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(044) 26258511



Telefax : 044 - 26257121
Web : www.wheelsindia.com

WHEELS INDIA LIMITED

Corporate Identity Number : L35921TN1960PLC004175

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

Factory :
Padi, Chennai - 600 050.

June 24, 2024

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 65th AGM & Annual Report for FY 2023-24 – Regulation 34 of SEBI LODR

The **65th Annual General Meeting** ('65th AGM') of the Company will be held on Wednesday, **July 17, 2024** at **10:00 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 65th AGM together with the Annual Report for the FY 2023-24 which are being sent to the shareholders of the Company, today (i.e. June 24, 2024) 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 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 11, 2024 to Wednesday, July 17, 2024 (both days inclusive)
The cut-off date for reckoning the eligibility of the members for e-voting and dividend	Wednesday, July 10, 2024
Date of commencement of e-voting	Sunday, July 14, 2024 at 9:00 A.M.(IST)
Date of conclusion of e-voting	Tuesday, July 16, 2024 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**

LAKSHMI
VISWANATHA
N KUNISSERY
Digitally signed by
LAKSHMI
VISWANATHAN
KUNISSERY
Date: 2024.06.24
16:45:27 +05'30'

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



65th ANNUAL REPORT 2023-2024



WHEELS INDIA LIMITED

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

Website Address : www.wheelsindia.com

CIN : L35921TN1960PLC004175

65TH 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	
MURALI VAIDYANATHAN	
S SURESH	

CHIEF FINANCIAL OFFICER

P RAMESH

COMPANY SECRETARY

K V LAKSHMI

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Financial Summary - Last Ten Years

Rs. in Crores

Particulars	31.03.24	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
Operating Results										
Total Revenue	4619.03	4344.95	3691.31	2215.94	2438.72	3188.84	2469.51	2176.06	1989.10	1982.54
Earnings before Interest Depreciation and Tax	276.35	246.28	260.54	143.03	176.33	240.63	200.55	188.91	174.36	152.75
Depreciation	78.85	68.47	96.21	80.63	70.20	70.21	67.05	63.92	60.45	54.14
Earnings before Finance costs and Tax	197.50	177.81	164.33	62.40	106.13	170.42	133.50	124.99	113.91	98.61
Finance costs	108.48	95.66	64.80	52.68	61.53	62.00	44.54	48.16	57.58	59.07
Profit before tax before exceptional item	89.02	82.15	99.53	9.72	44.60	108.42	88.96	76.83	56.33	39.54
Exceptional Item	0.00	0.00	0.00	0.00	0.00	0.00	12.49	0.00	0.00	0.00
Profit before tax	89.02	82.15	99.53	9.72	44.60	108.42	101.45	76.83	56.33	39.54
Financial Position										
Equity Share capital	24.43	24.06	24.06	24.06	24.06	24.06	12.03	12.03	12.03	12.03
Reserves and Surplus	769.63	709.61	673.92	575.26	573.41	544.55	503.32	449.69	396.13	369.03
Shareholders' equity	794.06	733.67	697.98	599.32	597.47	568.61	515.35	461.72	408.16	381.06
Borrowings	708.52	755.20	838.26	609.18	574.80	452.88	358.57	369.07	386.13	389.23
Gross block (includes Capital Work-in-Progress)	2051.37	1927.50	1796.51	1645.99	1526.36	1320.35	1144.67	1186.12	1123.22	1054.67
Net block (includes Capital Work-in-Progress)	1020.85	971.17	915.43	825.24	781.57	642.12	527.11	548.27	535.15	522.04
Dividend - Amount	18.06	16.77	19.97	2.41	13.60	19.25	18.05	15.64	10.83	9.03
Per equity Share (Rs.)										
Dividend Per Share**	7.39	6.97	8.30	1.00	5.65	8.00	15.00	13.00	9.00	7.50
Book Value Per Share**	325.00	304.88	290.04	249.05	248.28	236.29	428.31	383.73	339.22	316.70
Earnings Per Share**	27.78	25.57	30.02	2.80	22.49	31.45	29.82	48.51	33.23	24.72

* 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

*** Subsequent to amalgamation of Sundaram Hydraulics Ltd, above numbers have been restated for FY 21-22 and FY 22-23

Notice to the Shareholders

NOTICE is hereby given that the **Sixty Fifth Annual General Meeting** of the shareholders of the Company (65th AGM) will be held on **Wednesday, the July 17, 2024 at 10:00 A.M. (IST)** through Video Conferencing (“VC”/ Other Audio-Visual Means (“OAVM”), to transact the following business(es):

ORDINARY BUSINESS(ES):

- 1. To adopt the Audited Financial Statement for the financial year ended March 31, 2024 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, 2024 along with the Report of the Board of Directors and Auditors’ reports thereon, be and are hereby approved and adopted.”

- 2. To declare dividend for the financial year 2023-24**

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

“**RESOLVED THAT** a dividend of Rs. 7.39 per share (73.9%) on the paid-up share capital consisting of 2,44,33,012 equity shares, absorbing a sum of Rs. 18.06 crores as recommended by the Board, be approved and the same is hereby declared payable for the year ended March 31, 2024 as Dividend.”

- 3. To appoint Mr. S Ram (DIN: 00018309), 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 Ram (DIN: 00018309), who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS(ES):

- 4. To ratify the remuneration payable to Cost Auditor of the Company for the financial year ending March 31, 2025**

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.8,25,000/- (Rupees Eight Lakhs Twenty Five 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, 2025, 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 re-appointment of Dr. Rishiksha T Krishnan (DIN:00064067) 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), Dr. Rishiksha T Krishnan (DIN:00064067), Independent Director, whose first term of office as Independent Director of the Company is coming to a close on November 03, 2024, 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.”

6. 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 remuneration 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 (Independent) Directors of the Company during the financial year ending March 31, 2025.

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.”

By Order of the Board

Regd. Office: **K V Lakshmi**
No.21, Patullos Road **Company Secretary**
Chennai - 600 002
May 20, 2024

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, December 28, 2022 read with September 25, 2023 (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”), the 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 mode.
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 6** 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 Sections 112 & 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 at least 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 11, 2024 to July 17, 2024 (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 10, 2024. 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 Sections 124(5) and 125 of the Act, final dividend declared for the financial year 2016-17 and dividends declared 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) Authority. The members who have not encashed their dividend so far for the above financial year or any subsequent financial years are requested to make their claim to the Company. All shareholders are requested to claim their final dividend for the financial year 2016-17 on or before September 15, 2024, 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.
12. Pursuant to the aforesaid provisions, during the year under review, the Company, by way of corporate action, had transferred 4,557 equity shares having a face value of Rs.10/ each, pertaining to financial year 2015-16 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. In compliance with the relevant provisions of the IEPF Rules, the Company had submitted relevant form / information to its Registrar and Transfer Agents for transfer / transmission of the aforesaid shares of the Company to the Demat Account of the IEPF Authority.
13. 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.
14. 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.
15. 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. 16 to 21)
16. The Board of Directors have appointed M/s. S Dhanapal & Associates LLP, a firm of practicing Company Secretaries, Chennai, as the Scrutinizer for conducting the "remote e-voting" process and e-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 14, 2024** (Sunday) 9:00 A.M. (IST) and conclude on **July 16, 2024** (Tuesday) 5:00 P.M. (IST).
17. 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 65th 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.
18. The shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **July 10, 2024**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after the e-voting period. Once the vote on a resolution is cast by the shareholder, the shareholder cannot change it subsequently.
19. 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.
20. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
21. 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.
22. 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.
23. In compliance with relevant circulars issued by the MCA and SEBI, the Notice of the 65th AGM read with instructions to shareholders for e-voting / attending meeting through VC / OAVM and the Annual Report for FY 2023-24 are being sent only through electronic mode to those members



whose e-mail addresses are registered with the Company / depositories. Further, the said Notice & Annual Report are also available on the website of the Company at www.wheelsindia.com. Further, they 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

24. 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 2024-25 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 nagaraj@cameoindia.com / <https://wisdom.cameoindia.com/> by 11:59 P.M. IST on July 10, 2024. 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 nagaraj@cameoindia.com or via Online Investor Portal: <https://wisdom.cameoindia.com/>. The aforesaid declarations and documents should be submitted by the shareholders by 11:59 P.M. IST on July 10, 2024. For any additional information, members may refer the document titled "Communication on TDS on Dividend Distribution" available at <https://wheelsindia.com/agm-updates/>

Any clarification required in this regard, you may contact Mr. V. Nagaraj, Manager, M/s. Cameo Corporate Services Limited (Phone No.: 044-40020700). No communication would be accepted from Members after July 10, 2024 regarding the tax withholding matters.

25. 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 26, 2024 (Wednesday)** at 09:00 A.M. (IST) to **July 03, 2024 (Wednesday)** at 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.

26. In terms of SEBI Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024 read with SEBI Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, the following shall be noted:

- a. dividend shall be paid only through electronic mode with effect from April 01, 2024, with respect to shares held in physical mode for which PAN and complete KYC details is furnished. The dividend amount for the folio will remain lying in the Company's Dividend Bank Account unless PAN and complete KYC details including Bank details are provided by you. Once the PAN and KYC details are received by us or our RTA, dividend will be remitted directly to your Bank Account
- b. the Members whose previous year dividends are lying unpaid on account of expiration of warrant/demand draft issued and whose bank account details are not available/incorrect as per records, are requested to update the same in the manner prescribed below, to process the unpaid dividend via electronic bank transfer:

For shares held in DEMAT mode: Furnish/update bank account details with your respective DP by following the procedure prescribed by the DP. Thereafter, submit with RTA through <https://wisdom.cameoindia.com/> or Cameo Corporate Services Limited, 'Subramanian Building', No. 1, Club House Road, Chennai - 600 002, Tamil Nadu, India; Phone: 044 - 4002 0700, the following documents:

1. Expired warrant/demand-draft; and
2. Self-attested copy of updated Client

Master List (CML) with bank details, duly stamped by DP.

For Shares held in physical mode: Submit with RTA, the following documents:

1. Expired warrant/demand draft;
2. Form ISR-1, Form ISR-2 along with the supporting documents;
3. Copy of cancelled cheque bearing the name of the Member / Copy of bank passbook / Bank statement duly attested by the bank.

The prescribed formats are available on investor section of the Company's website at <https://wheelsindia.com/> and on the RTA's website at https://cambridge.cameoindia.com/Module/Downloadable_Formats.aspx. Further, the relevant Frequently Asked Questions (FAQs) published by SEBI on its website can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf

27. The listed companies to issue securities in dematerialized form only while processing service requests pertaining to issue of duplicate securities certificate; replacement/ renewal/ exchange of securities certificate; consolidation of securities certificates/ folios; sub-division/ splitting of securities certificate; endorsement; change in the name of the holder; claim from unclaimed suspense account and suspense escrow demat account; transposition and transmission. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4 to the Company's RTA;
28. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular dated November 17, 2023, has done away with the provision regarding freezing of folios not having



PAN, KYC, and Nomination details. Further, members are requested to refer to process detailed on https://cambridge.cameoindia.com/Module/Downloadable_Formats.aspx and proceed accordingly.

29. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in ISR-3 or SH-14 as the case may be. The said forms can be downloaded from our website Company's website at <https://wheelsindia.com/general-shareholder-info/> and website of the RTA at <https://cambridge.cameoindia.com/>

Module/Downloadable_Formats.aspx

Members are requested to submit the said details to their DPs in case the shares are held by them in dematerialized form and to the Company's RTA in case the shares are held by them in physical form, quoting their folio number.

30. SEBI has established a common Online Dispute Resolution Portal (ODR Portal) for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievances with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal: <https://smartodr.in/> login and the same can also be accessed through the Company's Website at <https://wheelsindia.com/general-shareholder-info/>

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 as Non-Executive Director who has attained the age of 75 years requires passing of a Special Resolution.

Accordingly, Mr. S Ram, Chairman & Non-Executive Director is due for retirement and eligible for re-appointment at the 65th AGM. As he is more than 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 Ram is a pioneer in automotive industry with more than five decades of experience. He has been spearheading the growth of the Company since 1974. The Board opines that his association with Company is favourable and necessary for the Company's continual growth. Accordingly, a Special Resolution is being 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. Srivats Ram and 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, except to the extent of their shareholding, if any.

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 20, 2024 had approved the appointment of M/s. Geeyes & Co., Cost and Management Accountants, as Cost Auditor of the Company at a remuneration of Rs.8,25,000/- (Rupees Eight Lakhs Twenty Five 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, 2025.

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, 2025. 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

Dr. Rishiksha T Krishnan (DIN: 00064067) was appointed as an Independent Director ('ID') of the Company for a period of five years from November 04, 2019 and the same was approved by the shareholders at their AGM held on July 30, 2020, in accordance with provisions of Section 149 of the Act and SEBI LODR.



The Nomination and Remuneration Committee of the Board ('NRC') at their meeting held on March 22, 2024, inter-alia, had recommended to the Board for re-appointing Dr. Rishiksha T Krishnan 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.

The NRC considers the candidature as having experience and expertise across industries for his re-appointment. It also deliberates on various factors including current tenure of Directors, skill matrix, time-commitment and statutory requirements while considering his re-appointment. Further, the NRC took into consideration his rich and varied experiences and noted the skills, expertise and competencies possessed by him are in alignment with the requirements for appointing a person as Director / Independent Director of the Company.

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

In terms of Regulation 25(8) of SEBI LODR, he confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director without any external influence. Further, he is neither disqualified from being re-appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority and has complied with the requirements of Independent Director's Data Bank maintained by Indian Institute of Corporate Affairs in terms of Section 150 of the Act.

Further, the Company has received necessary declaration from him that he meets the criteria of

independence as prescribed under Section 149(6) of the Act and relevant provisions of SEBI LODR. The Board opines that Dr. Rishiksha T Krishnan fulfils the conditions specified in the Act and the rules made thereunder for re-appointing him as an Independent Director and he is independent of the management of the Company. The Board further opines he meets the requisite integrity, expertise and experience as an Independent Director and re-appointing him would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director.

Further, a copy 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 on the website of the Company.

The special resolution as set out under Item No. 5 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 – I to this explanatory statement.

Except Dr. Rishiksha T Krishnan, 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 except to their extent of shareholding in the Company, if any. The Board of Directors of the Company recommends the Special Resolution as set out in the Notice for approval of the members.

Item No.6

The shareholders of the Company at their 57th AGM held on August 10, 2016 the payment of commission to Mr. S Ram, Chairman & Non-Executive Director in addition to sitting fee for attending Board / Committee meetings and perquisites viz., Chauffeur driver Company car and telephone facility. 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 during the financial year ending March 31, 2025 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, except to the extent of the shareholding, if any.

The Board recommends the proposal as set forth in item no. 6 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	Dr. Rishiksha T Krishnan	Mr. S Ram
DIN	00064067	00018309
Date of Birth and Age	February 06, 1964 and 60 years	April 27, 1940 and 84 years
Profile / Brief Resume (Educational Qualification; Expertise in specific functional area; and Skills and capabilities)	<p>Dr. Rishiksha T Krishnan is a fellow member of IIM Ahmedabad, India apart from holding Master's degree in Science, from the Stanford University, USA and the Indian Institute of Technology Kanpur, India.</p> <p>Dr. Rishiksha T Krishnan is Director and professor of strategy at the IIM Bangalore and has held various academic leadership positions at IIM Indore and IIM Sambalpur apart from being a guest faculty in various other prestigious institutions. He deals with major subjects viz., Competition & Corporate Strategy, International Business, Managerial Communication, Business & Ethical Values, etc.</p> <p>Dr. Rishiksha's primary areas of interest include strategy, innovation and management.</p>	<p>Mr. S Ram holds bachelor's degree Mechanical Engineering from College of Engineering - Guindy, Chennai and Master's degree in Production Engineering from Birmingham University, United Kingdom.</p> <p>A pioneer in automotive industry, has been spearheading the growth of the Company since 1974.</p> <p>Mr. S Ram, currently serving the Board as Non-Executive Chairman is also serving the Board of M/s. India Motor Parts & Accessories Limited, M/s. Axles India Limited as Non-Executive Director & Chairman. Further, he is serving the Board of M/s. Trichur Sundaram Santhanam & Family Private Limited as Executive Chairman.</p>



Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Appointment as Non-Executive Independent Director for a period of five years, not liable to retire by rotation. He is entitled to receive sitting fees for attending the Board meetings and commission, as previously approved by the shareholders.	Mr. S Ram, being retiring Director, being eligible offers himself for re-appointment. Mr. S Ram is entitled to receive sitting fees for attending Board / Committee meetings, Commission and perquisites viz., Chauffeur driven Company car and telephone facility, as previously approved by the shareholders.
Remuneration last drawn by such person, if applicable	Refer relevant section of the Corporate Governance Report	Refer relevant section of the Corporate Governance Report
Date of first appointment on the Board	November 04, 2019	May 28, 1974
Membership / Chairmanship of Committees of the Board of Directors of the Company	Refer relevant section of the Corporate Governance Report	Refer relevant section of the Corporate Governance Report
Directorships and Membership / Chairmanship of Committees of other Boards (only Public Limited Company; and Audit Committee and Stakeholders Relationship Committees only considered)	Directorship: NIL Committee positions: NIL	A) Directorship: a. India Motor Parts & Accessories Limited b. Axles India Limited B) Committee positions: a. Membership: NIL b. Chairmanship: i. Axles India Limited • Stakeholders Relationship • Audit
Name of the listed entities from which the person has resigned in the past three years	NIL	Sundaram Finance Limited
Number of shares held in the company including shareholding as a beneficial owner	Refer relevant section of the Corporate Governance Report	Refer relevant section of the Corporate Governance Report
Relationship with other Directors/ Manager / Key Managerial Personnel of the Company	None	Brother of Mr. S Viji and father of Mr. Srivats Ram
Number of Board Meetings attended during the year	Refer relevant section of the Corporate Governance Report	Refer relevant section of the Corporate Governance Report

INSTRUCTIONS TO SHAREHOLDERS

A) FOR REMOTE E-VOTING:

- i. The e-voting period shall commence on **July 14, 2024** (Sunday) at 9:00 A.M. (IST) and ends on **July 16, 2024** (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 10, 2024** (Wednesday) 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	<ol style="list-style-type: none"> 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 &



Type of shareholders	Login Method
	<p>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.</p> <ol style="list-style-type: none">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.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.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none">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.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.jsp3) 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.

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:

- i. 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.
- ii. 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.
- iii. 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.
- iv. 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.
- v. 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 26, 2024 (Wednesday) at 09:00 A.M. (IST) to July 03, 2024 (Wednesday) at 05:00 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 26, 2024 (Wednesday) at 09:00 A.M. (IST) to July 03, 2024 (Wednesday) at 05:00 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 Futorex, 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 Fifth Annual Report** together with the audited financial statements of your Company for the year ended **March 31, 2024**.

