Rent	15.10	13.51
Repairs to		
Buildings	12.97	11.89
Machinery	23.27	16.64
Product inspection and rectification expenses (Refer Note 52(b))	27.23	-
Insurance	7.77	5.89
Rates and taxes, excluding taxes on income	1.94	1.70
Directors sitting fees	0.16	0.20
Auditors' remuneration		
Statutory Audit	0.54	0.52
Tax Audit	0.09	0.09
Certification fees	0.15	0.14
Reimbursement of expenses	0.07	0.02
Expenditure on Corporate Social Responsibility (Refer Note 49)	<u>1.06</u>	1.06
Freight	69.34	53.77
Miscellaneous expenses	87.27	58.16
	<u>561.79</u>	<u>430.94</u>
35 FINANCE COSTS		
a) Interest expense	102.11	72.15
b) Other borrowing costs	0.76	(0.66)
	<u>102.87</u>	<u>71.49</u>

Consolidated - Notes on Accounts (Contd.)

		Rs. in Crores	
		2022-23	2021-22
36	INCOME TAX EXPENSES		
	A. Components of Income Tax Expense		
	i) Tax Expenses recognised in Statement of Profit and Loss:		
	(a) Current Tax		
	- on Current year Tax Income	12.44	27.08
	(b) Deferred Tax		
	- on Origination and Reversal of Temporary Differences	2.65	(3.46)
		<u>15.09</u>	<u>23.62</u>
	ii) Tax Expenses recognised in Other Comprehensive Income:		
	(a) Current Tax on Remeasurement of Post Employment Benefit obligation	0.05	0.27
	B. Reconciliation of Effective tax Rate		
	Total Comprehensive Income before tax	68.81	96.99
	Less: Share of Profit of an Associate	4.37	3.80
	Total Comprehensive Income before tax (excluding Share of an Associate)	<u>64.44</u>	<u>93.19</u>
	Income Tax Expense	16.22	23.46
		25.17%	25.17%
	Income not chargeable to tax	-	0.62
	Income Tax Incentives	(1.34)	(0.38)
	Expenses not admissible	0.28	0.42
	Others	(0.02)	(0.23)
	Tax Expenses recognised in Profit or Loss Statement	<u>15.14</u>	<u>23.89</u>
		23.49%	25.63%

		Rs. in Crores	
		2022-23	2021-22
37	Earnings Per Share		
	Net profit as per P& L account	58.07	76.47
	Weighted Average Number of Shares	2,40,64,558	2,40,64,558
	Nominal value per share - Rupees	10.00	10.00
	Basic & Diluted earnings per share - Rupees	24.13	31.78



38 Dividend of Rs. 3.97 per equity share amounting to Rs. 9.55 Crores for the Financial year 2022-23 recommended by Board of Directors which is subject to the approval of shareholders at the ensuing Annual General meeting is not recognised as liability as at the date of Balance sheet.

		Rs. in Crores	
		2022-23	2021-22
39	Disclosures required under the “Micro, Small and Medium Enterprises Act, 2006”		
	Particulars		
a)	The Principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of each accounting year		
	- Principal amount due to micro and small enterprises	81.25	74.60
	- Interest due on above	-	-
b)	The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-	-
c)	The amount of interest due and payable for the period of delay in making payment(which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
d)	The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
e)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

This information has been given in respect of such vendors to the extent they could be identified as ‘Micro, Small and Medium Enterprises’ on the basis of information available with the Group on which the Auditors have relied upon.

Consolidated - Notes on Accounts (Contd.)

		Rs. in Crores	
40 Expenditure incurred on Scientific Research and Development	2022-23	2021-22	
a) Revenue Expenditure	23.01	16.18	
b) Capital Expenditure	10.87	5.94	

41 EMPLOYEE BENEFITS Defined Contribution Plan

a) Provident Fund

In respect of the Employees Provident Fund Scheme, the Group has contributed Rs. 7.88 crores for the year ended 31st March 2023 (previous year Rs. 7.36 crores) to Provident fund Authorities. The Group has no obligation towards the Interest accumulation thereon.

b) Superannuation :

The Group has contributed Rs. 0.71 crores for the period 2022-23 (previous year Rs. 0.66 Crores) to the Superannuation trust and the same is recognised in Statement of Profit and Loss under the head Employee benefit expenses.

