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WHEELS INDIA LIMITED

Corporate Identity Number : L35921TN1960PLC004175

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

Factory :
Padi, Chennai - 600 050.

January 30, 2024

To
Ms. Ms. Sumithra Gomatam,
Independent Director - Wheels India Limited,
Chennai

Subject: Re-appointment as Independent Director of the Company for a second term of five years

Reference: Appointment as Independent Director from April 24, 2019 to April 23, 2024

We are glad to inform that the shareholders of Wheels India Limited ('WIL or Company') by way of postal ballot have accorded their approval to re-appoint you as Non-Executive Independent Director of the Company for a second term of five years. This letter of appointment sets out the terms and conditions which are as follows:

1. Appointment

You have been re-appointed as Non-Executive Independent Director on the Board of Directors of WIL for a second term of five years. Your appointment is in accordance with the provisions of the Companies Act, 2013 ('Act') read with relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR').

Your appointment is also subject to the maximum permissible Directorships that one can hold as per the provisions of the Companies Act, 2013 and SEBI LODR.

2. Board Committees

As advised by the Board, during the tenure of office, you may be required to serve on the Committees of the Board established by the Company. Upon your appointment to any one or more committees, you will be provided with the Terms of Reference of that Committee.

3. Professional Conduct, Role and functions, duties

You shall follow the duties of Directors as prescribed under Section 166 of the Act and code for Independent Directors prescribed under Schedule-IV to the Act.

4. Remuneration

You will be paid commission as a percentage of profit in accordance with the approval granted by the shareholders at their 64th AGM held on July 19, 2023 apart from sitting fee for attending the meetings of the Board or Committees as approved by the Board, from time to time. You will also be reimbursed for any expenses incurred for participation in the Board, Committees of the Board and general meetings.

5. Dealing in Shares

Directors are prohibited from dealing in the Company's shares during the period when the trading window is closed. Further, you are required to pre-clear all trades (buy/sell/gift) from the Compliance Officer of the Company. You are required to comply with applicable insider trading laws and regulations.

6. Retirement Age

Retirement would be governed by relevant provisions of the Act and the rules made thereunder, SEBI LODR and other statutory provisions, from time to time.

7. 'Directors and Officers' Liability Insurance Policy

The Company will provide D & O Liability Insurance Policy Cover in the manner and extent required.

With warm regards,

Yours sincerely,

For **Wheels India Limited**

Sd/-

S Ram

Chairman

DIN: 00018309