Financial highlights

The revenue from operations for the year was Rs.4580.99 crores as compared to Rs. 4,299.70 crores in the previous year witnessing an increase of 6.54%. The standalone financial highlights of the Company for the year are as below:

Rs. in Crores

Particulars	2023-24	2022-23*
Earnings Before Interest, Taxes, Depreciation & Amortization expenses	276.35	246.28
Finance cost	108.48	95.66
Depreciation	78.85	68.47
Profit Before Tax	89.02	82.15
Profit After Tax	67.87	62.46
Total Comprehensive Income	69.94	62.89
Transfer to General Reserves	-	-

* re-stated

Dividend and transfer to General Reserve

Your Directors are pleased to recommend a dividend of Rs.7.39 per equity share (73.9%) for the year ended March 31, 2024. The dividend recommended, subject to approval of shareholders at the 65th Annual General Meeting (65th AGM), will be paid to all the shareholders whose name appear in the register of members as on July 10, 2024 (being the record date fixed for this purpose).

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.18.06 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 on the website of the Company at <https://wheelsindia.com/policies/>.

Scheme of Amalgamation

The Hon'ble National Company Law Tribunal, Chennai Bench ('NCLT') vide its Order dated July 26, 2023 read with Corrigendum dated August 01, 2023, received on August 14, 2023, has approved the Scheme of Amalgamation of M/s. Sundaram Hydraulics Limited ("Transferor Company / SHL") with M/s. Wheels India Limited ("Transferee Company") and their respective shareholders pursuant to Section 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") read with Companies (Compromise, Arrangements and Amalgamations) Rules, 2016 (hereinafter referred to as the 'Scheme').

The said scheme was made effective from September 01, 2024 by filing necessary forms with the Registrar of Companies, Ministry of Corporate Affairs ("MCA") by both SHL and WIL.

Further, in accordance with relevant provisions of Indian Accounting Standards ("Ind AS") and Scheme, the books of WIL were re-cast / re-classified by combining the books of SHL from October 01, 2021 (being the appointed date) and the same was approved by the Board of Directors at their meeting held on November 01, 2023, based on the recommendations of the Audit Committee.

Therefore, the financial statements include the effect of amalgamation.

Share capital

In terms of Clause 16 of the sanctioned scheme which provides for 'Combination of Authorised Share Capital of Transferor Company' post sanction of the Scheme and forming an integral part of the Scheme, the authorized share capital of the Company has been altered by including the capital structure of SHL.



Further, as per sanctioned scheme, the Board of Directors of the Company, at their meeting held on September 14, 2023 had issued and allotted 3,68,454 equity shares having a face value of Rs.10/- each to erstwhile shareholders of SHL. Accordingly, the revised authorized and paid-up capital structure of the Company as on March 31, 2024 is provided below:

Particular	Amount in Rs.
Authorized:	
a. Equity shares (9,65,00,000 shares with a face value of Rs.10/- each)	96,50,00,000
b. Preference shares (7,00,00,000 shares with a face value of Rs.100/- each)	7,00,00,000
Total	103,50,00,000
Paid-up:	
Equity shares (2,44,33,012 shares with a face value of Rs.10/- each)	24,43,30,120

Except as mentioned above, there was no other change in capital structure of the Company.

Management Discussion and Analysis

Indian economy

Amidst an uncertain and challenging global macroeconomic environment, the Indian economy presents a picture of confidence, positivity and optimism. It is estimated that the GDP growth in 2023-24 will be 7.8%, which is the fastest growth among all major economies.

The GDP growth in the country for 2024-25 is projected to be 6.8% based on a reasonable monsoon, an uptick in both household consumption & private capex cycle and the government's continued spend on infrastructure. There is a national election at the beginning of the year and it is expected that growth momentum will continue post formation of the new government.

Strong domestic demand remains the main driver of growth, although there has been some improvement in the Indian economy's global integration through trade and financial channels. Higher reliance on domestic demand cushioned India from multiple external headwinds.

India's CPI inflation is projected at 5.4 percent for 2023-24. With a normal monsoon forecasted for next year, CPI inflation for 2024-25 is projected at 4.5 percent.

Global economic growth

In 2024, national elections will be conducted in nations across the world with a population of 4 billion. There are considerable geopolitical risks and conflicts in the world. There is persistent inflation and high interest rates across geographies. It is expected that global GDP will, despite these challenges, grow at 3.2% in 2024, similar to growth in 2023.

Business

The domestic wheel market for the company saw subdued demand in FY24.

In the medium and heavy commercial market there was marginal growth in FY24 while there was a marginal reduction in requirements from the light commercial vehicle segment. Within these segments, there was a strong demand for buses and a preference for the prime mover and trailers vis-a-vis the multi axle vehicles. Your company's production was affected briefly as we standardized manufacturing processes across wheel plants. There were also disruptions in production due to the Chennai floods in December. Your company's focus on air suspension and the trailer market contributed in FY24. The commercial vehicle market is expected to be flat in the coming year. The demand for buses is expected to remain at decent levels.

The tractor output saw a decline in volumes in FY24, due to erratic and untimely weather patterns affecting agricultural output and higher interest costs. This affected your company who are major suppliers to

the domestic agricultural tractor industry. While there are hopes for a good monsoon in the coming year, volumes are expected to be subdued. Your company has made some inroads into export opportunities with major global tractor manufacturers that should hold it in good stead in the years to come.

The passenger vehicle market saw growth in FY24 with stronger preference for sports utility vehicles over cars. There is expected to be some growth in the coming year, as well. In the cast aluminum business, while we started supply to vehicle manufacturers, the volumes were muted. In the first quarter of the coming year, we will start supplies to a large Indian vehicle manufacturer that should help us get closer to breakeven volumes for the plant.

There was reasonable growth in the construction equipment industry both domestic and exports in FY24. However, in the mining sector we saw declining demand in the second half of the year partly due to upcoming elections in major mining nations. This affected our fabrication business servicing domestic construction equipment manufacturers. The demand is expected to be muted in the first half of the coming year with some pickup expected later in the year.

Post the NCLT approved merger of Sundaram Hydraulics with your Company in September, the hydraulic cylinder business grew and was profitable on the back of export business. The hydraulic cylinder business is expected to show good growth in the coming year as well.

The demand for windmill components was muted in FY24. At the same time, we were able to ramp up volumes at our Thervoy Kandigai plant where we machine large castings. In the coming year, we see some demand kicking in from machining of large castings and components for offshore windmill platforms, in the coming year.

Your company saw strong growth in exports driven by the export of aluminum and earthmover wheels. The coming year is expected to see muted growth in

exports as new programs are only expected to start at the latter part of the year.

Performance

Your company's sales in FY24 were in line with the market, with air suspension, hydraulic cylinders, export markets and machining of large castings contributing to growth in both sales and profitability of the company, in an otherwise subdued market for your company's main product segments.

The coming year will once again follow the market expectations highlighted above. We may see only marginal growth in export markets in the coming year as most of the new business we expect will only come on stream in the latter part of the year. Markets aside we plan to show considerable growth in the hydraulic cylinder business in the coming year.

In FY24, your company struggled with effective cost management with one-time provisioning affecting profitability. Your company has tried to manage its free cash flows through its operations and exercising control over non-project capex. We have adequate processes in place to better manage costs in the coming year where we expect commodity markets to be more subdued.

Your company's subsidiary, WIL Car Wheels Ltd. had a difficult year, despite some growth in sales, as steel wheel fitment is progressively reducing affecting capacity utilization. Your company has taken some steps at cost rationalization and other steps at improving the profitability of the business. The effects of actions taken just started having effect at the end of FY24. We expect to continue to drive these improvements into the coming year which should reflect in a better performance.

Your Company has incorporated a subsidiary, in USA in the name of WIL USA Inc. and intends to form a subsidiary in Europe as well, to give further thrust to the business development in these geographies and this is consistent with your Company's commitment to grow the export business.



We would like to thank our investors for their patience and confidence in the company as we endeavor to create new opportunities to grow our business and improve our profitability.

Formation of Wholly Owned Subsidiary

The Company has incorporated a WoS in the name of M/s. WIL USA Inc., in the State of Delaware, USA on January 26, 2024. The Company has not subscribed towards share capital of WoS and hence, the books of M/s. WIL USA Inc., have not been consolidated for the purpose of consolidated financial statements of WIL.

The primary purpose of WoS is to support the parent Company in business development and supply chain activities.

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 2023-24 was Rs.58.90 crores and the consolidated net-worth as at March 31, 2024 was Rs.839.75 crores as on March 31, 2024 as against Rs.51.43 crores and Rs.784.30 crores as on March 31, 2023, respectively.

Subsidiary Company

WIL Car Wheels Limited ("WCWL") has achieved a turnover of Rs.426.61 crores and loss after tax of Rs.14.91 crores for the year FY ended March 31, 2024 as against Rs.381.53 crores and loss after tax of Rs.15.09 crores for the FY ended March 31, 2023, respectively. The gross revenue of WCWL represents 8.56 % of consolidated turnover of the Company.

Associate Company

Axles India Limited ("Axles") has reported a turnover of Rs.855.10 crores and profit after tax of Rs.86.28 crores for the FY 2023-24 as against the turnover of Rs.745.93 crores and profit after tax of

Rs.52.64 crores for the FY 2022-23. 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

During the year, deposits accepted by the Company from public and shareholders aggregated to Rs. 37.86 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. The highest credit rating obtained by the Company, during the year, is from M/s. India Ratings and Research Private Limited has rated 'IND A' with outlook being 'Stable' for the deposits scheme.

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 guarantee 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 credit rating agencies by their 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 contains 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 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 Director retiring by rotation

Mr. S Ram (DIN:00018309), Chairman & Non-Executive Director 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 65th AGM.

Re-appointment of Independent Directors

(i) Ms. Sumithra Gomatam (DIN:07262602) was appointed as an Independent Director ('ID') of the Company for a period of five years from April 24, 2019 and the same was approved by the shareholders at their 60th Annual General Meeting (the "AGM") held on August 13, 2019, in accordance with provisions of Section 149(10) of the Act and SEBI LODR. Based on the recommendations of the Nomination and Remuneration Committee ("NRC"), the Board of Directors recommended to the shareholders for re-appointing Ms. Sumithra Gomatam as an ID for a second term of five years.

Accordingly, the shareholders of the Company by way of resolution passed by postal ballot on March 05, 2024, had approved the re-appointment of Ms. Sumithra Gomatam as Independent Director for a second term of five years in accordance with relevant provisions of the Act and SEBI LODR.

(ii) Dr. Rishiksha T Krishnan (DIN:00064067) was appointed as an Independent Director of the Company for a period of five years from November 04, 2019 as approved by the shareholders at their 61st AGM held on July 30, 2020.

Based on the recommendations of the NRC, the Board of Directors at their meeting held on March 28, 2024 had consented to re-appoint Dr. Rishiksha T Krishnan as an ID for a second term of five years. Accordingly, it is proposed to re-appoint him for a further period of five years in accordance relevant provisions of the Act and SEBI LODR, subject to approval of the shareholders at the ensuing AGM. The proposal for re-appointing him is included in the notice convening the 65th AGM.



In the opinion of the Board, the Independent Directors appointed are renowned people having expertise / experience in their respective field / profession.

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 65th AGM of the Company.

Independent Directors

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

As on March 31, 2024, 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 ("SMP") and KMP 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

The Corporate Social Responsibility Committee ("CSR Committee") monitor and execute the CSR activities of the Company in accordance with Section 135 of the Act read with relevant rules made thereunder and Schedule-VII to the Act. The Board has approved the CSR Policy and guidelines for implementation and the Committee effectively supervises the program and its progress. The policy is available on the website of the Company at <https://wheelsindia.com/wp-content/uploads/2023/08/CSR-Policy.pdf>.

The CSR obligation of the Company is Rs.129.18 lakhs for the financial year 2023-24 out of which the Company has spent Rs.115.59 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 <https://wheelsindia.com/wp-content/uploads/2022/08/vigil-mechanism1.pdf>.

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, 2024 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 FY 2023-24, 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 holds 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 an open and safe workplace for every employee to feel empowered, irrespective of gender, sexual preferences, and other factors, and contribute to the best of their abilities. 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 constituted an Internal Committee (“IC”) (formerly known as Internal Complaints Committee) to consider and resolve all sexual harassment complaints reported by women. The IC has been constituted as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, and the Committee includes external member from NGO with relevant experience. The role of the IC is not restricted to mere redressal of complaints but also encompasses prevention and prohibition of sexual harassment.

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 act 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, 2024. The said firm, based on recommendation of the Audit Committee, is re-appointed by the Board to conduct the Cost Audit for the year 2024-25 at the remuneration of Rs.8,25,000/- (Rupees Eight Lakhs Twenty Five Thousand only) excluding applicable taxes and out of pocket expenses. Further, the resolution seeking shareholders' ratification of the remuneration payable to the Cost Auditor for the financial year 2024-25 is being included in the Notice convening the 65th AGM in accordance with relevant provisions of the Act.

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 2023-24.

Further, in terms of Regulation 24A of the SEBI LODR, the secretarial audit report of the Company for the financial year ended March 31, 2024 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

Over a period of time, your Company has moved towards culturally safety conscious by inculcating safety culture at all levels. The safety performance review system is conducted by the Management at unit level, sub-committee level every month across the plants. Employees' involvement in the safety journey viz., safety observation and incident investigation are being 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 regularly scheduled audits.

All incidents are investigated and the relevant corrective, 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 were installed across plants to create safety awareness and hands on training during induction period. 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)

Your Company continues to prepare and disclose Business Responsibility and Sustainability Report ('BRSR') for the financial year 2023-24 on Environment, Social and Governance (ESG) parameters in the prescribed format and the same is provided in Annexure – IX forming part of this report in terms of Regulation 34(2)(f) of SEBI LODR.

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 65th Annual Report and the Notice Convening the 65th AGM are being 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 website of the Company 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, 2024, 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

We thank our investors, customers, vendors, bankers, regulatory and Government authorities, Reserve Bank of India, stock exchanges and other business associates for their continuous assistance, support and cooperation extended. We place on record our appreciation for the committed services of all our employees.

On behalf of the Board of Directors

Chennai
May 20, 2024

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, 2023 to March 31, 2024
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.3037.72
7	Total assets	Rs.25,955.28
8	Total Liabilities	Rs.22,417.56
9	Investments	NIL
10	Turnover	Rs.42,661.25
11	Profit before taxation	(Rs.2,011.65)
12	Provision for taxation	(Rs.520.55)
13	Profit after taxation	(Rs.1,491.10)
14	Proposed Dividend	NIL
15	% of shareholding	74
Notes:		
1. Names of subsidiaries which are yet to commence operations;		1. WIL USA Inc.*
2. Names of subsidiaries which have been liquidated or sold during the year.		2. Not Applicable

* The Company has incorporated a WoS in the name of M/s. WIL USA Inc., in the State of Delaware, USA on January 26, 2024. The Company has not subscribed towards share capital of WoS and hence, the books of M/s. WIL USA Inc., have not been consolidated for the purpose of consolidated financial statements of the Company.

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, 2024
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.26.15 Crores
6	Profit / Loss for the year 2023-24:	
	i. Considered in Consolidation	Rs.8.26 Crores
	ii. Not considered in Consolidation	Rs.78.59 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 20, 2024

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	37.86
Remained unpaid or unclaimed as at the end of the year	2.93
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 taking into 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 up-gradation 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 2023-24

1.	A brief outline of the Company's CSR policy of the Company	The CSR policy of the Company extends to all the CSR activities as covered under Schedule-VII of 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/wp-content/uploads/2023/08/CSR-Policy.pdf
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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. Aron Raman, Member	Non-Executive & Independent	2	0

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	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 sub section (5) of Section 135	Rs.6459.05 lakhs
	b. Two percent of average net profit of the company as per section 135(5):	Rs. 129.18 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 financial year, if any	Rs. 13.59 lakhs*
	e. Total CSR obligation for the financial year (5b+5c-5d):	Rs. 115.59 lakhs



6.	a. Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project).	Rs.115.59 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.115.59 lakhs
	e. CSR amount spent or unspent for the Financial Year:	Rs.115.59 lakhs (Spent) NIL (Unspent)
	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. 129.18 Lakhs
	(ii) Total amount spent for the Financial Year	Rs. 115.59 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 percent 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 2021-22, Rs.10.65 lakhs is set off for the financial year 2022-23, Rs.13.59 lakhs is set off for the financial year 2023-24 and the balance Rs.11.24 lakhs is to be set off in the year 2024-25.

Chennai
May 20, 2024

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 2023-24

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/ District	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	77.33	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) Mazzarello Foundation Educational Trust	CSR00001801
							(I) Kaanaginagar Mariyalaya Social Service Society	CSR00005083
	(J) LAIA Foundation	CSR00033555						
2.	Training of farmers/ Agriculture	Rural development projects	Yes	Wardha, Maharashtra Dharmapuri, Tamil nadu	24.43	No	Implementing agencies	
							a) Dharamitra	CSR00028382
							b) OEFR Foundation	CSR00042300
3.	Promoting Health Care including Preventive Health Care and sanitation/ safe drinking water	Health	Yes	Rampur, Uttar Pradesh Chennai, Tamil Nadu	3.83	Yes	a) Direct and b) through implementing agency Iniya Udaiyam Charitable Trust	CSR00004181
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	
5.	Contribution to Disaster management	Disaster Management	Yes	West and North Chennai	5.00	Yes	Implementing agency	
							AID INDIA	CSR00000027
Total					115.59			

Chennai
May 20, 2024

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	10.57
b)	Mr. S Viji, Non-Executive Director	0.45
c)	Mr. Srivats Ram, Managing Director	71.20
d)	Mr. S Prasad, Independent Director	1.89
e)	Mr. Aroon Raman, Independent Director	1.21
f)	Mr. R Raghuttama Rao, Independent Director	1.37
g)	Ms. Sumitra Gomatam, Independent Director	0.63
h)	Dr. Rishikesh T Krishnan, Independent Director	0.71

Note:

1. The Commission to Mr. S Ram, Non-Executive Chairman is based on the approval accorded by the shareholders at the 57th 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.
2. Mr. S Viji Non-Executive Director is not paid any remuneration other than sitting fee for attending Board and Committee meetings.
3. Non-Executive Independent Directors are paid Sitting fees and Commission.
4. The details of Sitting fees / commission to Non-Executive directors (Chairman and Independent Directors) are provided in the CG report.

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

Mr. Srivats Ram, Managing Director	11.17%
Mr. P Ramesh, CFO	9%
Ms. K V Lakshmi, Company Secretary	33%

- c. **Percentage increase in the median remuneration of employees in the financial year**

Increase in the median remuneration of employees in the financial year - 15.77%

- d. **Number of permanent employees on the rolls of Company**

As on March 31, 2024, the Company had 2760 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 : 14.6%**

- 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.

REPORT ON CORPORATE GOVERNANCE

1. Philosophy on Corporate Governance

Being a part of TSF Group, your Company is committed to comply with regulatory requirements of applicable laws and regulations in letter & spirit and also maintains highest standards of corporate governance practices.