Defined Benefit Plan

c) In respect of Employees Provident Fund managed through Trust, the Company has contributed Rs. 4.25 crores for the year ended 31st March, 2023 (previous year Rs. 3.73 crores) to the Provident Fund Trust. The interest payable by trust to the beneficiaries of trust as per the rate notified by the Government is met by the trust with contribution from company for the previous year ended 31st March, 2023 of Rs. 2.52 crores. (previous year - Rs. 2.19 crores).

d) Gratuity and Leave Salary

In case of the above Defined Benefit plans, the liability is determined on the basis of actuarial valuation and provided for in the Statement of Profit and Loss/ Other Comprehensive Income which are disclosed as below :

Rs. in Crores

	Gratuity (funded)		Leave Salary (Partly funded)	
	2022-23	2021-22	2022-23	2021-22
Change in defined benefit obligation				
Opening defined benefit obligation	31.59	28.99	12.03	11.09
Current service cost	4.06	3.78	-	-
Interest cost	2.22	1.91	0.66	0.57
Actuarial loss / (gain) due to change in demographic & financial Assumptions	0.16	(1.08)	(0.02)	(0.25)
Actuarial loss / (gain) arising from experience adjustments	(0.25)	0.90	3.41	2.98
Benefits paid	(2.14)	(2.91)	(2.63)	(2.36)
Closing defined benefit obligation	35.64	31.59	13.45	12.03
Change in fair value of assets				
Opening fair value of plan assets	27.50	27.92	3.95	3.65
Expected return on plan assets	2.05	1.85	0.28	0.24
Actuarial gain / (Loss) arising from return on plan assets	(0.28)	(0.11)	(0.03)	0.06
Contribution by employer	3.31	0.75	2.63	2.36
Benefits paid	(2.14)	(2.91)	(2.63)	(2.36)
Closing fair value of plan assets	30.44	27.50	4.20	3.95



	Gratuity (funded)		Leave Salary (Partly funded)	
	2022-23	2021-22	2022-23	2021-22
Amount recognised in the Balance Sheet				
Present value of obligations at year end	35.64	31.59	13.45	12.03
Fair value of plan assets at year end	30.44	27.50	4.20	3.95
Net (liability) / asset recognised as on 31st March	(5.20)	(4.09)	(9.25)	(8.08)
Expenses recognised in the Profit & Loss Statement				
Current Service cost	4.06	3.78	-	-
Interest on defined benefit obligation	2.22	1.91	0.66	0.57
Expected return on plan assets	(2.05)	(1.85)	(0.28)	(0.24)
Benefits transferred	-	-	-	-
Actuarial gain/ loss (on Leave Salary)	-	-	3.42	2.67
Expenses recognised in the Profit & Loss A/c	4.23	3.84	3.80	3.00
Remeasurement on the net defined benefit liability				
Actuarial loss / (gain) due to change in demographic & financial Assumptions	0.16	(1.08)		
Actuarial loss / (gain) arising from experience adjustments	(0.25)	0.90		
Actuarial gain / (Loss) arising from return on plan assets	0.28	0.11		
Expenses recognised in Other Comprehensive Income	0.19	(0.07)	NA	NA

	Gratuity (funded)		Leave Salary (Partly funded)		Provident Fund	
	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
Principal actuarial assumptions used						
Discount rate (p.a)	7.2%-7.22%	7.29%-7.34%	7.18%	7.15%	7.36%	7.36%
Attrition rate	1-3%	1-3%	1-3%	1-3%	1-3%	1-3%
Salary escalation	5.00%	5.00%	5.00%	5.00%	-	-
Mortality Rate is IALM (2006-08) Ultimate constantly for both the plans						

Risk Exposure :

Through its defined benefit plans, the Group is, exposed to some of the general risks such as Investment Risk, Interest rate risk, Longevity risk and Salary escalation risk and having no entity specific risks .

Consolidated - Notes on Accounts (Contd.)