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 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"). The Board is headed by the Non-Executive Chairman. As on March 31, 2024, the Board consists of eight (8) Directors 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	5	2	NIL
4.	Mr. S Prasad / 00063667	Independent	4	NIL	4
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.	Dr. Rishikesh 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.

There are no Alternate Directors on the Board. The Woman Director of the Company is an Independent Director. None of the Independent Directors serve as Independent Director in more than seven (7) listed Companies and where any Independent Director is serving as Whole-Time Director, if any, in a listed Company, he / she serves as Independent Director in not more than three (3) listed Companies, if any.

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.

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. All the Directors have complied with the provisions of maximum number of Directorships permitted under the Act read with Regulation 17A of SEBI LODR. Wherever required, the Company facilitates the participation of the Directors in Board / Committee meetings through video- conferencing or other audio-visual means.

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.



In accordance with Section 184 read with 189 of the Act, the Directors periodically disclose to the Company about his or her interest or concern including changes, if any, in Directorship / Committee positions held, 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, 2024 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 Limited	ii. Non-Executive-Non-Independent
	iii. Sundaram Finance Holdings Ltd.	iii. Non-Executive- Non-Independent
	iv. India Motor Parts & Accessories Ltd.	iv. Non-Executive-Non-Independent
Mr. S Prasad	i. Wheels India Limited	i. Non-Executive-Independent
	ii. India Motor Parts & Accessories Ltd.	ii. 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
Dr. 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 2023-24, the Board met eight (8) times on May 18, 2023, August 01, 2023, August 23, 2023, September 14, 2023, November 01, 2023, January 30, 2024, February 26, 2024 and March 28, 2024 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 19, 2023
Mr. S Ram	8	8	Yes
Mr. S Viji	8	8	Yes
Mr. Srivats Ram	8	8	Yes
Mr. S Prasad	8	8	Yes
Mr. Aroon Raman	8	5	Yes
Mr. R Raghuttama Rao	8	7	Yes
Ms. Sumithra Gomatam	8	5	Yes
Dr. Rishiksha T Krishnan	8	8	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 has an optimum combination of Executive and Non-Executive Directors, aimed at upholding an appropriate balance of expertise, experience, skills and knowledge of the Board for guiding the Company in achieving its objectives in a sustainable manner. 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	Financial and Management skills
Ms. Sumithra Gomatam	Technical Skills, Information Technology
Dr. Rishiksha 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 18, 2023, July 26, 2023, August 01, 2023, November 01, 2023, November 23, 2023, January 30, 2024 and February 26, 2024 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. S Prasad, Chairman	Non-Executive & Independent Director	7	7
Mr. S Viji	Non-Executive Non-Independent	7	7
Mr. Aroon Raman	Non-Executive & Independent Director	7	4
Mr. R Raghuttama Rao	Non-Executive & Independent Director	7	7

The Statutory Auditor and the Internal Auditor were present as invitees at the relevant meetings. The Company Secretary acts as Secretary to the Committee. The CFO attends the meetings by invitation. Based on the requirement, other management team also attends the meetings by invitation. 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 19, 2023.



Further, in accordance with the provisions of the Act read with relevant rules made thereunder and provisions of SEBI LODR, the Audit Committee accords prior approval for all RPT, including any modifications thereto, as per the policy on RPT and the Committee annually grants omnibus approvals for transactions that are routine or repetitive in nature and which are proposed to be undertaken / entered in the ordinary course of business at arm's length basis.

The Audit Committee reviews all mandatory information under Part C of Schedule-II pursuant to Regulation 18 of SEBI LODR, including quarterly unaudited / annual audited financial results of the Company, payments to Statutory Auditor for audit and non-audit services, Internal Auditor points, compliance under PIT regulations, functioning of the whistle blower mechanism, quarterly review of RPTs, etc.

4. Nomination and Remuneration Committee

Terms of reference

The role of the Nomination and Remuneration Committee 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 Committee met four (4) times 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	4	4
Mr. S Prasad	Non-Executive and Independent	4	4
Mr. R Raghuttama Rao	Non-Executive and Independent	4	4

During the year, all the recommendations of the Committee have been approved by the Board. The Company Secretary acts as the Secretary to the Committee and also based on the requirement, CFO and other Company officials attend the meetings by invitation.

The Committee recommended the following:

- Payment of commission not exceeding 1% on the net profits of the Company to Non-Executive Chairman and Non-Executive Independent Directors of the Company
- Reviewed and approved the compensation benefits of Senior Management Personnel ("SMP") and Key Managerial Personnel ("KMP")
- Re-appointment of Independent Directors for a second term of five years
- Continuation of Non-Executive Chairman in terms of Section 152 of the Act read with Regulation 17(1A) of the SEBI LODR

The shareholders of the Company at their 64th AGM held on July 19, 2023, inter-alia, had approved the following:

- payment of Commission not exceeding 1% on the net profits of the Company to Non-Executive Chairman ("NEC") and Non-Executive Independent Directors ("NEID") of the Company for a period of five (5) years commencing from the FY ended March 31, 2023.

- Re-appointment of Mr. Srivats Ram as Managing Director for a further period of five years w.e.f. May 01, 2023 including terms of remuneration and payment of Commission upto 2% on the net profits of the Company.

Pursuant to shareholder's approval, the Committee, at their meeting held on April 23, 2024, inter-alia, recommended the quantum of Commission payable to NEC and NEIDs of the Company for the FY 2023-24. Accordingly, the Board of Directors at their meeting held on May 20, 2024 had approved the same and which shall be paid after the adoption of financial statements for FY 2023-24 by the shareholders at the ensuing AGM.

Also, the Committee at the said meeting, recommended the quantum of commission payable to Mr. Srivats Ram, Managing Director for the FY 2023-24 and the same was approved by the Board of Directors at their meeting held on May 20, 2024, which shall be paid after the adoption of financial statements for FY 2023-24 by the shareholders at the ensuing AGM.

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 SMP and KMP be decided by the Board, based on the recommendations of the Committee. The 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 details of remuneration to the Directors for the year 2023-24 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	-	-	70.81	-	1.90	49,595 (0.20%)
Mr. S Viji	-	-	-	-	3.10	539 (0.00%)
Mr. Srivats Ram	253.44	1.39	192.00	42.77	-	1,11,876 (0.46%)
Mr. S Prasad	-	-	9.00	-	4.00	3,200 (0.01%)
Mr. Aroon Raman	-	-	6.00	-	2.30	-
Mr. R Raghuttama Rao	-	-	6.00	-	3.40	-
Ms. Sumithra Gomatam	-	-	3.00	-	1.35	-
Dr. Rishiksha T Krishnan	-	-	3.00	-	1.90	-

Note: On September 14, 2023, the Board of Directors had issued and allotted equity shares to erstwhile shareholders of Sundaram Hydraulics Limited ("SHL") on account of sanctioned Scheme of Amalgamation of SHL with the Company. Accordingly, the share-capital of the Company have been altered to that effect

* Commission to NEC and NEIDs will be paid after the adoption of financial statements for FY 2023-24 by the shareholders at the ensuing AGM

** 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

*** During the period, there is no performance linked incentive. The details regarding service contracts / notice period, severance fees, etc. - Not applicable

[^] No shares of the Company were pledged by the Directors. There is no stock option scheme prevailing / convertible instruments 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 six (6) on April 11, 2023, June 19, 2023, July 07, 2023, August 16, 2023, September 26, 2023, and February 19, 2024 which was attended by all the members of Committee and the requisite quorum present throughout these meetings.

Mr. S Viji, Chairman of the SRC expressed his inability to attend the 64th AGM held on July 19, 2023 and had authorized Mr. S Prasad, member of the Committee to represent the said Committee at the AGM and answer queries of the shareholders, if any.

The Board of Directors had authorized Ms. K V Lakshmi, Company Secretary to approve request for transmission / transposition / dematerialization of shares, etc. in terms of Regulation 40 of the SEBI LODR.

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	-	NIL
Number of complaints resolved during the year	-	NIL
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 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.

During the year, all the recommendations of the Committee have been approved by the Board. Further, based on the requirement, CFO and other Company officials attend the meetings by invitation and the Company Secretary acts as the Secretary to the Committee. The Committee met on twice (2) on May 05, 2023 and July 26, 2023 and the requisite quorum was present throughout these meetings. The attendance of each member of the Committee are given below:

Name	Category	No. of Meetings	
		Held	Attended
Mr. Srivats Ram, Chairman	Executive	2	2
Mr. S Viji	Non-Executive & Non-Independent	2	2
Mr. S Prasad	Non-Executive & Independent	2	2
Mr. Aroon Raman	Non-Executive & Independent	2	NIL

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 in accordance with Regulation 21 of the SEBI LODR. The Committee met on twice (2) on August 22, 2023 and February 12, 2024 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	Non-Executive & Independent	2	2
Mr. Srivats Ram	Executive	2	2
Mr. S Prasad	Non-Executive & Independent	2	2
Ms. Sumithra Gomatam	Non-Executive & Independent	2	1
Mr. S Suresh*	President - Non-Automotive	1	1
Mr. Murali Vaidyanathan*	President - Automotive	1	1
Mr. Shriram Vijayaraghavan#	President	1	1

Note: * The Board of Directors had re-constituted the Committee by inducting Mr. S Suresh, President (Non-Automotive) and Mr. Murali Vaidyanathan, President (Automotive) as members of the Committee w.e.f. August 23, 2023

Mr. Shriram Vijayaraghavan, President ceased to be a member of the Committee w.e.f. August 23, 2023

The Committee, periodically reviews the progress and implementation of Risk Management Policy of the Company. During the period, the Committee, inter-alia, recommended amending the Risk Management Policy for constitution of Risk Management Steering Committee and the same was approved by the Board of Directors at their meeting held on March 28, 2024. The said policy can be accessed on the website of the Company at <https://wheelsindia.com/policies/>

Based on the requirement, CFO and other Company officials attend the meetings by invitation and the Company Secretary acts as the Secretary to the Committee.



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/>.

9. Independent Directors' Meeting

During the year, three meetings of the Independent Director were convened on November 23, 2023, March 19, 2024 and March 22, 2024. Further, at the meeting held March 22, 2024, 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 discussions during 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 all the meetings held during the year.

10. Shareholder's information - Details of General meetings

FY 2022-23	Date	July 19, 2023
	Location	Through Video Conferencing
	Time	10:15 A.M.
	Special Resolution Passed	<ul style="list-style-type: none"> Re-Appointment of Mr. R Raghuttama Rao (DIN:0014623) as an Independent Director of the company for a second term of five years Approval for payment of commission to Mr. S Ram (DIN:00018309), Chairman (Non-Executive Director) of the Company pursuant to Regulation 17(6) of the SEBI LODR Reappointment of Mr. S Viji (DIN: 00139043) as Director liable to retire by rotation and approve his continuation on the Board
FY 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 Director) of the Company pursuant to Regulation 17(6) of the SEBI LODR
FY 2020-21	Date	August 04, 2021
	Location	Through Video Conferencing
	Time	10:30 A.M.
	Special Resolution Passed	<ul style="list-style-type: none"> Reappointment of Mr. S Viji (DIN: 00139043) as Director liable to retire by rotation and approve his continuation on the Board Approval for payment of commission to Mr. S Ram (DIN:00018309), Chairman (Non-Executive Director) of the Company pursuant to Regulation 17(6) of the SEBI LODR

There was no Extra-Ordinary General Meeting during the financial year 2023-24. However, the shareholders of the Company by way of postal ballot through electronic mode has passed a special resolution for approving the re-appointment of Ms. Sumithra Gomatam as Independent Director for a second term of five years. M/s. S Dhanapal & Associates, LLP, a firm of Practising Company Secretaries, Chennai was appointed as scrutinizers to conduct the postal ballot exercise in a fair and transparent manner. The results of the said postal ballot was declared on March 06, 2024 and the detailed results along with scrutinizer's report is available at <https://wheelsindia.com/postal-ballot/>. The summary of e-voting results as per Scrutinizer's report are as under:

Particulars	No. of Shares	No. of Members
Total Votes Cast	1,94,73,177	160
Less: Invalid Votes	-	-
Net Valid votes cast	1,94,73,177	160
Votes Cast in favour	1,94,45,891	149
Votes Cast against	27,286	11

% of total valid votes cast in favour of the resolution: 99.86 %

% of total valid votes cast against the resolution: 0.14 %

11. e-Voting

The Company provides e-voting facility to the shareholders, in respect of the business(es) set out in the Notice convening the 65th Annual General Meeting scheduled on July 17, 2024 in accordance with Sections 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 had appointed M/s. S Dhanapal & Associates, a firm of 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 65th AGM along with the Scrutinizer Report will be made available in the Company's website at <https://wheelsindia.com/agm-updates/>.

12. Disclosures regarding appointment / reappointment of Directors:

Please refer Annexure to the AGM notice on disclosure regarding appointment / re-appointment of Directors, as the case may be.

13. 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



14. 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 / intimations made pursuant to relevant provisions of SEBI LODR are available on the respective websites of the Stock Exchanges and the Company's at www.wheelsindia.com. Further, the press release, details of investors meet including its transcripts, audio recordings, etc. are available on the website of the Company at <https://wheelsindia.com/investors-meet/>. Also, a dedicated section on the Company's website gives information on unclaimed dividends and other relevant information of interest to the investors / public.

15. Details of Unclaimed Share Certificates

In terms of SEBI LODR, the details of unclaimed shares as on March 31, 2024 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 1,457 equity shares of Rs.10/- each respectively

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

16. General Shareholder Information

Date of Annual General Meeting	July 17, 2024 (Wednesday)
Time	10:00 A.M. (IST)
Venue	Video Conferencing (VC) / Other Audio-Visual Means (OAVM)
Date of Book Closure	July 11, 2024 to July 17, 2024 (both days inclusive)
Dividend Payment Date	Dividend for FY 2023-24: Rs. 7.39 per share (73.9%) if approved by the shareholders at the AGM, on or before August 15, 2024.
Approval of financial results / statements (both standalone and consolidated)	<p>Financial Year: April 01, 2024 to March 31, 2025</p> <p>Quarter ending June 30, 2024 - Last week of July 2024</p> <p>Quarter ending September 30, 2024 - Last week of October 2024</p> <p>Quarter ending December 31, 2024 - Last week of January 2025</p> <p>Year ending March 31, 2025 - Before the last week of May 2025</p> <p>The above dates are only tentative in nature and may undergo changes based on the administrative / legal requirements.</p>

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 2023-24.
ISIN Code in NSDL and CDSL	INE715A01015
STOCK Code	<p>NSE Symbol: WHEELS</p> <p>BSE Scrip code: 590073</p>
Registrar and Share Transfer Agent	<p>Cameo Corporate Services Limited, "Subramanian Building", No. 1, Club House Road, Chennai - 600 002.</p> <p>Phone: 044 - 4002 0700;</p> <p>Online investor portal: https://wisdom.cameoindia.com</p> <p>Website: www.cameoindia.com</p>
Share Transfer System	<p>The power to approve transfer / transmission / transposition / demat / remat of shares have been delegated by the Board to the Company Secretary and Compliance Officer of the Company in accordance with Regulation 40 of the SEBI LODR.</p> <p>In coordination with the RTA, the Company approves / registers the requests of the shareholders within prescribed timelines. On a yearly basis, the compliance with the share transfer / transmission, etc. are being audited by a Practicing Company Secretary (PCS) in terms of Regulation 40(10) of SEBI LODR and a certificate to this effect is filed with the stock exchange within the prescribed time period.</p> <p>Effective April 2019, any requests for share transfer, etc. can be effected only in dematerialized form in accordance with applicable provisions of Regulation 40(1) of the SEBI LODR. Hence, members holding shares in physical form are requested to convert their holdings into dematerialized form.</p>



	<p>In terms of SEBI circular dated January 25, 2022 & amendments, if any, thereto, 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. which 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>The Company has entered into the necessary agreements with National Securities Depository Limited ("NSDL") and Central Depositories Services (India) Limited ("CDSL") for dematerialization of the shares held by investors. As on March 31, 2024, about 99.37% of the shareholdings has been dematerialized. The Promoter / Promoter Group hold their entire shareholding only in dematerialized form.</p> <p>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>
Pattern of Shareholding as on March 31, 2024	<p>Refer the table titled "Shareholding pattern" forming part of this Report. The detailed shareholding pattern filled by the Company in terms of SEBI LODR is available on the website at https://wheelsindia.com/shareholding-pattern/</p>
Distribution of shareholding as on March 31, 2024	<p>Refer the table titled "Distribution pattern" forming part of this Report.</p>
Share Performance	<p>NSE vs Index Graph form - Refer the table titled "Performance in Comparison to Broad Based Indices" forming part of this Report</p>
Share Price Data – High/Low	<p>Refer the table titled "Market price data" forming part of this Report</p>
Address for Investors' correspondence	<p>Registrar and Share Transfer Agents: Cameo Corporate Services Limited, "Subramanian Building", No. 1, Club House Road, Chennai - 600 002, Phone: 044 - 4002 0700; Online investor portal: https://wisdom.cameoindia.com Website: www.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>

17. 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, Thervoykandigai, Gummidipoondi Taluk, Thiruvallur, Tamil Nadu – 601202
No. 102, Sumantherabedu Village, Irungattukotai, Sriperumbudur, Tamil Nadu - 602 117	Plot No.A4/1A pt1, A4/1B, SIPCOT Industrial Park, Thervoykandigai, Gummidipoondi Taluk, Thiruvallur – 601 202	

18. Particulars of Senior Management Personnel

Name of the Senior Management Personnel (“SMP”)	Designation	Nature & effective date of change, if any, since the close of the previous FY
Mr. S Suresh	President (Non-Automotive)	-
Mr. Murali Vaidyanathan	President (Automotive)	-
Mr. Sanjay Pande	Senior Vice - President (Head - Sales & Marketing)	-
Mr. P Ramesh	Chief Financial Officer	-
Mr. D Venkatasami Babu	Vice - President (Human Resources Department)	-
Mr. T A B Barathi	Senior Vice President (Supply Chain Management)	-
Mr. V R IndarSarath	Vice – President (IT & Projects)	-
Ms. K V Lakshmi	Company Secretary	-
Mr. Shriram Vijayaraghavan	President	Resignation to pursue his professional interests outside the organization & October 06, 2024.
Mr. R Kalyanakrishnan	Vice – President (Costing) & Chief Risk Officer	Early retirement to pursue his personal interests outside the organization & March 31, 2024.

19. Certificate on Corporate Governance

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



20. Shareholding pattern

Particulars	No. of shares	%
A. PROMOTER AND PROMOTER GROUP		
Promoter & Promoter Group	1,42,46,536	58.31
B. NON PROMOTER / PUBLIC		
Directors & their relatives	2,65,735	1.09
Key Managerial Personnel	1,11,876	0.46
Insurance Companies	3,50,740	1.44
Corporate Bodies	17,54,826	7.18
Investor Education and Protection Fund	37,649	0.15
Resident Individuals	43,19,722	17.68
Non-Resident Indians	1,62,880	0.67
Hindu Undivided Families	2,52,585	1.03
Escrow account	1,457	0.01
Banks / Other Financial Institutions	44,798	0.18
Mutual Funds	28,12,551	11.51
Foreign Portfolio Investor	71,657	0.29
Total	2,44,33,012	100.00

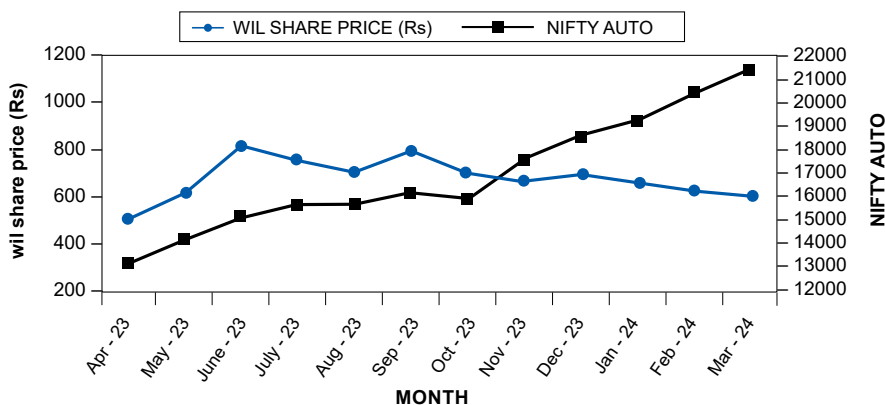
21. Distribution pattern

No. of shares	Shareholders		No. of shares	
	Number	%	Held	%
Upto 500	19604	91.68	15,45,869	6.34
501 – 1000	891	4.17	6,80,210	2.78
1001 – 2000	460	2.15	6,96,564	2.85
2001 – 3000	156	0.73	3,95,548	1.62
3001 – 4000	87	0.41	3,08,149	1.26
4001 – 5000	50	0.23	2,30,662	0.94
5001 – 10000	73	0.34	5,27,879	2.16
10001 & above	62	0.29	2,00,48,131	82.05
Total	21,383	100.00	2,44,33,012	100.00

22. Market price data

FY 2023-24 Month	Quotation at NSE (Rs.)	
	High	Low
April 2023	517.00	510.10
May 2023	618.35	585.95
June 2023	845.10	807.20
July 2023	774.75	754.50
August 2023	723.90	699.75
September 2023	793.50	758.55
October 2023	712.00	694.55
November 2023	672.45	659.95
December 2023	700.60	691.05
January 2024	668.00	648.80
February 2024	628.50	612.35
March 2024	603.85	587.00

23. Performance in Comparison to Broad Based Indices



24. 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, 2024 (Amount in Rs.)
Final Dividend 2016-17	15 th September 2024	4,38,504.00
Interim Dividend 2017-18	14 th March 2025	2,56,056.00
Final Dividend 2017-18	19 th September 2025	3,46,257.00
Interim Dividend 2018-19	14 th March 2026	3,45,241.00
Final Dividend 2018-19	18 th September 2026	3,34,091.25
Interim Dividend 2019-20	21 th March 2027	2,77,893.00
Final Dividend 2019-20	4 th September 2027	2,94,950.45
Final Dividend 2020-21	9 th September 2028	96,915.00
Final Dividend 2021-22	18 th August 2029	6,28,869.20
Interim Dividend 2022-23	8 th March 2030	2,09,579.00
Final Dividend 2022-23	24 th August 2030	2,90,557.58

25. 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.

26. Details of credit ratings obtained by the Company during the year are as under:

Credit ratings given by: ICRA Limited

Name of the Instrument	Ratings obtained on March 28, 2024
Long Term - Fund Based – Term Loans	[ICRA]A - (Stable); Ratings reaffirmed
Long Term - Fund Based – Cash Credit	[ICRA]A - (Stable); Ratings reaffirmed
Long Term - Unallocated	[ICRA]A - (Stable); Ratings reaffirmed
Short Term - Non-Fund Based	[ICRA]A2+; Ratings reaffirmed
Long Term - Fixed Deposits	[ICRA]A - (Stable); Ratings reaffirmed

Note: As per the sanctioned Scheme of Amalgamation of Sundaram Hydraulics Limited ("SHL") with the Company, SHL ceased to be a separate legal entity w.e.f. September 01, 2023 after filing of necessary forms with Ministry of Corporate Affairs / Registrar of Companies, Chennai. Accordingly, at the request of the Company, ICRA Limited, vide letter dated December 07, 2023 has withdrawn the ratings assigned to the bank facilities of erstwhile SHL, as it has been amalgamated with Company.



Credit ratings given by: India Ratings and Research Private Limited

Name of the Instrument	Ratings obtained on February 26, 2024
Fund-based / non-fund based working capital limit	IND A / Stable / IND A1; Rating assigned
Non-fund-based working capital limit	IND A1; Rating assigned
Fixed Deposits	IND A / Stable; Rating assigned
Term loan	IND A / Stable; Rating assigned

27. 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

28. 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 Company has complied with the following non-mandatory requirements prescribed under Part – E of Schedule II to SEBI LODR:
 - a. The Non-Executive Chairman is entitled to maintain Chairperson's office including reimbursement of expenses
 - b. Adopted best practices to ensure a regime of financial results / statement with unmodified audit opinion
 - c. Internal Auditor directly reports to the Chairman of Audit Committee
- vii. 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
- viii. The Company complied with all mandatory requirements prescribed under SEBI LODR

- ix. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:
- number of complaints filed during the financial year - NIL
 - number of complaints disposed of during the financial year - NIL
 - 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	57.00
Tax Audit Fees	8.00
Others	18.68
Reimbursement of expenses	10.00
Total	93.68

- 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 except, on September 14, 2023, where the Board of Directors had issued and allotted 3,68,454 equity shares having a face value of Rs.10/each to the erstwhile shareholders of Sundaram Hydraulics Limited ("SHL") on account of sanctioned Scheme of Amalgamation of the SHL with the Company.
- 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. There are no binding agreement requiring disclosure under clause 5A of paragraph A of Part A of Schedule-III to SEBI LODR.
- xviii. The Company has previously sent relevant 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. in terms of SEBI circulars dated November 03, 2021, December 14, 2021 and any amendments, thereto.
- Further, in terms of SEBI circulars on Online Resolution of Disputes dated July 31, 2023 and August 04, 2023, the Company has sent communication dated November 08, 2023 to shareholders regarding Securities Market Approach for Resolution Through ODR Portal (SMART ODR) which is designed to enhance investor grievance redressal by enabling investors to access Online Dispute Resolution Institutions for the resolution of their complaints.



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 on the Company's website at www.wheelsindia.com.

All the Board members and the Senior Management affirmed compliance to the code for the financial year 2023-24.

Chennai
May 20, 2024

SrivatsRam
Managing Director
DIN: 00063415

CERTIFICATE ON CORPORATE GOVERNANCE To the Members of Wheels India Limited

We have examined the compliance of conditions of Corporate Governance by **M/s. WHEELS INDIA LIMITED** ("the Company") for the year ended 31st March, 2024 as stipulated in Regulations 17 to 27 of Chapter IV and Clauses (b) to (i) of Regulation 46 (2) and Para C & D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implementations thereof adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and Management, we certify that the Company has complied with the conditions of Corporate Governance stipulated in Regulations 17 to 27 of Chapter IV and Clauses (b) to (i) of Regulation 46(2) and Para C & D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations") for the period from **1st April, 2023 to 31st March, 2024.**

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 S DHANAPAL & ASSOCIATES LLP
(Practising Company Secretaries)

RAMANATHAN NACHIAPPAN
(Designated Partner)
Membership No. F6665
COP No. 11084
UDIN: F006665F000402192

Place : Chennai
Date : 20.05.2024

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, 2024**, 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 S DHANAPAL & ASSOCIATES LLP
(Practising Company Secretaries)

RAMANATHAN NACHIAPPAN
(Designated Partner)

Membership No. F6665

COP No. 11084

UDIN: F006665F000402161

Place : Chennai

Date : 20.05.2024



Annexure - VII

FORM NO. MR-3 SECRETARIAL AUDIT REPORT

For the Financial year ended 31.03.2024

[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,
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 conduct / 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, 2024 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, 2024 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 the changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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, 2024;
- b. Approving the payment of commission to Non-Executive Independent Directors for a period of five years



- c. Approving the re-appointment of Mr. Srivats Ram (DIN:00063415) as Managing Director of the Company for a period of five years
- d. Approving the re-appointment of Mr. R Raghuttama Rao (DIN:0014623) as an Independent Director of the Company for a second term of five years
- e. Approving 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.

We further report that during the period under review, M/s. Sundaram Hydraulics Limited got amalgamated with the company pursuant to Hon'ble National Company Law Tribunal, Chennai (NCLT) order dated 14th August 2023 with appointed date being 01st October, 2021. Thereafter, the company has accounted for the scheme of amalgamation for the financial years 2021-22 and 2022-23 with effect from appointed date based on approval of Board of Directors and Board of Directors has allotted 3,68,454 equity shares of Rs.10 each pursuant to the aforesaid scheme of amalgamation on 14th September 2023 and the said shares are listed in NSE with effect from November 06, 2023.

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.

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

**For S DHANAPAL & ASSOCIATES LLP
(Practising Company Secretaries)
(Firm Regn. No. L2023TN014200
LLPIN: ACB 0368**

**S. DHANAPAL
(Partner)
FCS 6881
CP No. 7028**

Date : 20.05.2024
Place : Chennai

**Peer Review Certificate No. 1107/2021
UDIN: F006881F000402210**

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 and for which we relied on the report of statutory auditor.
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 LLP
(Practising Company Secretaries)
(Firm Regn. No. L2023TN014200
LLPIN: ACB 0368

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

Date : 20.05.2024
Place : Chennai

Peer Review Certificate No. 1107/2021
UDIN: F006881F000402210



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, energy efficient 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. The company is 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, optimizing air pressure at user end to reduce overall consumption.

At your Company's Padi plant's commercial vehicle rim line, as part of standardising processes across plants, we were able to reduce energy consumption in the manufacturing process.

Your Company extensively uses renewable energy. For Tamil Nadu plants, approximately 37% of the energy is met by renewable energy. There is a move to increase further the percentage of renewable in the energy mix, for the plants in Tamil Nadu, and also for plants in Uttar Pradesh and Maharashtra.

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

Technology Absorption

Your Company with structured competence build-up of competency, the development team has worked on more than 300 development projects in this financial year.

Your Company has also continued its focus on intellectual properties and acquired 14 new design patents. To enhance competitive advantage, your Company has taken up five new research projects.

With continued efforts on alloy wheels, your Company will be productionising an OEM development project acquired. In the year 2023-24 as technological transformation, your Company has developed a new Flex wheel for passenger car applications and acquired 4 new design patents. This new technology will enable your Company to offer steel wheels with attractive designs.

Your company is developing TAS (Trailer Axle system) to utilize synergies within the group. Also your company has developed a new wheel valve for Central Tyre Inflation System (CTS) for fast deflation

Also, your company is enhancing digitisation and developing new design tools in-house.

Expenditure incurred on Research and Development

Rs. in Crores

Capital	12.19
Revenue	25.23
Total as a percentage of turnover (%)	0.81

Foreign Exchange Earnings and Outgo:

The foreign exchange outgo to the Company during the year was Rs.342.17 crores and the foreign exchange earned was Rs.994.66 crores.

On behalf of the Board of Directors

Chennai
May 20, 2024

S Ram
Chairman
DIN: 00018309

Annexure - IX

Business Responsibility and Sustainability Report for the Financial Year 2023-24

SECTION A: GENERAL DISCLOSURES

I. DETAILS OF THE LISTED ENTITY

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	M.T.H. Road, Padi, Chennai – 600050
6.	E-mail id	investorservices@wheelsindia.com
7.	Telephone	044-26258511
8.	Website	http://www.wheelsindia.com
9.	Financial year for which reporting is being done	2023-2024
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	24,43,30,120
12.	Name and contact details of the person who may be contacted incase 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”
14.	Name of assurance provider	NA
15.	Type of assurance obtained	NA

II. PRODUCTS / SERVICES

16. Details of business activities

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



17. Products / Services sold by the entity

S. No.	Product / Service	NIC Code	% of total turnover contributed
1.	Parts & accessories for motor vehicles	29301	66%
2.	Parts & accessories for machinery / equipment used by construction / mining Industries	28246	24%
3.	Components for wind turbines	2811	10%

III. OPERATIONS

18. 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	-		-

19. 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 23-24 (Current Financial Year): 26.39%

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 tyre 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

20. Details as on March 31, 2024

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)	1929	1891	98	38	2
2.	Other than permanent (E)	0	0	0	0	0
3.	Total Employees (D + E)	1929	1891	98	38	2
WORKERS						
1.	Permanent (F)	582	582	100	0	0
2.	Other than permanent (G)	5792	5589	96	203	4
3.	Total Workers (F + G)	6374	6171	97	203	3

b. Differently abled employees and workers

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
DIFFERENTLY ABLED EMPLOYEES						
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

21. 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	12.50
2.	Key Management Personnel	3	1	33.33

22. Turnover rate for permanent employees and workers

Particulars	FY 2023-24			FY 2022-23			FY 2021-22		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	12.3%	13.5%	12.3%	10.2%	5.6%	10.1%	9.1%	3.2%	9%
Permanent Workers	3.2%	0%	3.2%	2%	0%	2%	3.6%	0%	3.6%



V. HOLDING, SUBSIDIARY, AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

23 (a) Subsidiary / Step Down Subsidiary Companies:

S. No.	Name of Holding/ Subsidiary/Associate/ Joint Venture (A)	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

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

(ii) Turnover: ₹ 46,07,10,85,605

(iii) Net worth: ₹ 7,940,116,826

VII. TRANSPARENCY AND DISCLOSURE REQUIREMENTS

25. 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 proactively to resolve subject related issues / complaint.

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No)	FY 2023-24 (Current Financial Year)			FY 2022-23 (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	NIL	NIL	-	4	NIL	-
Employees and workers	YES***	NIL	NIL	-	NIL	NIL	-
Customers	YES****	95	0	-	169	2	
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).

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

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, National & Global goals under UNFCCC, customer goals	Increasing dependency towards renewable energy (wind, solar) consumption. Also, towards lower GHG emission fuels like PNG / CNG and decarbonization through new emergent technologies.	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



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
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
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 attrition rate. 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 a 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 & DISCLOSURE PROCESSES

The National Guidelines for Responsible Business Conduct (NGRBC) as prescribed by the Ministry of Corporate Affairs advocates for nine different principles mentioned below. By adhering to these guidelines, businesses can address social, environmental and economic challenges outlined in the SDGs. This alignment fosters corporate practices that promote inclusive growth, environmental sustainability and social equity, thus advancing progress towards achieving the SDGs and creating a more sustainable future for all stakeholders.

THE 9 PRINCIPLES

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

Particulars		P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
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	Y
	(b) Has the policy been approved by the Board? (Yes / No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
	(c) Web link of the policies, if available	https://wheelsindia.com/wp-content/uploads/2022/08/business-responsibility-policy.pdf								
2.	Whether the entity has translated the policy into procedures. (Yes / No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
3.	Do the enlisted policies extend to your value chain partners? (Yes / No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
4.	Name the national and international codes / certifications / labels / standards		ISO 14001 & IATF 16949	ISO 45001			ISO 14001			ISO 14001 & IATF 16949 and TISAX AL3
5.	Specific commitments, goals, targets set by the entity	The Company has defined commitments, goals and targets under the principles which are fulfilled through processes in alignment with international standards such as ISO 9001 (Quality Management System), IATF 16949 (Automotive Quality Management System), ISO 14001 (Environmental Management System), ISO 45001 (Occupational Health & Safety), and any pertinent customer-specific objectives. The company is committed to consistently achieve the key performance indicators (KPIs) in accordance with these international standards and norms to achieve the goals. ESG goals are also spelt out in statement by Director in Point 7.								
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 assessments of performance goals and targets. These meetings involve a thorough review of the performance tracker, with recommendations provided to personnel or officers for the subsequent steps. The aim is to attain these targets either before the next review meeting or by the conclusion of the fiscal 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
- POSH 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 and Data privacy policy
- Information 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 commenced business responsibility and sustainability reporting (BRSR) mandated by SEBI through NGRBC (National Guidelines for Responsible Business Conduct) in 2022-23. Going forward, our vision is to achieve leadership status on all BRSR indicators with assurance over the next 2-3 years.

Several trends, national and international, are influencing our ESG priorities. Apart from NDC (Nationally Determined Contribution) on climate action & regulatory requirements, supply chain sustainability is a key business metric for all our customers both in India & globally. On the export front, we see challenges and opportunities from EU policies like CBAM (Carbon Border Adjustment Mechanism), European Sustainability Reporting Standards (ESRS), Corporate Sustainability Reporting Directive (CSRD) & Corporate Sustainability Due Diligence Directive (CSDD) of EU. We have drawn up the following environmental road map to integrate ESG in our strategy & operations and also meet requirements of stakeholders like regulators, customers, investors etc.

1.	RE75 - 75% electricity from renewable sources by 2026
2.	Carbon neutral by 2033 (scope 1 & 2)
3.	Water neutral by 2027
4.	Zero waste to landfill by 2030

A 5 % YOY reduction in energy intensity (power & fuel), decarbonization by substituting fossil fuels with renewable energy through new and emerging technologies like heat pumps, IoT for energy efficiency are key initiatives towards our carbon neutral goals. Despite an increase in production quantity per rupees of turnover owing to reduction in steel prices on an average by about 5% in 2023-24 compared to 2022-23, energy intensity was lower this year by 0.5% per crore rupees of turnover due to process innovations & several energy efficiency / conservation measures elaborated under Principle 6 of this BRSR. Water intensity is also lower by 2.40%. Several projects have been identified with Capex allocation to sustain and improve energy intensity, water intensity, GHG intensity and renewable energy usage in 2024-25. Water conservation, recycling, ground water re-charging through rainwater harvesting, reducing waste intensity are also key focus areas. Significant R&D spend was made in the development of a innovative manufacturing process to enhance resource efficiency in material and energy.

Integrity is a core value in the conduct of our business. Our policies and procedures are continuously reviewed for adequacy and updated for legal compliance and enhanced governance. We are also working with our supply chain to cascade the BRSR principles. Information security is assured through TISAX AL3 label from TUV SUD as part of our business responsibility to value chain.

Our people centric policies are reinforced through employee engagement / development through quality circles, suggestion schemes, events on safety and environment for employees and their families and learning & development programs. We are striving to enhance gender diversity with a goal of 10% women in our workforce. We are using technology for social impact in our CSR activities enumerated under Principle 8 of this BRSR. Our supplementary education programs for underprivileged children in rural / backward areas promote e-learning through use of digital apps & tablets. We are supporting small and marginal farmers to better cope with climate change through village knowledge centers equipped with computers / internet, village weather stations digitally linked to farmers through SMS services enabling them to better plan agricultural activities, rejuvenation of village ponds and promoting ecological and integrated farming techniques.