The sensitivity analysis of the impact of changes in the above assumption is given in the below tables :

a) Gratuity

Rs. in Crores

Assumptions	Change in Assumption	Increase in Assumption		Decrease in Assumption	
		2022-23	2021-22	2022-23	2021-22
Discount	0.50%	34.18	30.27	37.21	33.02
Salary escalation	0.50%	37.23	33.05	34.15	30.23
Mortality	5.00%	35.66	31.61	35.33	31.59
Attrition	5.00%	35.68	31.63	35.31	31.56

b) Leave Salary

Rs. in Crores

Assumptions	Change in Assumption	Increase in Assumption		Decrease in Assumption	
		2022-23	2021-22	2022-23	2021-22
Discount	0.50%	11.64	10.25	12.34	10.89
Salary escalation	0.50%	12.35	10.89	11.63	10.25
Mortality	5.00%	11.98	10.56	11.98	10.56
Attrition	5.00%	11.99	10.56	11.97	10.55

c) Provident Fund

Rs. in Crores

Assumptions	Change in Assumption	Increase in Assumption		Decrease in Assumption	
		2022-23	2021-22	2022-23	2021-22
Discount	0.50%	1.06	1.07	1.08	1.09
Shortfall	0.005%	1.09	1.09	1.06	1.06
Mortality	5.00%	1.07	1.08	1.07	1.08
Attrition	5.00%	1.07	1.08	1.07	1.08

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in the assumptions would occur in isolation of one another as some of the assumptions may be correlated.



42 Financial Instruments

A. Accounting classifications and fair values

The carrying amounts and fair value of financial instruments by class are as follows:

	Rs. In Crores	
	As at 31.03.2023	As at 31.03.2022
Financial Assets:		
Financial assets measured at Cost:		
i. Investment in Equity shares	20.07	16.68
Financial assets measured at fair value:		
i. Investment measured at Fair value through other comprehensive income	5.73	5.73
ii. Investment measured at Fair value through profit or loss	2.09	2.09
iii. Derivative financial instruments	-	-
Financial assets measured at amortised cost:		
Trade receivables	829.12	891.34
Cash and cash equivalents	4.04	3.57
Bank balances other than Cash and cash equivalents	0.60	0.66
Other financial assets	27.54	28.33
Financial Liabilities:		
Financial Liabilities measured at fair value:		
Borrowings	-	-
Derivative financial instruments	(0.48)	-
Financial Liabilities measured at amortised cost:		
Borrowings	764.41	849.00
Trade payables	1,164.57	1,084.46
Other financial liabilities	54.11	62.82

B. Fair value hierarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1 hierarchy - Includes Financial Instruments measured using quoted prices in the active market.

Level 2 hierarchy - The Fair value of Financial Instruments that are not traded in an active market, is determined using valuation techniques which maximise the use of observable market data.

Level 3 hierarchy - Includes Financial Instruments for which one or more of the significant inputs are not based on observable market data. This is applicable for unlisted securities.

As at March 31, 2023	Level 1	Level 2	Level 3
Financial Assets :			
Equity shares			7.82
Derivative financial instruments	-	-	-
Total			
Financial Liabilities :			
Derivative financial instruments	-	(0.48)	-
As at March 31, 2022	Level 1	Level 2	Level 3
Financial Assets :			
Equity shares	-	-	7.82
Derivative financial instruments	-	-	-
Financial Liabilities :			
Derivative financial instruments	-	-	-

- i) The Fair value of an Equity Instruments classified as at Fair value through profit or loss included under Level 3 Investments is determined using Cost approach.
- ii) The Fair value of an Equity Instrument classified as at Fair value through Other Comprehensive Income included under Level 3 Investments was valued by Registered valuer taking a combination of comparable companies multiple method and Discounted cash flow method in the previous year.
- iii) There are no transfers between Level 2 and Level 3 during the year.
- iv) Trade Receivables, Trade Payables, Cash and Cash Equivalents and Other Financial Assets and Liabilities are stated at amortized cost which approximates their fair value.

C. Financial risk management

The Company's business activities are exposed to a variety of financial risks, namely liquidity risk, market risk and credit risk. The Risk management policies have been established to identify and analyse the risks faced by the Company, to set and monitor appropriate risk limits and controls, periodically review and reflect the changes in the policy accordingly.



a) Management of Liquidity risk

Liquidity risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities. The Company's approach in managing liquidity is to ensure that it will have sufficient funds to meet its liabilities. In doing this, management considers both normal and stressed conditions.