BRSR has initiated the process to embed ESG in our business, offering challenges and opportunities.



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.

Mr. Srivats Ram, as the Managing Director, holds the authority for decision-making on sustainability-related matters. He collaborates with Business Unit Heads, Functional Heads, and the BRSR Cross-Functional Team (CFT) to gather inputs and insights to inform these decisions. As the key decision-maker, Mr. Srivats Ram ensures that sustainability initiatives align with the Company's overall goals and objectives, fostering a cohesive and integrated approach towards sustainability across the organization.

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	M	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	M	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 encompasses various dimensions of sustainability, covering efforts to mitigate environmental impact, implement social welfare initiatives and uphold governance practices. By elaborating on these aspects, organizations can transparently demonstrate their dedication to sustainable development and responsible business behavior. Section C prompts companies to articulate their strategies, policies and performance metrics concerning Environmental, Social and Governance (ESG) factors. This allows stakeholders to effectively evaluate the Company's environmental stewardship, societal impact and corporate governance practices. Thus, Section C plays a pivotal role in enhancing accountability and promoting sustainable business practices. The information requested is categorized as "Essential" and "Leadership", with the essential Indicators expected to be disclosed by all entities 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	443	Coverage of all principles, core elements & Indicators	95%
Workers	1824	Training on BRSR Principles with focus on Health, safety & Environment	96%



*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 during FY 23-24.

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	Case brief		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.

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	Wheels India has incorporated an anti-bribery and anti-corruption policy within its code of conduct, ensuring adherence to India's regulatory framework. This policy emphasizes the Company's dedication to integrity as a core value in its business. It advocates for ethical decision-making and cultivates a culture of transparency across the organization. This policy outlines the expected behaviour for all stakeholders and affiliates of Wheels India, serving as a guide for upholding the high standards of integrity and accountability among all individuals associated with the Company. Accessing and comprehending the code of conduct, available on the company intranet, is obligatory for all employees, who must confirm their understanding and compliance by responding to key questions regarding its content.	https://wheelsindia.com/wp-content/uploads/2024/05/WIL-Code-Of-Conduct.pdf https://wheelsindia.com/wp-content/uploads/2022/08/business-responsibility-policy.pdf

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 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Directors	0	0
KMPs	0	0
Employees	0	0
Workers	0	0

6. Details of complaints with regards to conflict of interest

Particulars	FY 2023-24 (Current Financial Year)		FY 2022-23 (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
NA	NA

8. Number of days of accounts payables ((Accounts payable *365) / Cost of goods / services procured)

Particulars	FY 2023-24 (Current Financial Year)	FY 2022-2023 (Previous Financial Year)
Number of days of accounts payables	92	93

9. Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties.

Parameters	Metrics	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	6.20%	4.91%
	b. Number of trading houses where purchases are made from	5	2
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	6.20%	4.91%



Parameters	Metrics	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	4.75%	4.05%
	b. Number of dealers / distributors to whom sales are made	163	148
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	45.50%	42.50%
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	1.35%	1.48%
	b Sales (Sales to related parties / Total Sales)	1.18%	1.02%
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	NIL	NIL
	d. Investments (Investments in related parties / Total Investments made)	NIL	NIL

LEADERSHIP INDICATORS

1. Awareness programmes conducted for value chain partners on any of the principles during the financial year:

Total number of awareness programmes held	Topics / principles covered under the training	%age of value chain partners covered (by value of business done with such partners) under the awareness programmes
1.	Awareness program on BRSR, 9 principles, core elements and Indicators.	9.00%

NOTE: The awareness program conducted this FY (2023-24) included a total of 11 of our value chain partners collectively rather than on an individual note.

2. 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	The corporation has established a policy to effectively manage conflicts of interest that may arise among its directors and employees during business operations. This policy aims to identify and address both existing and potential conflicts of interest. To mitigate and resolve such conflicts, the corporation has implemented organizational and administrative procedures. Additionally, escalation mechanisms are in place, along with appropriate safeguards and protocols to handle or prevent disputes effectively.	1. https://wheelsindia.com/wp-content/uploads/2023/05/WIL-Code-Of-Conduct.pdf 2. https://wheelsindia.com/code-of-conduct/

Yes. processes 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 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)	Details of improvements in environmental & social impacts
R&D	7.55%	-	<ul style="list-style-type: none"> • Increased investments in R&D for Improvement in resource efficiency
Capex	2.10%	1.4 %	<ul style="list-style-type: none"> • GHG reductions due to transition from LDO to PNG at factory sites. • Fire safety & working condition Improvements. • Energy consumption reduction and efficiency • Health, safety & working condition Improvements

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

At Wheels India, we have established robust procedures to ensure sustainable sourcing practices. Approximately 85% of our inputs are procured from sustainable sources, a testament to our meticulous documentation and adherence to our supplier sustainability policy. This policy outlines the requirements for suppliers in their corporate activities, serving as the foundation for maintaining successful business relationships.

To maintain our high standards, we rigorously screen all our business partners based on our supplier / vendor policy. This comprehensive policy encompasses criteria such as providing high-quality service, compliance with environmental, health and safety regulations, as well as adherence to labor, employee and human rights regulations. Additionally, we prioritize sourcing the majority of our workforce from local areas, ensuring sustainable and responsible sourcing of services.

Furthermore, our supplier quality assurance manual under ISO 9001-2015 (Quality Management System) and IATF-16949-2016 (Automotive Quality Management System) along with relevant policies underscores our commitment to implementing sustainable sourcing activities and upholding the highest standards of quality and environmental responsibility.

Our policy outlines three key procedures for monitoring our suppliers' compliance. We begin by sharing a Self-Assessment Questionnaire with them for analysis, followed by conducting second party audits to ensure adherence to the requirements specified in the contract. Additionally, we leverage sustainability reports from third party audits performed by independent organizations such as registrars, certification bodies or regulators.



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

At Wheels India, we have implemented two comprehensive policies to address distinct environmental concerns: the Environmental, Health and Safety (EHS) policy and the E-waste policy. Our EHS policy encompasses guidelines for the proper handling and disposal of various materials, including plastic waste, packaging, and hazardous waste, ensuring compliance with applicable legal requirements. Furthermore, we have established a well-documented standard operating procedure (SOP) for material and packaging usage in our products, with a focus on continuous improvement in environmental, social and governance aspects while meeting sustainability expectations and customer demands.

On the other hand, our E-waste policy specifically targets the systematic disposal of outdated computer peripherals, such as CPUs, monitors, keyboards, mice, and internal accessories. This policy outlines a clear procedure for the removal and storage of e-waste in a designated "red-tag storage area," followed by transportation to the scrapyards. Proper entries are recorded in a 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. If the Company has conducted Life Cycle Perspective / Assessments (LCA) for any of its products:

NIC Code	Name of Product / Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective / Assessment was conducted	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain Yes / No) If yes, provide the web-link.
NA	-	-	-	-	-

2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA)

Name of Product / Service	Description of the risk / concern	Action Taken
NA	-	-

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

Input material	Recycled / Reused material to total material (in %)	
	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Aluminum	Aluminium scrap from process in Cast Aluminium Wheel (CAW) Unit - 40 % Al scrap from process in Forged Aluminium Wheel (FAW) Unit - 18%	Scrapped Aluminum Wheels in Cast Aluminum Wheels Unit- 40%

4. Provide the amounts of the products and packaging reclaimed at end of life of products (in metric tons) that were reused, recycled and safely disposed.

Not Applicable as our parts are supplied to OEMs and integrated into their products.

5. Reclaimed products and packaging materials (as percentage of total products sold) for each product category described in (4)

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

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

% Of employees covered by									
Category	Total (A)	Health insurance		Accident insurance		Maternity benefits		Day care facilities	
		No. (B)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No. (E)	% (E/A)
PERMANENT EMPLOYEES									
Male	1891	1891	100	1891	100	0	0	0	0
Female	38	38	100	38	100	38	100	38	100
Total	1929	1929	100	1929	100	38	100	38	100
OTHER THAN PERMANENT EMPLOYEES									
Male	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0
Total	0	0	0	0	0	0	0	0	0



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

<div style="text-align: center;">% of workers covered by</div>									
Category	Total (A)	Health insurance		Accident insurance		Maternity benefits		Day care facilities	
		No.(B)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No.(E)	% (E/A)
PERMANENT WORKERS									
Male	582	582	100	582	100	0	0	0	0
Female	0	0	0	0	0	0	0	0	0
Total	582	582	100	582	100	0	0	0	0
OTHER THAN PERMANENT WORKERS									
Male	5589	5589	100	5589	100	0	0	0	0
Female	203	203	100	203	100	203	100	203	100
Total	5792	5792	100	5792	100	203	100	203	100

Note: At Wheels India, we do not have paternity benefits in place. Supplementary to this, those of our employees who are provided with maternity benefits are also afforded the day care facilities for their children's welfare.

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent)

Particulars	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Cost incurred on well-being measures as a % of total revenue of the company	0.67%	0.59%

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

Category	FY 2023-24 (Current Financial Year)			FY 2022-23 (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
Others - Protection & indemnity cover	-	-	-	-	-	-

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.

At Wheels India, we are dedicated to fostering an inclusive workplace environment that ensures accessibility for all employees, including those with disabilities. Our commitment lies in providing equal opportunities to individuals, regardless of their race, caste, gender, religion, color, nationality or disability status.

To facilitate easy mobility and access, all corporate offices of Wheels India are equipped with wheelchair ramps and accessible washrooms. These accommodations aim to enhance the convenience of navigating the premises for visitors and employees with disabilities. In accordance with the Rights of Persons with Disabilities Act, 2016, Wheels India has implemented suitable measures to enable individuals with disabilities to carry out their employment duties without encountering any obstacles, 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	0%	0%	0%	0%
Female	0%	0%	0%	0%
Total	0%	0%	0%	0%

* 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.

We have implemented a comprehensive grievance mechanism specifically designed for permanent employees to address any issues / concerns. This system guarantees that all grievances and inquiries arising from employees and workers shall be effectively resolved thereby, minimizing any potential risks. Permanent workers are provided with the same level of support to ensure equity and consistency in addressing concerns.

For non-permanent workers, Wheels India has established access to an HR helpdesk, from where workers can obtain grievance forms. These forms can be submitted either in person or online, offering flexibility and convenience. Each factory is equipped with its own dedicated HR department, which plays a crucial role in managing and resolving grievances for both employees and workers.



This multi-tiered approach ensures that all workers, regardless of their employment status, have access to a fair and effective grievance redressal process. The HR departments at each factory are instrumental in maintaining open communication, addressing issues promptly and ensuring that all grievances are handled with the utmost professionalism and care. This comprehensive system underscores our commitment to fostering a supportive and responsive work environment for all employees and workers.

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

Category	FY 2023-24 (Current Financial Year)			FY 2022-23 (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/ workers who are part of Association(s) or Union (D)	% employees/ workers (D/C)
PERMANENT EMPLOYEES						
Male	NA					
Female						
Total						
PERMANENT WORKERS						
Male	582	582	100	600	600	100
Female	0	0	0	0	0	0
Total	582	582	100	600	600	100

8. Details of training given to employees and workers:

Category	FY 2023-24 (Current Financial Year)					FY 2022-23 (Previous Financial Year)				
	Total (A)	On health & safety / wellness measures		On skill upgradation		Total (A)	On health & safety / wellness measures		On skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (B)	% (B/A)	No. C	% (C/A)
EMPLOYEES										
Male	1891	1593	84	1611	85	1777	1777	100	699	39.33
Female	38	35	92	34	89	36	36	100	36	100
Total	1929	1628	84	1645	85	1813	1813	100	735	40.5
WORKERS										
Male	6171	5117	83	3034	49	6954	6954	100	723	10.4
Female	203	134	66	77	38	119	119	100	0	0
Total	6374	5251	82	3111	49	7073	7073	100	723	10.2

9. Details of performance and career development reviews of employees

Category	FY 2023-24 (Current Financial Year)			FY 2022-23 (Previous Financial Year)		
	Total (A)	Covered No. (B)	(B/A)	Total (C)	No. (D)	(D/C)
EMPLOYEES						
Male	1891	1891	100	1777	1777	100
Female	38	38	100	36	36	100
Total	1929	1929	100	1813	1813	100
WORKERS						
Male	582	582	100	600	600	100
Female	0	0	100	0	600	100
Total	582	582	100	600	600	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?

We hold certification for OHSMS ISO 45001, which outlines a comprehensive process for managing occupational health and safety risks. Health and safety coverage for employees is ensured through various channels, including ESI (Employee State Insurance), company insurance, workmen compensation policy, and group insurance policy.

To prioritize employee well-being, we operate an occupational health center that provides a wide range of services. These services encompass employee medical care, counseling, awareness programs, participation in health audits, walkthrough surveys, canteen surveys, pre-employment examinations, periodic examinations, first aid, and health promotional activities, among others. These initiatives underscore our dedication to fostering a safe and healthy work environment for our 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, we have 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 convened regularly to address any safety concerns raised by workers on the shop floor. These concerns undergo thorough discussion and resolution to ensure the provision of the safest possible work environment for all employees and related staff. Additionally, there exists a system for capturing near-miss incidents reported by employees, which are promptly investigated and resolved.

Moreover, Wheels India Limited (WIL) has introduced a safety action plan for employees, titled 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, promoting a proactive approach to safety. Through the S.A.F.E program, employees are encouraged to actively contribute to enhancing 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, they have the available option of utilizing the occupational health center and the in panel medical clinics.

11. Details of safety related incidents

Safety Incident / Number	Category	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Workers	0.11	0.2
Total recordable work-related injuries	Employees	0	0
	Workers	2	3
No. of fatalities (safety incident)	Employees		
	Workers	0	0
High consequence work-related injury or ill-health(excluding fatalities)	Employees	0	0
	Workers	1	

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

Wheels India has established four committees, each led by a top management individual, to oversee and address specific areas of focus. The Managing Director (MD) is responsible for reviewing the progress of these committees during the monthly Apex committee meeting. Additionally, Mid Apex committee meetings are held twice a month to ensure ongoing monitoring and evaluation.

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

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

Category	FY 2023-24 (Current Financial Year)			FY 2022-23 (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

Particulars	% of plants and offices that were assessed (by entity or statutory authorities or third 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	-

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
At Wheels India Limited, death due to an accident is covered under our Group Personal Accident (GPA) policy for all employees and workers. In the event of death due to other causes, we provide significant ex-gratia compensation as a standard practice. Additionally, we consider offering employment to the spouse or dependent of the deceased employee on a case-by-case basis.	

2. Provide the measures undertaken by The Company to ensure that statutory dues have been deducted and deposited by the value chain partners.

At Wheels India, our supplier sustainability policy requires our value chain to comply with all applicable legal and statutory requirements, including GST, income tax, other government levies and taxes, factory licenses, PF and ESI. We use a supplier quality manual to evaluate our supply chain, with legal compliance included in the audit checklist. This year, we conducted a compliance assessment of 40% of our value chain partners, (by value of business) for the 2023-24 period.



3. 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 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Employees	0	0	0	0
Workers	1	0	0	0

At Wheels India, we have arranged all possible medical treatment and assistance including payment of monthly leave wages through ESIC. Rehabilitation efforts through pension under ESIC is in process. We are providing all possible support on this aspect.

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes / No)
No.
5. Details on assessment of value chain partners:

Particulars	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	40%
Safe working conditions	40%

6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.

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

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

Essential Indicators

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

Wheels India acknowledges the impact stakeholders have on its operations, the Company actively engages with them, understanding their interests, meeting legitimate expectations and addressing their concerns. The identified key stakeholder groups include investors and shareholders, customers, employees and workers, suppliers and vendors, as well as communities and governmental bodies.

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

Key Stakeholders	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 & vendors	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, inhouse 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
The Company's senior management engages in regular dialogues with key stakeholders, including customers, investors, employees, suppliers and government authorities. Senior management engages in informed discussions and offers feedback to the Managing Director during monthly Management Review Meetings (MRMs), where inputs for subsequent actions are also received. Additionally, comprehensive feedback is provided to the Directors on an annual basis, ensuring transparency and alignment with organizational objectives and stakeholder expectations.

- 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. It has led us to develop an ESG road map, strategy and targets appropriately with environmental, social and governance goals aligned with stakeholder expectations.

- 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
Whenever the need arises, we actively engage with and support vulnerable and marginalized groups. For instance, following the unprecedented rains in December 2023, we provided flood relief, including dry rations, blankets, and tarpaulins, to 500 underprivileged families in Thoothukudi district, Tamil Nadu, through one of our partner CSR NGOs. All our CSR efforts focus on vulnerable and marginalized stakeholder groups as outlined under Principle 8.
Additionally, one of our CSR NGOs, which offers a supplementary education program for underprivileged children in Vyasarpadi near our Chennai plant, expressed concern about the drug problem affecting the mental health of adolescents in the area. In response, we are supporting them by initiating a mental health program aimed at creating awareness, identifying, counseling, and rehabilitating adolescents in need of help.

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 2023 - 24 (Current Financial Year)			FY 2022-23 (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	1929	1613	84	1813	1813	100
Other than permanent	0	0	0	0	0	0
Total Employees	1929	1613	84	1813	1813	100
WORKERS						
Permanent	582	470	81	600	600	100
Other than permanent	5792	4692	81	6473	6473	100
Total Workers	6374	5162	81	7073	7073	100

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

Category	FY 2023-24 (Current Financial Year)					FY 2022-23 (Previous Financial Year)				
	Total (A)	Equal to minimum wage (B)	% (B/A)	More than minimum wage (C)	% C/A)	Total (D)	Equal to minimum wage (E)	% (E/D)	More than minimum wage (F)	% (F/D)
EMPLOYEES										
PERMANENT										
Male	1891	0	0	1891	100	1777	0	0	1777	100
Female	38	0	0	38	100	36	0	0	36	100
OTHER THAN 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	582	0	0	582	100	600	0	0	600	100
Female	0	0	0	0	0	0	0	0	0	0
OTHER THAN PERMANENT										
Male	5589	3912	70	1677	30	6354	4335	68	2019	32
Female	203	203	100	0	0	119	64	54	55	46

**3. a) Details of remuneration / salary/wages format:****(Amount in Rs.)**

	Male		Female	
	Number	Median	Number	Median
Board of Directors (BoD)	7	940,000.00	1	NA
Key Managerial Personnel	2	29,938,827.00	1	NA
Employees other than BOD & KMP*	2115	611,690.00	41	724,755.00
Workers	601	776,321.00	NIL	NA

b) Gross wages paid to females as % of total wages paid by the entity

FY 2023-24 Current Financial Year	FY 2022-23 Previous Financial Year
2.37%	1.96%

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 Limited has implemented a whistleblower policy to ensure employees can report grievances related to unethical behavior, actual or suspected fraud or violations of the company's code of conduct without fear of retaliation. The policy includes protections against victimization and allows for direct access to the Chairperson of the Audit Committee in exceptional situations. Employees are required to report such incidents within 30 days of becoming aware of them.