The Company regularly monitors the rolling forecasts and the actual cash flows to service the financial liabilities on a day-to-day basis through cash generation from business and by having adequate banking facilities.

The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows along with its carrying value as at the Balance sheet date.

	Rs. In Crores		
	Payable within one year	More than one year	Total
As at 31st March, 2023			
Non-Derivative Liabilities			
Trade payable	1,164.57	-	1,164.57
Borrowings	561.16	203.25	764.41
Other Financial liabilities	43.11	11.00	54.11
Derivative Liabilities			
Forward exchange contracts	(0.48)		-
As at 31st March, 2022			
Non-Derivative Liabilities			
Trade payable	1,084.46	-	1,084.46
Borrowings	596.98	252.02	849.00
Other Financial liabilities	45.64	17.18	62.82
Derivative liabilities			
Forward exchange contracts	-		-

b) Management of Market risk:

The Company is exposed to the following market risks which affects the value of the Financial instruments:

1. Currency risk;
2. Interest rate risk

i) Foreign currency risk

Foreign currency risk is the risk that the fair value of or future cash flows of an exposure will fluctuate because of the changes in foreign exchange rates. As at 31st March, 2023, the net un-hedged exposure to the Company on holding such financial assets and liabilities amounts to Rs. 180.76 Crores.

The Company manages currency exposures by continuously monitoring the Foreign currency rates with the transaction rate and takes steps to mitigate the risk using Forward/ Derivative contracts.

Sensitivity to risk

A 5% strengthening of the INR against foreign currencies to which the Company is exposed (net of hedge) would have led to approximately an additional Gain of Rs. 9.04 Crores in the Statement of Profit and Loss. A 5% weakening of the INR against these currencies would have led to an equal impact but with opposite effect.

As at 31st March 2023, the Company has 48 open foreign exchange forward contracts as below (31st March, 2022 - no contracts)

Currency	Foreign currency exposure	Buy/Sell	No of Contracts
GBP	5,66,820	Sell	9
EURO	6,64,378	Sell	3
USD	81,00,000	Sell	36

ii) Interest rate Risk

Interest rate is the risk that the Fair value of future cash flows of a financial instruments will fluctuate because of changes in market interest rates. The Company has Rs. 100.88 Crores Borrowings at Floating rate of Interest as at 31st March, 2023 (previous year Rs. 181.40 Crores).

Sensitivity to risk

An increase in interest rate of 1% will likely to affect the profit negatively by Rs. 1.01 crores and a decrease of 1% would have led to an equal impact but with opposite effect.

c) Management of Credit risk

Credit risk is the risk of financial loss to the Company if the other party to the financial assets fails to meet its contractual obligations.

i) Trade receivables:

Concentration of credit risk with respect to trade receivables are limited as the customers are predominantly original equipment manufacturers (OEs). All trade receivables are reviewed and assessed for default on a quarterly basis. Our historical experience of collecting receivables is that credit risk is low. Refer Note (e) for accounting policy on Financial Instruments.

ii) Other financial assets:

The Company has exposure in Cash and cash equivalents and term deposits with banks. The Company's maximum exposure to credit risk as at 31st March, 2023 is the carrying value of each class of financial assets as on that date.

43 Borrowing Costs in accordance with IndAS 23 :

	Rs. In Crores	
	2022-23	2021-22
Borrowing Costs capitalised during the year	3.95	3.89
Capitalisation rate used for Borrowing Costs	7.44%	6.53%



44 Segment information for the year ended 31st March, 2023 in accordance with Ind AS 108 - Operating Segments'

The Group primarily operates in Automotive components segment. The Group also manufactures industrial components segment which includes components and structures for windmill, railways and thermal power plants. Accordingly the reportable segments are

- a) Automotive Components and
- b) Industrial Components

The segment information is provided to and reviewed by Chief Operating Decision Maker (CODM).