For submitting grievances, employees can contact the Vigilance Officer using the following details: Secretary to the Managing Director, Wheels India Limited, Padi, Chennai – 600050 or via email at vigilmechanism@wheelsindia.com.

All reports made under this policy will be documented and thoroughly investigated. The Vigilance Officer will either conduct the investigation personally or involve another company officer, a committee formed for this purpose, or an external agency. The findings will then be referred to the Audit Committee for further action.

The investigation process is expected to be completed within 90 days of receiving the report, although this period can be extended if deemed necessary by the Audit Committee.

6. Number of complaints on the following made by employees.

Category	FY 2023-24 (Current Financial Year)			FY 2022-23 (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	0	0	-	0	0	-
Discrimination at workplace	0	0	-	0	0	-
Child Labor	0	0	-	0	0	-
Forced/Involuntary Labor	0	0	-	0	0	-
Wages	0	0	-	0	0	-
Other issues	0	0	-	0	0	-

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Particulars	FY 2023-24 Current Financial Year	FY 2022-23 Previous Financial Year
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	0	0
Complaints on POSH as a % of female employees / workers	0	0
Complaints on POSH upheld	0	0

8. 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.

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

Yes, Compliance to human rights requirements is mandated within the supplier sustainability policy and is a prerequisite for doing business with Wheels India. The suppliers are audited for compliance with environmental, social and legal requirements stipulated in the relevant policy and supplier quality assurance manual through supplier assessment rating forms. This is done prior to entering into business agreements and contracts, and periodical reassessments are conducted on the same grounds thereafter.



10. Assessments for the year:

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

*Assessments on human rights subjects like child labor, forced labor and fair wages are undertaken bi-annually by Jt. Director of Industrial safety and health (JDISH) at all our operating locations. The records of the findings for the purpose of continual improvement are maintained with the HR department of each plant.

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

Risk / Concern	Corrective action taken / underway
NA	NA
NA	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 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. Details of the scope and coverage of any Human rights due diligence conducted.

None.

3. 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 friendly washrooms to cater to disabled individuals within the facility.

4. Details on assessment of value chain partners:

Risk / Concern	% of value chain partners (by value of business done with such partners) that were assessed
Sexual harassment	40%
Discrimination at Workplace	
Child labor	
Forced Labor/Involuntary labor	
Wages	
Others- Please specify	

*Our value chain assessments are conducted by the CQA department (central quality assurance), and the relevant reports are available with them.

5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.

NIL

PRINCIPLE 6: BUSINESSES SHOULD RESPECT AND MAKE EFFORTS TO PROTECT AND RESTORE THE ENVIRONMENT.

Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
From renewable sources	GJ	GJ
Total electricity consumption (A)	1,13,312	1,03,336
Total Fuel Consumption (B)	11,947	11,693
Energy consumption through other sources (C)	-	-
Total energy consumed from renewable sources (A+B+C)	1,25,259	1,15,029
From Non-renewable sources		
Total electricity consumption (D)	3,12,669	2,85,617
Total Fuel Consumption (E)	3,27,632	3,22,847
Energy consumption through other sources (F)	-	-
Total energy consumed from nonrenewable sources (D+E+F)	6,40,301	6,08,464
Total energy consumed (A+B+C+D+E+F)	7,65,560	7,23,493
Energy intensity per crore rupees of turnover (Total energy consumption / turnover Rs. in Crores)	166.17	166.82



Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) <i>(Total energy consumed / revenue from operations adjusted for PPP)</i>	3802.28 GJ per PPP (USD/INR Crores)	-
Energy intensity in terms of physical output - GJ per employee and workers	92.20 GJ per employee and workers	-
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-

NOTE: 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

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Water withdrawal by source (in kiloliters)		
I. Surface water	NIL	NIL
II. Ground Water	1,87,726	1,79,894
III. Third Party Water	90,237	76,689
IV. Seawater / Desalinated Water	NIL	NIL
V. Others	96,504	1,04,138
Total volume of water withdrawal (in kiloliters)	3,74,467	3,60,721
Total volume of water consumption (in kiloliters)	3,74,467	3,60,721
Water intensity per Crore Rupee of turnover <i>(Total water consumption / revenue from operations)</i>	81.280	83.270
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) <i>(Total water consumption / revenue from operations adjusted for PPP) (USD / INR Crores)</i>	1,860 KL per PPP (USD/INR Crores)	-
Water intensity in terms of physical output - KL per employee and workers	45.10 KL per employee and workers	-
Water intensity (optional) - the relevant metric may be selected by the entity	-	-

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

4. Provide the following details related to water discharged:

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Water discharge by destination and level of treatment (in kiloliters)		
I. Surface water	-	-
- No treatment	-	-
- With treatment - Please specify level of treatment	-	-
II. Ground Water	-	-
- No treatment	-	-
- With treatment - Please specify level of treatment	-	-
III. To Seawater	-	-
- No Treatment	-	-
- With treatment - Please specify level of treatment	-	-
IV. Sent to third parties	-	-
- No Treatment	-	-
- With treatment - Please specify level of treatment	-	-
V. Others	-	-
- No Treatment	-	-
- With treatment- Please specify level of treatment	-	-
Total water discharged (in kiloliters)	-	-

NOTE: No independent assessment / evaluation/assurance has been carried out in relation to Water discharge.

Not applicable since we do not have any water discharge due to the existence of a Zero liquid discharge system prevalent at our operational facilities. Hence, this disclosure is not pertinent to us.

5. 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 authorized facilities.



6. Please provide details of air emissions (other than GHG emissions) by the entity.

Parameter	Please specify unit	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
NO _x	micrograms/m3	21.79	20.59
SO _x	micrograms/m3	13.25	10.61
Particulate matter (PM10)	micrograms/m3	55.04	59.31
Persistent organic pollutants (POP)	N/A	NA	NA
Volatile organic compounds (VOC)	N/A	NA	NA
Hazardous air pollutants (HAP)	N/A	NA	NA
Others - please specify	Tons per Year	NA	NA

NOTE: Yes, independent assessment / evaluation / assurance has been carried out by ABC Techno labs India Pvt Ltd (NABL approved lab).

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity.

Parameter	Unit	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Total Scope 1 emissions (<i>Break-up of the GHG into CO₂, CH₄, N₂O, HFCs, PFCs, SF₆, NF₃, if available</i>)	Metric tons of CO₂ equivalent	25108	24931
Total Scope 2 emissions (<i>Break-up of the GHG into CO₂, CH₄, N₂O, HFCs, PFCs, SF₆, NF₃, if available</i>)	Metric tons of CO₂ equivalent	70785	64660
Total Scope 1 and Scope 2 emissions per Crore rupees of turnover (<i>Total Scope 1 and Scope 2 GHG emissions / Revenue from operations</i>)		20.81	20.68
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (<i>Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP</i>)		476.27 Metric Tons of CO₂ per PPP (USD/INR Crores)	-
Total Scope 1 and Scope 2 emission intensity in terms of physical output		11.55 Metric Tons of CO₂ per employee and workers	-
Total Scope 1 and Scope 2 emission intensity (<i>optional</i>) – <i>the relevant metric may be selected by the entity</i>	-	-	-

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

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

GREEN HOUSE GAS EMISSION PROJECTS:

At Wheels India, we are dedicated to continuously improving the efficiency of our energy, water, waste management, and greenhouse gas emissions. We have successfully utilized off-site wind and solar energy, which now accounts for 26.6% of our total power consumption, equating to 31,475 MWh. Our goal for the next 2-3 years is to significantly increase our use of renewable energy sources, aiming to meet 70% of our electrical requirements primarily through wind and solar power.

To achieve energy savings, we have implemented several initiatives. These include the adoption of variable speed drives and efficient motors, the optimization of lighting systems and the automatic shutdown of equipment during idle periods. We are also in the process of transitioning from pneumatic to electric equipment, optimizing air pressure levels and addressing compressed air leakages. For example, at our Chennai Padi plant, we have installed compressed air distribution headers equipped with airflow meters and implemented IoT-enabled monitoring systems, which have notably reduced air leakages and consumption.

Furthermore, we are exploring ways to recover waste heat from screw air compressors for process heating and are investigating decarbonization projects such as utilizing heat pumps for process heating to reduce our reliance on fossil fuels. We are also replacing diesel-powered forklifts with battery-operated ones and collaborating with the Confederation of Indian Industry (CII) to conduct detailed energy audits. These audits will help us identify additional energy conservation projects for future implementation.

Overall, these efforts underscore our commitment to enhancing our operational efficiency and reducing our environmental impact through sustainable practices and innovative solutions.

9. Provide details related to waste management by the entity

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Total waste generated (in metric tons)		
Plastic waste (A)	81.690	36.193
E-Waste (B)	0.5000	5.8868
Bio-Medical Waste (C)	0.00913	0.00555
Construction and demolition waste (D)	20.15	21.00
Battery Waste (E)	5.46	0.90
Radioactive waste (F)	0	0
Other Hazardous waste. Please specify, if any. (G)	1,944.900	1,629.229
Other Non-hazardous waste generated (H). Please specify, if any.	2,635.315	1,851.448
Total (A + B + C + D + E + F + G + H)	4,688.024	3,544.662



Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations)	1.01756	-
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (USD/INR Crore)	23.28 Metric Tons per PPP (USD/INR Crore)	-
Waste intensity in terms of physical output - Metric Tons per employee and workers	0.56 Metric Tons per employee and workers	-
Waste intensity (optional) – the relevant metric may be selected by the entity	-	-
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	270.200	338.90
(ii) Re-used	2.840	2.486
(iii) Other recovery operations	0	0
Total	273.040	341.389
For each category of waste generated, total waste disposed by nature of disposal method (in metric tons)		
Category of waste		
(i) Incineration	1,066.75	600.09
(ii) Landfilling	605.11	687.75
(iii) Other disposal operations	2,635.315	1,851.448
Total	4,307.18	3,139.29

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

- 10. 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
I.	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
II.	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
III.	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
IV.	20.2 - Spent solvents	Recovery and reuse – captive	Separation using recovery method and reused	WIL will use the scrap for their internal operations
V.	21.1 Process wastes, residues, and sludges	Generation, collection, storage and disposal to pre-processor	Residue/Sludge barrels will be separated and kept separately. Will be loaded in truck and disposed after weighment	Used as an alternate fuel in cement industry
VI.	33.1- Empty barrels/ containers/ liners contaminated with hazardous chemicals/ wastes	Recovery and reuse- authorized recycler	Segregation will be done. Will be loaded in truck and disposed through weighment	Will be sent for recycling
VII.	35.1 - Exhaust air or Gas cleaning residue	Common government authorized 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
VIII.	35.3 - Chemical sludge from wastewater treatment	Common government authorized landfill	Dried sludge from drying bed will be collected in separate PVC barrels and transferred to closed container. Later it will be disposed after weighment	Will be sent to the landfills



11. 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.

NA

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

NA

13. 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.

We are fully committed and compliant with all applicable environmental laws, regulations and guidelines in India, including the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act and Environment Protection Act, along with the rules formulated thereunder.

Leadership Indicators

1. Water withdrawal, consumption and discharge in areas of water stress (in kiloliters):

For each facility / plant located in areas of water stress, provide the following information:

- i. Name of the area
- ii. Nature of operations
- iii. (Water withdrawal, consumption and discharge in the following format:

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Water withdrawal by source (in kiloliters)		
I. Surface water	-	-
II. Ground Water	-	-
III. Third party water	-	-
IV. Seawater	-	-
V. Others	-	-
Total volume of water withdrawal (in kiloliters)	-	-
Total volume of water consumption (in kiloliters)	-	-
Water intensity per rupee of turnover (Water consumed / turnover)	-	-
Water intensity (optional) – the relevant metric may be selected by the entity	-	-

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Water discharge by destination and level of treatment (in kiloliters)		
I. Into Surface Water	-	-
- No Treatment	-	-
- With treatment (Please specify level of treatment)	-	-
II. Into groundwater	-	-
- No Treatment	-	-
- With treatment (Please specify level of treatment)	-	-
III. Into seawater	-	-
- No Treatment	-	-
- With treatment (Please specify level of treatment)	-	-
IV. Sent to third parties	-	-
- No Treatment	-	-
- With treatment (Please specify level of treatment)	-	-
V. Others	-	-
- No Treatment	-	-
- With treatment (Please specify level of treatment)	-	-
Total water discharged (In Kiloliters)	-	-

Note: At Wheels India, our business segments do not extend to any region that is categorized and titled as water stressed. Hence, this disclosure would be non-applicable to our operations.

2. Please provide details of total Scope 3 emissions & its intensity.

Parameter	Unit	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Total Scope 3 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tons of CO2 equivalent	-	-
Total Scope 3 emissions per rupee of turnover	-	-	-
Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity	-	-	-

Note: Currently, we do not monitor Scope 3 emissions. We do have future plans to incorporate scope 3 emissions monitoring to improve the degree of disclosures available in our BRSR.



3. **With respect to the ecologically sensitive areas reported at Question 11 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.**

Not Applicable.

4. **If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:**

S. No	Initiatives taken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
1	Innovations in manufacturing processes	Innovation and adopting of smarter technologies resulting in resource efficiency	Input material & energy efficiency
2	New chemical introduced	New chemical replacing lime / ferric chloride in effluent treatment plant (ETP)	Estimated 30% reduction in chemical sludge generation from wastewater treatment.

5. **Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.**

We do have contingency plans for business continuity in the event of natural disasters, adverse climate change events (such as floods and cyclones), major disruptions in essential services (electricity, water, fuel), supply chain and logistics disruptions, breakdowns of critical equipment or machines, serious manpower or HR issues, pandemics and other emergencies are comprehensively addressed within our quality management systems. These systems include ISO 9001-2015, IATF 16949-2016, ISO 14001, and OHSMS 45001. These standards ensure that we have robust and well-documented procedures in place to maintain operations and minimize impact during such events.

6. **Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.**

As of now, we do not monitor these impacts.

7. **Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.**

40%

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 affiliations with 8 different 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
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.

There have been no instances on these grounds.

Leadership Indicators

1. Details of public policy positions advocated by the entity:

S. No.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain?	Frequency of Review by Board (Annually/ Half yearly/ Quarterly / Others – please specify)	Web Link, if available
NIL*					

* We actively participate in prominent industrial associations such as CII (Confederation of Indian Industry) and ACMA (Automotive Components Manufacturers Association). Through these industry bodies, we engage at the state level, influencing and advocating for energy efficiency measures, promoting an increased mix of renewable energy integration into the power grid and implementing strategies to mitigate environmental impacts.



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.**

NA

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

NA

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

We provide communities with a facility at our locations, allowing them to express their concerns in writing. These concerns are directed to the relevant departments, which then take the necessary actions and report to the human resources and legal divisions.

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

Particulars	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Directly sourced from MSMEs / small producers	8.77 %	7.98 %
Sourced directly from within the district and neighbouring districts	Not in Scope	56.64%
Sourced from within India	85.54%	-

- 5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost.**

Locations	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Rural	55%	56%
Semi-urban	0%	0%
Urban	1%	1%
Metropolitan	44%	43%

(Place to be categorized as per RBI Classification System - rural / semi-urban / urban / metropolitan)

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. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies.

Name of the Marginalized / Vulnerable Group Purchased From	State	Aspirational District	Amount spent (In INR)
NA	-	-	-

* We do not undertake any CSR projects in areas identified as 'aspirational districts' by government and regulatory bodies. However, our initiatives on Corporate Social Responsibility can be viewed under Leadership indicator 6.

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

Yes, we do, however this depends on the feasibility of procurement; priority is accorded to sourcing goods from marginalized or vulnerable groups.

- (ii) From which marginalized / vulnerable groups do you procure?

In the fiscal year 2023-24, housekeeping and Personal Protective Equipment (PPE) products for our Tamil Nadu units were sourced from Kamaraj Blind Welfare Works.

- (iii) What percentage of total procurement (by value) does it constitute?

Name of the Marginalized / Vulnerable Group Purchased From	Percentage of Total Procurement (by value)
Kamaraj Blind Welfare works	0.235%

4. 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

5. 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

6. 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	2256 children in 50 villages / locations	100%
2.	Improving livelihoods of small / marginal farmers in areas of agrarian distress	544 farmers in 12 villages	100%



S. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
3.	Livelihood skills & vocational training for underprivileged youth & women for gainful employment	145 youth & women	100%
4.	Mental health program for adolescents from under-privileged communities in Vyasarpadi, Chennai, covering 100 school students	100 students	100%
5.	Menstrual health & hygiene program for female students in Thiruvallur dist. of Tamil Nadu.	500 female students	100%

PRINCIPLE 9 : BUSINESSES 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.

At Wheels India, we have 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:

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

*All the products, drawings / technical specifications carry information to the extent mandated by local laws, OEM customers, ITTAC / ETRTO / JATMA / the tyre & rim association, inc., national / international codes / standards as applicable under B2B transaction. OEMs provide relevant product information to end user / consumer (B2C). After market wheels carry instructions on product use and maintenance in the warranty card. Wheels manufactured in all plants for on road vehicles - commercial vehicles (trucks), passenger vehicles (buses & cars) are BIS certified for product performance.

3. Number of consumer complaints:

Category	FY 23-24 (Current Financial Year)		Remarks	FY 22-23 (Previous Financial Year)		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
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

Particulars	Number	Reasons for Recall
Voluntary Calls	NIL	NA
Forced Calls	NIL	NA

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
IT policy	https://wheelsindia.com/wp-content/uploads/2023/05/Data-privacy-and-security.pdf
At Wheels India Ltd., we have obtained TISAX AL3 label from TUV SUD on information security	

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.

Throughout the year, no significant incidents arose necessitating corrective measures in advertising practices, cybersecurity or customer data privacy. Additionally, there were no recurrent product recall occurrences or penalties / actions from regulatory bodies regarding the safety of our products / services.

7. Provide the following information relating to data breaches:

a. Number of instances of data breaches: 0

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



b. Percentage of data breaches involving personally identifiable information of customers: NA

c. Impact, if any, of the data breaches: NA

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. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes / No / Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes / No)

At Wheels India, we strive to adhere to each, and every local law and the requirements set forth by Original Equipment Manufacturer (OEM) customers by displaying pertinent product information on our offerings. Post-market wheels are accompanied by detailed instructions on product usage and maintenance, conveniently packaged within the warranty card. Furthermore, all wheels manufactured across our plants for on-road vehicles, including commercial vehicles (trucks) and passenger vehicles (buses & cars), undergo rigorous Bureau of Indian Standards (BIS) certification to ensure optimal product performance and reliability.

In addition, we actively solicit the feedback we receive from our key customers through regular surveys and via leveraging this invaluable input - gain deeper insight into customer preferences and understand their needs.



**STANDALONE FINANCIAL
STATEMENTS 2023-2024**



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, 2024, 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 material 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, 2024, 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.

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 that there are no key audit matters to be communicated in our report.