Segment wise Revenue, Results, Assets and Liabilities for the year ended

	Rs. in Crores	
	2022-23	2021-22
1. Segment Revenue		
(a) Automotive Components	3,926.48	3,214.86
(b) Industrial Components	724.67	751.63
Total	<u>4,651.15</u>	<u>3,966.49</u>
Less: Inter Segment Revenue	-	-
Revenue from Operations	<u>4,651.15</u>	<u>3,966.49</u>
2. Segment Results (Profit / (Loss) before tax and interest from each segment)		
(a) Automotive Components	173.15	134.45
(b) Industrial Components	(1.04)	34.85
Total	<u>172.11</u>	<u>169.29</u>
Less:		
(i) Interest	102.87	71.49
(ii) other unallocable income	-	-
Total Profit Before Tax	<u>69.24</u>	<u>97.80</u>
3. Capital Employed		
Segment Assets		
(a) Automotive Components	2,249.12	2,257.18
(b) Industrial Components	713.17	666.40
(c) unallocated	47.25	50.38
Total	<u>3,009.54</u>	<u>2,973.96</u>
Segment Liabilities		
(a) Automotive Components	1,204.30	1,047.11
(b) Industrial Components	171.25	217.28
(c) unallocated	869.88	975.84
Total	<u>2,245.43</u>	<u>2,240.24</u>
4. Capital Expenditure		
(a) Automotive Components	97.71	79.63
(b) Industrial Components	53.56	55.64
5. Depreciation & Amortisation expense		
(a) Automotive Components	56.63	86.13
(b) Industrial Components	15.51	14.83

Consolidated - Notes on Accounts (Contd.)

(ii) Geographical Information:

Particulars	Rs. in Crores	
	2022-23	2021-22
1. Revenue from Operations		
within India	3,674.94	2,965.50
Outside India	976.21	1,000.99
Total	4,651.15	3,966.49
2. Non Current Assets		
within India	1,174.13	1,093.30
Outside India	-	-
Total	1,174.13	1,093.30

(iii) In accordance with Ind AS 108-'Operating Segments', the group has disclosed the segment information in the Consolidated Financial Statements.

45 Disclosure on Accounting for revenue from customers in accordance with IND AS 115

Disaggregated revenue information

		Rs. in Crores	
		31st March 2023	31st March 2022
a)	Type of goods and service		
	a) Sale of products	4213.16	3591.62
	b) Sale of services	29.90	23.36
	c) Other operating revenues	408.09	351.51
	Total operating revenue	4651.15	3966.49
	In India	3674.94	2965.50
	Outside India	976.21	1000.99
b)	Timing of revenue recognition	At a point of time	At a point of time
	Sale of products and other operating income	4651.15	3966.49
c)	Revenue recognised in relation to contract liabilities	Nil	Nil
d)	Reconciliation of revenue recognised in the statement of profit and loss with the contracted price		
	Revenue at contracted prices	4651.15	3966.49
	Revenue from contract with customers	4651.15	3966.49
	Difference	-	-
e)	Unsatisfied or partially satisfied performance obligation	Nil	Nil



46 Related Party disclosures in accordance with Ind AS 24:

i) a) Associates:

Axles India Ltd.

b) Associates by virtue of their shareholding in Group

Trichur Sundaram Santhanam & Family Private Limited (With effect from 04th February 2022)

Sundaram Finance Holdings Limited

T.V. Sundram Iyengar & Sons Private Ltd.(up to 04th February 2022)

ii) Other Related parties and the relationship where transaction exists:

a) Associate's Subsidiary

Sundaram Business services Limited

Brakes India Private Limited

Sundaram Industries Private Limited (up to 04th February 2022)

The Associated Auto Parts Private Limited (up to 04th February 2022)

Sundaram Clayton Limited (up to 04th February 2022)

SI Air Springs Private Limited (up to 04th February 2022)

TVS Motors Limited (up to 04th February 2022)

TVS Electronics Ltd (up to 04th February 2022)

TVS Training & Services Ltd (up to 04th February 2022)

Lucas TVS Limited (up to 04th February 2022)

b) Subsidiar's Associate

Topy Industries Limited, Japan

iii) Key Managerial Personnel:

Mr. S Ram

Mr. Srivats Ram

iv) Post Employment Benefit plan entity

Wheels India Employees Gratuity Trust

Wheels India Limited Staff Provident Fund

Wheels India Senior Officers Superannuation Trust

Consolidated - Notes on Accounts (Contd.)