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, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 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 (i) (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) Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules 2014 on preservation of audit trail as per statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

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

L. Ravi Sankar
Partner

Place: Chennai

Membership No. 025929

Date : May 20, 2024 UDIN: 24025929BKGDPT7777

“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 and relevant details of Right of use assets.
- The Company has maintained proper records showing full particulars of intangible assets.
- b) The Property Plant and Equipment and Right of Use assets 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 and Right of Use assets. 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 (including Right of Use assets) 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, 2024 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 monthly returns or statements filed by the company with such banks are in agreement with the books of account of the Company.
- (iii) 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 during the year. In our opinion and according to the information and explanation given to us, the investments made during the year are not prejudicial to the company’s interest. Accordingly, reporting under clause 3(iii)(a) to 3(iii)(f) of the Order does not arise.
- (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, 2024 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 indirect taxes 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	-
Goods and Services Tax Act, 2017	Goods and Services Tax	3.92	Financial Year 2017-18	Appellate Deputy Commissioner	-

(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, 2023 to March 31, 2024.

(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) Based on the information and explanation given to us and the audit procedures performed by us, we report that the group has one exempted Core Investment Company.

(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

Membership No. 025929

Date : May 20, 2024 UDIN: 24025929BKGDPT7777

“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, 2024 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, 2024, 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 Membership No. 025929
Date : May 20, 2024 UDIN: 24025929BKGDPT7777

Balance Sheet as at

Rs. in Crores

PARTICULARS	Note	31 st March 2024	31 st March 2023
I ASSETS			
1. Non-current assets			
(a) Property, Plant and Equipment	1	926.11	879.54
(b) Capital work-in-progress	2	74.81	70.42
(c) Goodwill	3b	31.80	31.80
(d) Other Intangible Assets	3a	3.74	2.46
(e) Right of Use Assets	4	16.19	18.75
(f) Financial Assets			
i) Investments	5	12.34	8.51
ii) Others	6	25.78	21.74
(g) Other Non Current Assets	7	30.46	9.67
		1,121.23	1,042.89
2. Current assets			
(a) Inventories	8	847.91	850.25
(b) Financial Assets			
i) Trade receivables	9	723.44	755.54
ii) Cash and cash equivalents	10a	3.63	3.56
iii) Bank Balances other than (ii) above	10b	0.35	0.50
iv) Others	11	13.77	5.26
(c) Current Tax Assets (Net)	12	14.78	0.08
(d) Other current assets	13	136.33	146.70
		1,740.21	1,761.89
TOTAL		2,861.44	2,804.78
II. EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	14	24.43	24.06
(a)(i) Consideration payable - Pending allotment of shares		-	29.32
(b) Other Equity	15	769.63	680.29
		794.06	733.67
Liabilities			
1. Non-current liabilities			
(a) Financial Liabilities			
i) Borrowings	16	251.77	186.68
(ia) Lease Liabilities	17	10.40	10.78
(b) Provisions	18	6.00	6.12
(c) Deferred tax liabilities (Net)	19	68.36	59.49
		336.53	263.07
2. Current liabilities			
(a) Financial Liabilities			
i) Borrowings	20	456.75	568.52
(ia) Lease Liabilities	21	7.77	9.92
ii) Trade payables			
A) total outstanding dues of micro enterprises and small enterprises; and	22	74.86	84.54
B) total outstanding dues of creditors other than micro enterprises and small enterprises	22	985.00	936.23
iii) Others	23	34.55	32.36
(b) Other current liabilities	24	137.85	143.59
(c) Provisions	25	34.07	32.88
		1,730.85	1,808.04
TOTAL		2,861.44	2,804.78
Material Accounting Policies	A		

S RAM
Chairman
DIN: 00018309

P Ramesh
Chief Financial Officer

Place : Chennai
Date : May 20, 2024

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	2024	2023
REVENUE FROM OPERATIONS			
Sale of Products		4,115.89	3,901.41
Sale of Services	28	109.80	42.49
Other operating revenues		381.42	377.31
Revenue from Operations		4,607.11	4,321.21
Other income	29	11.92	23.74
TOTAL INCOME		4,619.03	4,344.95
EXPENSES			
Cost of materials consumed	30	3,292.09	3,205.35
Changes in inventories of finished goods, Work-in-progress	31	21.10	(66.82)
Employee benefit expense	32	479.01	426.65
Finance Costs	34	108.48	95.66
Depreciation and amortisation expenses	1,3 & 4	78.85	68.47
Other Expenses	33	550.48	533.49
TOTAL EXPENSES		4,530.01	4,262.80
Profit before exceptional items and tax		89.02	82.15
Exceptional items		-	-
Profit before tax		89.02	82.15
Tax expense:	35		
Current tax		12.29	11.96
Deferred tax		8.86	7.73
Profit for the year		67.87	62.46
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		-	-
- Remeasurements of post employment defined benefit plan		2.77	0.58
Less: Income Tax relating to remeasurements		(0.70)	(0.15)
Total Comprehensive Income for the year		69.94	62.89
Earnings per equity share:	36		
1. Basic		27.78	25.57
2. Diluted		27.78	25.57
Material Accounting Policies	A		

S RAM
Chairman
DIN: 00018309

P Ramesh
Chief Financial Officer
Place : Chennai
Date : May 20, 2024

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 31.03.2024	As at 31.03.2023
24.06	24.06
0.37	-
24.43	24.06

* Refer Note 49

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, 2022	-	70.10	413.28	171.59	(0.43)	(3.49)	651.05
Adjustment in Retained earnings on account of merger effective 1st Oct 2021				(6.44)		(0.02)	(6.46)
Profit for the year				62.46			62.46
Changes in Fair valuation of Equity Instrument					-		-
Remeasurement of defined benefit plans						0.43	0.43
B. Total Comprehensive Income for the year 2022-23	-	-	-	62.46	-	0.43	62.89
Final Dividend 2021-22				(19.97)			(19.97)
Interim Dividend 2022-23				(7.22)			(7.22)
C. Total	-	-	-	(27.19)	-	-	(27.19)
D. Balance as at 31st March, 2023 (A+B+C)	-	70.10	413.28	200.42	(0.43)	(3.08)	680.29
Profit for the year				67.87			67.87
Changes in Fair valuation of Equity Instrument					-		-
Remeasurement of defined benefit plans						2.07	2.07
E. Total Comprehensive Income for the year 2023-24	-	-	-	67.87	-	2.07	69.94
Final Dividend 2022-23				(9.55)			(9.55)
On shares issued pursuant to amalgamation with SHL		28.95					28.95
Transfer to General Reserve			-				-
F. Total	-	28.95	-	(9.55)	-	-	19.40
G. Balance as at 31st March, 2024 (D+E+F)	-	99.05	413.28	258.74	(0.43)	(1.01)	769.63

* Capital Reserve is Rs. 1713/-

S RAM
Chairman
DIN: 00018309

SRIVATS RAM
Managing Director
DIN: 00063415

S PRASAD
Director
DIN: 00063667

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

K V LAKSHMI
Company Secretary

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

L RAVI SANKAR
Partner
Membership No. 025929



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

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

e) 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.

f) 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.

g) 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.

h) 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) Goodwill

Goodwill represents the cost of acquired business as established at the date of acquisition of the business in excess of the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent

liabilities less accumulated impairment losses, if any. Goodwill is tested for impairment annually or when events or circumstances indicate that the implied fair value of goodwill is less than its carrying amount.

Impairment

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating units (CGU) fair value less costs of disposal and its value in use. Impairment loss is recognised when the recoverable amount is lower than the carrying amount of the CGU

e) Investments in Subsidiaries and Associates

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

f) 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.

g) 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.



h) 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.

i) 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.

j) 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.

k) Research & Development expenses:

Revenue expenditure on Research & Development is charged to profit & loss account in the year in which it is incurred.

l) 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.

m) 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.

n) 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.

o) 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. Equity shares issued for bonus issue, rights issue, business combination are considered as if it had been issued at beginning of the earliest reported period

p) 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 31.03.2023	Additions (including Borrowing Cost Capitalised)	Dele- tions	As At 31.03.2024	As At 31.03.2023	Addi- tions	Dele- tions	As At 31.03.2024	As At 31.03.2024	As At 31.03.2023
1. TANGIBLE ASSETS										
Land (Free hold)	0.94	-	-	0.94	-	-	-	0.00	0.94	0.94
Land (Lease hold)	25.69	-	-	25.69	1.50	0.26	-	1.76	23.93	24.19
Buildings	176.99	5.27	0.52	181.74	59.10	5.46	0.38	64.18	117.56	117.89
Plant and Equipment *	1555.31	107.89	3.09	1660.11	829.25	60.47	2.69	887.03	773.08	726.06
Furniture and Fixtures	7.75	0.22	0.32	7.65	5.20	0.35	0.30	5.25	2.40	2.55
Vehicles	0.42	-	-	0.42	0.09	0.04	-	0.13	0.29	0.33
Office Equipment	26.18	3.23	0.77	28.64	18.60	2.85	0.72	20.73	7.91	7.58
	1793.28	116.61	4.70	1905.19	913.74	69.43	4.09	979.08	926.11	879.54
3A. INTANGIBLE ASSETS										
Computer Software	22.75	2.81	-	25.56	20.40	1.58	-	21.98	3.58	2.35
Technical Know-how	5.83	0.12	-	5.95	5.72	0.07	-	5.79	0.16	0.11
	28.58	2.93	-	31.51	26.12	1.65	-	27.77	3.74	2.46
Total	1821.86	119.54	4.70	1936.70	939.86	71.08	4.09	1006.85	929.85	-
Previous year	1654.83	171.79	4.74	1821.88	882.34	61.41	3.87	939.88	-	882.00

* Below is the value of Assets as at 31.03.2023 included in the Tangible assets due to Amalgamation of Sundaram Hydraulics with Wheels India

Description	Gross Block	Depreciation	Net Block
Buildings	4.80	0.43	4.37
Plant and Equipment	26.65	2.93	23.72
Furniture and Fixtures	0.20	0.02	0.18
Office Equipment	0.20	0.05	0.15
Total	31.85	3.43	28.42

3B. GOODWILL

Goodwill represents the cost of acquired business as established at the date of acquisition of the business in excess of the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities less accumulated impairment losses, if any. Goodwill is tested for impairment annually or when events or circumstances indicate that the implied fair value of goodwill is less than its carrying amount.

CGUs to which goodwill has been allocated are tested for impairment annually, or more frequently when there is indication for impairment. The financial projections basis which the future cash flows have been estimated consider economic uncertainties, reassessment of the discount rates, revisiting the growth rates factored while arriving at terminal value and subjecting these variables to sensitivity analysis. If the recoverable amount of a CGU is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit.

The estimated value-in-use of this CGU is based on the future cash flows using a 2.00% annual growth rate for periods subsequent to the forecast period of 3 years and a discount rate of 8.5%. An analysis of the sensitivity of the computation to a change in key parameters (operating margin, discount rates and long term average growth rate), based on reasonable assumptions, did not identify any probable scenario in which the recoverable amount of the CGU would decrease below its carrying amount.

Rs. in Crores

Carrying amount of Goodwill is as follows	31.03.2024	31.03.2023
Goodwill on Amalgamation	31.80	31.80

Impairment of goodwill

The Company estimates the value-in-use of the cash generating units (CGUs) based on the future cash flows after considering current economic conditions and trends, estimated future operating results and growth rate and anticipated future economic and regulatory conditions. The estimated cash flows are developed using internal forecasts. The discount rates used for the CGUs represent the weighted average cost of capital.

4. RIGHT OF USE ASSETS

Description	Gross Block at Cost				Depreciation/Amortisation				Net Block	
	As At 31.03.2023	Additions	Deletions	As At 31.3.2024	As At 31.03.2023	Additions	Deletions	As At 31.3.2024	As At 31.3.2024	As At 31.03.2023
Leased Assets	35.20	6.33	1.67	39.86	16.45	7.77	0.55	23.67	16.19	18.75
Total	35.20	6.33	1.67	39.86	16.45	7.77	0.55	23.67	16.19	
Previous year	35.16	0.43	0.39	35.20	9.79	7.06	0.40	16.45		18.75



Rs. in Crores

2. CAPITAL WORK IN PROGRESS

	31.03.2024	31.03.2023
a) Buildings	11.78	1.69
b) Plant and Machinery*	63.03	68.73
	74.81	70.42

* Includes machinery in transit - NIL (previous year - Rs. 1.81 Crores)

AGEING OF CWIP AS ON MARCH 31, 2024 :

	Amount in Capital work in progress				
	Less than one year	1-2 years	2-3 years	More than 3 years	Total
Project in Progress	56.00	11.38	5.73	1.70	74.81

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	Total
Project in Progress	42.86	25.17	0.61	1.78	70.42

	Rs. in Crores			
NON CURRENT ASSETS	As at 31.03.2024		As at 31.03.2023	
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				
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		0.10	
95,000 Equity Shares of Rs. 10/- each fully paid up				
Dalavaipuram Renewables Private Limited	2.31		-	
23,14,958 Equity Shares of Rs. 10/- each fully paid up				
AMP ENERGY C&I PVT LTD	1.52	5.92	-	2.09
15,20,000 Equity Shares of Rs. 10/- each fully paid up				
		12.34		8.51



Rs. in Crores

	As at 31.03.2024	As at 31.03.2023
6 NON CURRENT FINANCIAL ASSETS - OTHERS		
a) Security Deposits (unsecured - considered good)	25.02	21.10
b) Advances to employees	0.76	0.64
	25.78	21.74
7 OTHER NON CURRENT ASSETS		
a) Advances for Capital goods	29.98	9.35
b) Prepaid expenses	0.48	0.32
	30.46	9.67
CURRENT ASSETS		
8 INVENTORIES		
a) Raw Materials	382.26	356.47
(Includes Goods in Transit- Rs. 5.89 Crores) (previous year - Rs. 1.80 Crs)		
b) Work - in - Progress	200.52	232.87
c) Finished goods	167.38	156.13
d) Stores and Spares	68.79	58.48
e) Loose tools	28.96	46.30
	847.91	850.25
9 TRADE RECEIVABLES (Unsecured)		
Receivables considered good	723.44	755.54
Credit impaired receivables	2.08	1.96
	725.52	757.50
Less: Allowance for doubtful receivables	2.08	1.96
	723.44	755.54

Trade receivable ageing schedule March 31, 2024

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*	550.54	162.15	2.35	8.40	-	-	723.44
which have significant increase in credit risk		-	-	-	-	-	-
credit impaired		-	-	2.08	-	-	2.08
Disputed trade receivables							
considered good		-	-	-	-	-	-
which have significant increase in credit risk		-	-	-	-	-	-
credit impaired		-	-	-	-	-	-
Total	550.54	162.15	2.35	10.48	-	-	725.52

* it includes unbilled invoices / (credit notes) of Rs. 12.47 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*	559.23	154.25	42.06	-	-	-	755.54
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	559.23	154.25	42.06	1.96	-	-	757.50

* it includes unbilled invoices / (credit notes) of Rs. -14.43 Crores.



Notes on Accounts (Contd.)

	Rs. in Crores	
	As at 31.03.2024	As at 31.03.2023
10 CASH AND CASH EQUIVALENTS		
a i) Current Accounts	2.08	1.27
ii) Cash on hand	0.02	0.04
iii) Deposit with Banks towards Liquid assets requirement under Acceptance of Deposit rules, 2014	1.53	2.25
	<u>3.63</u>	<u>3.56</u>
b Bank Balances with more than three months maturity		
i) Fixed Deposits (as a Guarantee to Commercial Taxes Department)	-	0.11
ii) Unclaimed Dividend Accounts	0.35	0.39
	<u>0.35</u>	<u>0.50</u>
11 CURRENT FINANCIAL ASSETS - OTHERS		
Advances to employees	3.26	2.95
Duty Drawback Receivable	1.48	1.44
Export Incentive License	2.11	0.80
Interest accrued on deposits and investments	0.12	0.07
Other Claims receivable	6.80	-
	<u>13.77</u>	<u>5.26</u>
12 CURRENT TAX ASSETS (Net)		
Advance tax and Tax Deducted at Source	14.78	0.08
	<u>14.78</u>	<u>0.08</u>
13 OTHER CURRENT ASSETS		
Unsecured - Considered good		
a) Advances other than Capital Advances		
Advances to Vendors	7.73	6.71
Other Advances	1.89	2.65
	<u>9.62</u>	<u>9.36</u>
b) Balance with GST/ Central Excise authorities	102.14	112.49
c) Export incentives receivable	1.40	6.33
d) GST refund receivable on Exports	0.07	0.01
e) Prepaid expenses	23.10	18.51
	<u>136.33</u>	<u>146.70</u>

Notes on Accounts (Contd.)

	As at 31.03.2024	Rs. in Crores As at 31.03.2023
EQUITY AND LIABILITIES		
14 SHARE CAPITAL		
a) Authorised		
i) Equity	96.50	50.00
9,65,00,000 Shares of Rs.10/- each (Previous year 5,00,00,000 Shares of Rs.10/- each)		
ii) Preference	7.00	-
7,00,000 Shares of Rs.100/- each (previous year - Nil)		

In terms of Clause 16 of the sanctioned scheme which provides for 'Combination of Authorised Share Capital of Transferor Company' post sanction of the Scheme and forming an integral part of the Scheme, the authorized share capital of the Company has been altered by including the capital structure of SHL.

	As at 31.03.2024	As at 31.03.2023
b) Issued, Subscribed and Fully Paid-up		
2,44,33,012 Equity Shares of Rs.10/- each	<u>24.43</u>	<u>24.06</u>
(Previous year 2,40,64,558 Shares of Rs.10/- each)		

c) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period:

	31.03.2024		31.03.2023	
	No. of shares	Rs. in Crores	No. of shares	Rs. in Crores
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	3,68,454	0.37	-	-
Outstanding at the end of the year	2,44,33,012	24.43	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.

	31.03.2024 (Number of shares)	31.03.2023 (Number of shares)
e) Shareholding of shareholders holding more than 5% of shares as at		
Trichur Sundaram Santhanam & Family Private Limited	72,94,514	72,94,514
Sundaram Finance Holdings Limited	58,53,367	57,40,117



Notes on Accounts (Contd.)