Nature of transactions	Rs. In Crores	
	2022-23	2021-22
Associates		
Dividend Received	0.97	-
Dividend paid	14.49	1.05
Purchase of goods	4.66	3.07
Receiving of Services	7.25	3.59
Rendering of Services	5.73	0.08
Sale of goods	19.17	3.40
Royalty Paid	3.09	2.81
Balance Payable	1.56	4.10
Balance Receivable	1.55	0.01
Associate's subsidiary		
Purchase of goods	4.03	21.99
Receiving of Services	1.03	1.34
Rendering of Services	2.35	-
Sale of goods	4.77	6.94
Balance Payable	3.74	5.03
Balance Receivable	0.50	0.59

Key Managerial Personnel	Rs. in Crores			
	2022-23		2021-22	
	Mr S Ram	Mr Srivats Ram	Mr S Ram	Mr Srivats Ram
a) Short term employee benefits				
Remuneration, Perquisites and Commission	0.60	4.02	1.14	4.30
Commission outstanding	0.60	1.70	1.14	2.27
b) Post Employment Benefits*		0.39		0.34
c) Others				
Interest on fixed deposits	0.12	0.09	-	0.08
Dividend paid during the year	-	0.06	-	0.01
Deposits balance outstanding	6.00	2.02	-	0.98
Sitting Fees	0.01	-	0.01	-
Sale of wheels	0.01	0.01		

* As the Liabilities for defined benefit plans are provided on actuarial basis, the amounts pertaining to Key Managerial Personnel are not included.

**Employees Benefit Plans:**

Rs. in Crores

	2022-23		2021-22	
	Contribution	Payable	Contribution	Payable
Wheels India Employees Gratuity Trust	3.37	3.67	0.47	3.37
Wheels India Limited Staff Provident Fund	4.25	0.37	3.73	0.34
Wheels India Senior Officers Superannuation Trust	0.71	0.70	0.67	0.67

47 Disclosures relating to leases in accordance with IndAS116 :

Rs. in Crores

Particulars	2022-23	2021-22
	a) Movement in Lease Liability	
Opening Balance	26.86	20.67
Additions during the year	0.62	13.24
Modifications to lease	-	(1.66)
Finance Cost Accrued during the year	1.72	1.45
Payment of Lease Liabilities	(8.28)	(6.84)
Closing Balance	<u>20.92</u>	<u>26.86</u>
Current Liability (Note 22)	9.92	9.68
Non Current liability (Note 17)	11.00	17.18
b) Maturity Analysis of Lease Liabilities		
Not later than 1 year	8.05	8.10
Later than 1 year and not later than 5 years	14.61	22.11
Total Undiscounted Lease Liability	<u>22.66</u>	<u>30.22</u>
c) Amount recognised in the statement of Profit or Loss		
Interest on Lease Liabilities	1.72	1.45
Expenses relating to short term leases	0.89	0.97
d) Amount recognised in the statement of cash flow		
Total Cash outflow for leases	8.28	6.84

48 Disclosure on Accounting for intangible assets in accordance with Ind AS 38:

		Rs. In Crores	
		2022-23	2021-22
Computer software & Technical know how	Refer to Note 3		
Gross carrying amount at the beginning of the year		28.65	27.18
Acquired during the year		0.94	1.60
Deletion during the year		0.04	0.13
Gross carrying amount at the end of the year		29.55	28.65
Gross amortisation at the beginning of the year		25.83	23.79
Amortised during the year		1.24	2.14
Deletion during the year		0.04	0.10
Gross amortisation at the end of the year		27.03	25.83
Net carrying amount at the beginning of the year		2.82	3.39
Net carrying amount at the end of the year		2.52	2.82

49 Disclosures in relation to Corporate Social Responsibility

		Rs. In Crores	
		2022-23	2021-22
a)	Gross amount required to be spent by the company during the year	1.06	1.06
b)	Amount approved by the board to be spent during the year	1.06	1.06
c)	Contribution towards :		
	Promoting Education	0.62	0.66
	Rural Development Projects	0.22	0.14
	Health care	0.06	0.02
	National Heritage, Arts and Culture	0.05	0.10
	PM Cares, State Disaster Management Authority & Disaster Management for Covid	-	0.49
	Total	0.95	1.41
d)	Amount spent during the year on		
	i) Construction / acquisition of any other asset	-	-
	ii) on purposes other than (i) above	0.95	1.41
e)	Details of excess CSR expenditure under Section 135 (5) of the Act :		
	Balance excess spent as at April 1, 2022 :	0.35	-
	Amount required to be spent during the year	1.06	1.06
	Amount spent during the year	0.95	1.41
	Amount spent in excess set off during the year	0.11	-
	Balance excess spent as at March 31, 2023	0.24	0.35



50 Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary / Associates / Joint ventures Rs. in Crores

	Net Assets, i.e., total assets minus total liabilities		Share in Profit or loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of Consolidated Net Assets	Amount	As % of Consolidated Profit	Amount	As % of Consolidated Other Comprehensive Income	Amount	As % of Consolidated Total Comprehensive Income	Amount
2022-23								
Parent: Wheels India Limited	90.98%	707.08	118.59%	64.22	-308.33%	1.48	122.41%	65.70
I. Subsidiary								
Indian:								
WIL Car Wheels Limited	4.76%	37.01	-20.60%	(11.16)	281.25%	(1.35)	-23.30%	(12.51)
Non Controlling Interest in Subsidiary	1.67%	13.00	-7.24%	(3.92)	-6.25%	0.03	-7.25%	(3.89)
II. Associates: (Investments as per Equity method)								
Indian:								
Axles India Limited	2.59%	20.07	9.26%	5.01	133.32%	(0.64)	8.14%	4.37
Total	100.00%	777.17	100.00%	54.15	100.00%	(0.48)	100.00%	53.67
2021-22								
Parent: Wheels India Limited	89.04%	668.63	107.54%	79.77	-137.04%	1.48	111.15%	81.25
I. Subsidiary								
Indian:								
WIL Car Wheels Limited	6.44%	48.38	-8.79%	(6.52)	293.52%	(3.17)	-13.26%	(9.69)
Non Controlling Interest in Subsidiary	2.26%	17.00	-3.09%	(2.29)	-2.78%	0.03	-3.09%	(2.26)
II. Associates: (Investments as per Equity method)								
Indian:								
Axles India Limited	2.25%	16.88	4.34%	3.22	-53.70%	0.58	5.20%	3.80
Total	100.00%	750.89	100.00%	74.18	100.00%	(1.08)	100.00%	73.10

51 Other Regulatory Disclosures as required under Schedule III Of Companies Act, 2013 :

- The Company does not have any Benami property held in its name. No proceeding has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder
- During the year, the Company has borrowings from banks on the basis of security of current assets. Returns/ Statements filed with the banks on a periodical basis are in agreement with the books of accounts.
- As per the information available with the company, the company has not transacted with any companies struck off under section 248 of the Companies Act, 2013 or under Section 560 of the Companies Act, 1956.

- d) There has been no charges or satisfaction yet to be registered with the Registrar of Companies (ROC) beyond the statutory period.
- e) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.
- f) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding (whether recorded in writing or otherwise) that the intermediary shall
- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (ultimate beneficiaries) or
 - (ii) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
- g) The Company has not received any fund from any person(s) or entity (ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the company shall
- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (ultimate beneficiaries) or
 - (ii) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
- h) The Company has not traded or invested in Crypto currency or virtual currency during the financial year ended March 31, 2023
- i) The Company has not given any loans or advances in the nature of loans to Promoters, Directors, Key Managerial Personnel and related parties, that are repayable on demand or without specifying any terms or period of repayment.

52 Other Notes :

- a) The Board of Directors of the Company at their meeting held on December 07, 2021, approved the scheme of amalgamation of Sundaram Hydraulics Limited with the Company and their respective shareholders, effective 1st Oct 2021. The Company is awaiting the final hearing and necessary directions in this regard from National Company Law Tribunal (NCLT).
- b) Product inspection and rectification expenses include Rs 27.23 crores, net of insurance claim received, towards cost of certain pre-delivery / increased inspection and rectification work at an overseas customer location .
- c) Previous year's figures have been regrouped wherever necessary to conform to this year's classification.

S RAM
Chairman
DIN: 00018309

P Ramesh
Chief Financial Officer

Place : Chennai
Date : May 18, 2023

SRIVATS RAM
Managing Director
DIN: 00063415

K V LAKSHMI
Company Secretary

S PRASAD
Director
DIN: 00063667

Per our report of even date
For **BRAHMAYYA & Co.**
Chartered Accountants
Firm Registration No. 000511S

L RAVI SANKAR
Partner
Membership No. 025929

**Consolidated Statement of Cash Flows in Accordance with Ind AS 7
Annexed to the Balance Sheet for the year ended 31st March 2023**



Rs. In Crores

	2022-23	2021-22
A Cash Flow from Operating Activities		
Total Comprehensive Income after tax	53.67	73.10
Add:		
Depreciation	72.14	100.96
Obsolescence	0.03	0.10
Lease Liabilities	0.97	0.85
Effect of Exchange Rate Change	(4.08)	(3.24)
Loss on Sale of Fixed Assets	(0.24)	0.53
Taxes on Income	15.14	23.88
Interest Expenses	102.87	71.49
	<u>186.83</u>	<u>194.58</u>
	<u>240.50</u>	<u>267.68</u>
Less:		
Share of an Associate	4.37	3.79
Interest Income	1.38	0.98
Gain/(Loss) on Fair Valuation of Investments	-	(2.44)
Dividend Income	-	-
	<u>5.75</u>	<u>2.33</u>
Cash flow from Operation before Working Capital Changes	<u>234.75</u>	<u>265.35</u>
Cash flow from Working Capital :		
Trade Receivables	79.24	(137.22)
Inventories	(44.85)	(251.99)
Advances & Other Current Assets	28.35	(58.40)
Trade Payables	67.30	177.84
Other Payables & Provisions	17.85	59.25
Taxes paid	(9.99)	(27.23)
Net Cash Flow from Operating Activities (A)	<u>372.65</u>	<u>27.61</u>
B Investing Activities		
Purchase of Fixed Assets	(151.27)	(135.27)
Sale of Fixed Assets	1.60	14.13
Dividend Received	0.97	-
Interest Received	1.13	0.77
Net cash used in Investing Activities (B)	<u>(147.57)</u>	<u>(120.37)</u>

Consolidated Statement of Cash Flows (Contd.)

	Rs. In Crores	
	2022-23	2021-22
C Financing Activities		
Proceeds from Long Term Borrowings	101.80	71.97
Repayment of Long Term Borrowings	(147.45)	(108.62)
Increase / (Decrease) in Working Capital Borrowings	(25.11)	199.55
Repayment of Lease Liabilities	(9.09)	(7.59)
Dividend paid	(27.14)	(2.45)
Interest paid	(103.78)	(69.05)
Net Cash used in Financing Activities (C)	<u>(210.77)</u>	<u>83.81</u>
Net Increase in Cash & Cash Equivalents	14.31	(8.95)
Closing Cash & Cash Equivalents	13.05	(1.26)
Opening Cash & Cash Equivalents	(1.26)	7.69
Net Increase in Cash and Cash Equivalents	14.31	(8.95)
Closing Cash & Cash Equivalents as per Balance sheet	4.04	3.57
(Add)/ Less: Cash Credit as at the end of the year	(9.01)	4.83
Cash & Cash Equivalents for the purpose of IndAS 7	<u>13.05</u>	<u>(1.26)</u>

S RAM
Chairman
DIN: 00018309

P Ramesh
Chief Financial Officer

Place : Chennai
Date : May 18, 2023

SRIVATS RAM
Managing Director
DIN: 00063415

K V LAKSHMI
Company Secretary

S PRASAD
Director
DIN: 00063667

Per our report of even date
For **BRAHMAYYA & Co.**
Chartered Accountants
Firm Registration No. 000511S

L RAVI SANKAR
Partner
Membership No. 025929



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Machined Casting Plant - Thervoykandigai



Wheel and Tyre Assembly unit - Bidadi



WHEELS INDIA LIMITED



Automotive Wheels



Energy & Railway Components



Air Suspension



Construction Wheels



Fabrication



Hydraulic Cylinders