Rs. in Crores

f) Shareholding of Promoter and Promoter Group	31.03.2024 (Number of shares)	31.03.2024 (Percentage of Total Shares)	31.03.2023 (Number of shares)	31.03.2023 (Percentage of Total Shares)	% Change during the year
Trichur Sundaram Santhanam & Family Private Limited	72,94,514	29.86%	72,94,514	30.31%	(0.46%)
Sundaram Finance Holdings Limited	58,53,367	23.96%	57,40,117	23.85%	0.10%
India Motor Parts & Accessories Limited	10,98,655	4.50%	10,98,655	4.57%	(0.07%)

15 OTHER EQUITY

	As at 31.03.2024	As at 31.03.2023
a) Capital Reserves*	-	-
b) Securities Premium	99.05	70.10
c) General Reserves	413.28	413.28
d) Retained Earnings	258.74	200.42
e) Other Comprehensive Income Reserve	(1.44)	(3.51)
* Capital Reserve is Rs. 1713/-	769.63	680.29
Refer Note 37		

NON CURRENT FINANCIAL LIABILITIES

16 BORROWINGS

A. SECURED BORROWINGS

a) Term Loans from Banks		
By first Charge by way of hypothecation of specific machinery	55.83	51.33

B. UNSECURED BORROWINGS

a) Public Deposits	195.94	135.35
Includes Rs. 10.24 crores received from Directors (previous year Rs. 8.02 crores)		
	251.77	186.68

Terms of Repayment : Refer Note 27

17 Lease Liabilities

Lease Liabilities*	10.40	10.78
(*Refer Note 46)	10.40	10.78

18 PROVISIONS

Provisions for employee benefits	6.00	6.12
	6.00	6.12

19 DEFERRED TAX LIABILITIES (NET)

Deferred Tax Liabilities	75.36	66.68
Deferred Tax Assets	(7.00)	(7.19)
	68.36	59.49

Notes on Accounts (Contd.)

Movement in Deferred Tax Assets and Liabilities	Rs. in Crores			
	31.03.2024	Charge in Statement of Profit or Loss	31.03.2023	Charge in Statement of Profit or Loss
a) Deferred Tax Liability				
i) Depreciation	75.01	9.90	65.11	8.20
ii) Export Incentives	0.35	(1.24)	1.59	(0.14)
iii) Remeasurement of Financial Liabilities	-	0.02	(0.02)	(0.16)
	<u>75.36</u>	<u>8.68</u>	<u>66.68</u>	<u>7.90</u>
Less:				
b) Deferred Tax Asset				
Expenses allowable on payment basis	7.00	(0.19)	7.19	0.16
c) Minimum Alternate Tax credit entitlement		-		-
Net Deferred Tax Liability / (Assets) (a-b-c)	<u>68.36</u>	<u>8.87</u>	<u>59.49</u>	<u>7.74</u>

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.

B. UNSECURED BORROWINGS

- a) Loans repayable on demand from Banks
b) Public Deposits

C. Current maturities of long-term debt

(Refer Note 27)

(Includes Rs. 0.79 Crores Previous year -Nil received from Directors)

21 LEASE LIABILITIES

Lease Liabilities

(Refer Note 46)

	As at 31.03.2024	As at 31.03.2023
20 BORROWINGS		
A. SECURED BORROWINGS		
a) Loans repayable on demand from Banks	401.28	340.93
B. UNSECURED BORROWINGS		
a) Loans repayable on demand from Banks	-	68.00
b) Public Deposits	5.46	7.65
C. Current maturities of long-term debt	50.01	151.94
(Refer Note 27)		
(Includes Rs. 0.79 Crores Previous year -Nil received from Directors)		
	<u>456.75</u>	<u>568.52</u>
21 LEASE LIABILITIES		
Lease Liabilities	7.77	9.92
(Refer Note 46)	<u>7.77</u>	<u>9.92</u>



	As at 31.03.2024	Rs. in Crores As at 31.03.2023
22 TRADE PAYABLES		
Dues to Micro Enterprises and Small Enterprises	74.86	84.54
Dues to Others	985.00	936.23
	<u>1,059.86</u>	<u>1,020.77</u>
(Refer Note 38 for details of dues to Micro Enterprises and Small Enterprises)		

Trade payables ageing schedule March 31, 2024

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	74.86					74.86
Other than Micro and Small Enterprises	836.42	148.58				985.00
Disputed Trade Payables						
Micro and Small Enterprises		-	-	-	-	-
Other than Micro and Small Enterprises		-	-	-	-	-
Total	911.28	148.58	-	-	-	1,059.86

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	84.54					84.54
Other than Micro and Small Enterprises	848.98	87.25				936.23
Disputed Trade Payables						
Micro and Small Enterprises		-	-	-	-	-
Other than Micro and Small Enterprises		-	-	-	-	-
Total	933.52	87.25	-	-	-	1,020.77

Notes on Accounts (Contd.)

	As at 31.03.2024	Rs. in Crores As at 31.03.2023
23 CURRENT FINANCIAL LIABILITIES - OTHERS		
a) Creditors for capital goods (includes due to Micro enterprises and Small enterprises Rs. 3.21 crores (previous year Rs. 2.19 crores)	14.67	11.27
b) Interest accrued but not due on borrowings	12.54	12.30
c) Unclaimed Dividends	0.35	0.39
d) Trade Deposits	1.83	1.65
e) Recovery from Employees	2.21	2.05
f) Unclaimed matured deposits and interest accrued thereon	2.95	4.70
	34.55	32.36
24 OTHER CURRENT LIABILITIES		
Advance from Customers	32.65	18.97
Statutory dues	97.27	104.65
Employee Benefits Payable	4.29	5.67
Provision for expenses	3.64	14.30
	137.85	143.59
25 SHORT TERM PROVISIONS		
a) Provision for employee benefits	23.25	24.25
b) Provision for Warranty (Refer Note below)	7.93	6.01
c) Due to Directors	2.89	2.62
	34.07	32.88

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, 2023	Additions	Amount utilised/ reversed	As at 31st March, 2024
Warranties	6.01	1.92	-	7.93



	Rs. in Crores	
	As at 31.03.2024	As at 31.03.2023
26 CONTINGENT LIABILITIES AND COMMITMENTS		
i) Contingent Liabilities		
a) Bills discounted with Banks	-	-
b) Disputed amounts in respect of GST, Income Tax and Value Added Tax which are contested in appeal and not provided for	9.45	5.68
ii) Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for	75.99	25.34

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. 562.57 crores** are netted off and reflected in the Statement of Profit and Loss. (previous year Rs 269.01 crores) .

	2023-24	2022-23
29 OTHER INCOME		
a) Interest on deposits and advances	2.03	1.24
b) Profit on sale of fixed assets (Net)	0.07	0.14
c) Dividend Received	2.18	0.97
d) Other non-operating income	3.27	2.84
e) Net Gain on foreign currency transactions and translation	4.37	18.55
	<u>11.92</u>	<u>23.74</u>
30 COST OF MATERIAL CONSUMED		
Raw Material	2,472.16	2,560.66
Components	819.93	644.69
	<u>3,292.09</u>	<u>3,205.35</u>

Notes on Accounts (Contd.)

	Rs. in Crores	
	2023-24	2022-23
31 CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS		
a) Opening inventory of Finished Goods	156.13	133.01
Less: Closing inventory of Finished Goods	167.38	156.13
Net change in stock of Finished Goods	<u>(11.25)</u>	<u>(23.12)</u>
b) Opening inventory of Work - in - Progress	232.87	189.17
Less: Closing inventory of Work - in - Progress	200.52	232.87
Net change in stock of Work - in - Progress	<u>32.35</u>	<u>(43.70)</u>
Net change in Finished Goods and Work in Progress	<u>21.10</u>	<u>(66.82)</u>
32 EMPLOYEE BENEFIT EXPENSE		
a) Salaries, Wages, Bonus and Commission	420.23	374.11
b) Contribution to Provident and Other Funds	20.84	18.07
c) Staff Welfare expenses	37.94	34.47
	<u>479.01</u>	<u>426.65</u>
33 OTHER EXPENSES		
Consumption of Stores, tools and spare parts	141.33	140.43
Power and fuel	164.35	155.91
Rent including Lease Rent	17.56	14.80
Repairs to		
Buildings	11.74	12.34
Machinery	23.55	24.20
Product inspection and rectification expenses	12.52	27.23
Insurance	9.33	7.68
Rates and taxes, excluding taxes on income	2.53	1.75
Directors sitting fees	0.19	0.15
Auditors' remuneration		
Statutory Audit	0.57	0.48
Tax Audit	0.08	0.09
Certification fees	0.18	0.17
Reimbursement of expenses	0.10	0.07
Expenditure on Corporate Social Responsibility (Refer - Note 48)	1.29	1.06
Freight	66.81	68.60
Bad debts written off(Net of Claims Rs. 6.80 Crores)	16.98	-
Miscellaneous expenses	81.37	78.53
	<u>550.48</u>	<u>533.49</u>



	2023-24		2022-23	
34 FINANCE COSTS				
a) Interest expense	107.93		94.92	
b) Other borrowing costs	0.55		0.74	
	<u>108.48</u>		<u>95.66</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	12.29		11.96	
(b) Deferred Tax				
- on Origination and Reversal of Temporary Differences	8.86		7.73	
	<u>21.15</u>		<u>19.69</u>	
ii) Tax Expenses recognised in Other Comprehensive Income:				
(a) Current Tax on Remeasurement of Post Employment Benefit obligation	0.70		0.15	
B. Reconciliation of Effective tax Rate				
Total Comprehensive Income before tax	91.79		82.73	
Income Tax Expense	23.10	25.17%	20.82	25.17%
Income Tax Incentives	(1.70)		(1.34)	
Expenses not admissible	0.48		0.47	
Others	(0.03)		(0.11)	
Tax Expenses recognised in Profit or Loss Statement	<u>21.85</u>	<u>23.81%</u>	<u>19.84</u>	<u>23.99%</u>
36 EARNINGS PER SHARE				
Net profit as per P&L account	67.87		62.46	
Weighted Average Number of Shares	2,44,33,012		2,44,33,012	
Nominal value per share - Rupees	10.00		10.00	
Basic & Diluted earnings per share - Rupees	27.78		25.57	

Notes on Accounts (Contd.)

37 Dividend of **Rs. 7.39** per equity share amounting to **Rs.18.06 Crores** for the Financial year 2023-24 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.

38 Disclosures required under the "Micro, Small and Medium Enterprises Act, 2006"

Particulars	Rs. in Crores	
	2023-24	2022-23
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	78.07	90.97
- 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	-	0.90
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	-	1.13
d) The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	0.23
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.

39 Expenditure incurred on Scientific Research and Development	Rs. in Crores	
	2023-24	2022-23
a) Revenue Expenditure	25.23	23.01
b) Capital Expenditure	12.19	10.87



40 EMPLOYEE BENEFITS

Defined Contribution Plan

a) Provident Fund

In respect of the Employees Provident Fund Scheme, the Company has contributed Rs.7.20 crores for the year ended 31st March 2024 (previous year Rs. 6.97 crores) to Provident fund Authorities.

b) Superannuation :

The Company has contributed Rs. 0.88 crores for the period 2023-24 (previous year Rs. 0.71 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) c) In respect of Employees Provident Fund managed through Trust, the Company has contributed Rs. 5.25 crores for the year ended 31st March,2024 (previous year Rs. 4.25 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 2024 of Rs. 2.96 Crores. (previous year - Rs. 2.52 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)	
	2023-24	2022-23	2023-24	2022-23
Change in defined benefit obligation				
Opening defined benefit obligation	32.78	28.85	11.98	10.56
Current service cost	4.64	3.87	-	-
Interest cost	2.23	2.04	0.74	0.66
Actuarial loss / (gain) due to change in demographic & financial Assumptions	0.66	0.24	0.17	(0.02)
Actuarial loss / (gain) arising from experience adjustments	(2.70)	(0.71)	4.41	3.41
Benefits paid	(3.25)	(1.71)	(3.42)	(2.63)
Closing defined benefit obligation	34.36	32.58	13.88	11.98
Change in fair value of assets				
Opening fair value of plan assets	28.92	25.48	4.20	3.95
Expected return on plan assets	2.10	1.92	0.30	0.28
Actuarial gain / (Loss) arising from return on plan assets	(0.15)	(0.26)	0.02	(0.03)
Contribution by employer	3.86	3.49	3.42	2.63
Benefits paid	(3.25)	(1.71)	(3.42)	(2.63)
Closing fair value of plan assets	31.48	28.92	4.52	4.20

Notes on Accounts (Contd.)

Rs. in Crores

	Gratuity (funded)		Leave Salary (Partly funded)	
	2023-24	2022-23	2023-24	2022-23
Amount recognised in the Balance Sheet				
Present value of obligations at year end	34.36	32.58	13.88	11.98
Fair value of plan assets at year end	31.48	28.92	4.52	4.20
Net (liability) / asset recognised as on 31st March	(2.88)	(3.66)	(9.36)	(7.78)
Expenses recognised in the Profit & Loss Statement				
Current Service cost	4.64	3.87	-	-
Interest on defined benefit obligation	2.23	2.04	0.74	0.66
Expected return on plan assets	(2.10)	(1.92)	(0.30)	(0.28)
Actuarial (gain)/ loss (on Leave Salary)	-	-	4.56	3.42
Expenses recognised in the Profit & Loss A/c	4.77	3.99	5.00	3.80
Remeasurement on the net defined benefit liability				
Actuarial loss / (gain) due to change in demographic & financial Assumptions	0.66	0.24		
Actuarial loss / (gain) arising from experience adjustments	(2.70)	(0.71)		
Actuarial gain / (Loss) arising from return on plan assets	0.15	0.26		
Expenses recognised in Other Comprehensive Income	(1.89)	(0.21)	NA	NA

	Gratuity (funded)		Leave Salary (Partly funded)		Provident Fund	
	2023-24	2022-23	2023-24	2022-23	2022-23	2022-23
Principal actuarial assumptions used						
Discount rate (p.a)	6.97%	7.20%	6.97%	7.18%	6.98%	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	
		2023-24	2022-23	2023-24	2022-23
Discount	0.50%	32.95	31.28	35.88	33.99
Salary escalation	0.50%	35.91	34.01	32.92	31.25
Mortality	5.00%	34.37	32.60	34.35	32.58
Attrition	5.00%	34.39	32.62	34.33	32.56

b) Leave Salary

Assumptions	Change in Assumption	Increase in Assumption		Decrease in Assumption	
		2023-24	2022-23	2023-24	2022-23
Discount	0.50%	13.49	11.64	14.29	12.34
Salary escalation	0.50%	14.30	12.35	13.48	11.63
Mortality	5.00%	13.88	11.98	13.87	11.98
Attrition	5.00%	13.88	11.99	13.87	11.97

c) Provident Fund

Assumptions	Change in Assumption	Increase in Assumption		Decrease in Assumption	
		2023-24	2022-23	2023-24	2022-23
Discount	0.50%	0.61	1.06	0.63	1.08
Shortfall	0.005%	0.62	1.09	0.59	1.06
Mortality	5.00%	0.60	1.07	0.60	1.07
Attrition	5.00%	0.60	1.07	0.60	1.07

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.

Notes on Accounts (Contd.)

41 Financial Instruments

A. Accounting classifications and fair values

The carrying amounts and fair value of financial instruments by class are as follows:

	As at 31.03.2024	Rs. In Crores As at 31.03.2023
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	-	-
ii. Investment measured at Fair value through profit or loss	5.92	2.09
iii. Derivative financial instruments	-	-
Financial assets measured at amortised cost:		
Trade receivables	723.44	755.54
Cash and cash equivalents	3.63	3.56
Bank balances other than Cash and cash equivalents	0.35	0.50
Other financial assets	40.94	27.00
Financial Liabilities:		
Financial Liabilities measured at fair value:		
Borrowings	-	-
Derivative financial instruments	1.39	-
Financial Liabilities measured at amortised cost:		
Borrowings	708.52	755.20
Trade payables	1,059.86	1,020.77
Lease Liabilities	18.17	20.70
Other financial liabilities	34.55	32.36

**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.

Rs. In Crores

As at March 31, 2024	Level 1	Level 2	Level 3
Financial Assets :			
Equity shares			5.92
Total			
Financial Liabilities:			
Derivative financial instruments		1.39	
As at March 31, 2023	Level 1	Level 2	Level 3
Financial Assets :			
Equity shares			2.09
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, 2024			
Non-Derivative Liabilities			
Trade Payables	1,059.86	-	1,059.86
Borrowings	456.75	251.77	708.52
Other Financial Liabilities	24.15	10.40	34.55
Derivative Liabilities			
Forward exchange contracts	1.39	-	-
As at 31st March, 2023			
Non-Derivative Liabilities			
Trade Payables	1,020.77	-	1,020.77
Borrowings	568.52	186.68	755.20
Other Financial Liabilities	21.58	10.78	32.36
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, 2024, the net un-hedged exposure to the Company on holding such financial assets and liabilities amounts to **Rs. 101.36 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. 4.83 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 2024, the Company has 90 open foreign exchange forward contracts as below (31st March, 2023 - 48 contracts)

Currency	Foreign currency exposure	Buy/Sell	No of Contracts
GBP	9,75,000	Sell	6
EURO	78,00,000	Sell	30
USD	1,53,00,000	Sell	54

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. 39.29 Crores** Borrowings at Floating rate of Interest as at 31st March, 2024 (previous year Rs. 100.88 Crores).

Sensitivity to risk

An increase in interest rate of 1% will likely to affect the profit negatively by **Rs. 0.39 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, 2024 is the carrying value of each class of financial assets as on that date.

Notes on Accounts (Contd.)

	Rs. in Crores	
	2023-24	2022-23
42 Borrowing Costs in accordance with IndAS 23 :		
Borrowing Costs capitalised during the year	0.96	3.95
Capitalisation rate used for Borrowing Costs	7.23%	7.44%

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 24	31 March 23
a) Type of goods and service		
a) Sale of products	4115.89	3901.41
b) Sale of services	109.80	42.49
c) Other operating revenues	381.42	377.31
Total operating revenue	4607.11	4321.21
In India	3,391.25	3,345.01
Outside India	1,215.86	976.20
b) Timing of revenue recognition	At a point of time	At a point of time
Sale of products and other operating income	4607.11	4321.21
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	4607.11	4321.21
Revenue from contract with customers	4607.11	4321.21
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

Sundaram Finance Holdings Limited

iii) Other Related parties and the relationship where transaction exists:

a) Associate’s Subsidiary

Sundaram Business services Limited

Brakes India Private Limited

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	
	2023-24	2022-23
Subsidiary		
Purchase of goods	5.62	2.53
Receiving of Services	48.56	50.46
Rendering of Services	11.65	11.91
Sale of goods	5.17	1.54
Balance Payable	3.73	2.60
Balance Receivable	14.99	6.27
Associates		
Dividend Received	2.18	0.97
Dividend paid	5.17	14.49
Purchase of goods	2.06	4.66
Receiving of Services	5.99	7.25
Rendering of Services	0.13	5.73
Sale of goods	26.57	19.17
Balance Payable	0.12	1.56
Balance Receivable	1.28	1.55
Associate's subsidiary		
Purchase of goods	6.18	4.03
Receiving of Services	-	1.03
Rendering of Services	-	2.35
Sale of goods	10.53	4.77
Balance Payable	1.36	0.96
Balance Receivable	1.11	0.50

Notes on Accounts (Contd.)

Key Managerial Personnel	2023-24		2022-23	
	Mr S Ram	Mr Srivats Ram	Mr S Ram	Mr Srivats Ram
a) Short term employee benefits				
Remuneration, Perquisites and Commission	0.70	4.47	0.60	4.02
Commission outstanding	0.70	1.92	0.60	1.70
b) Post Employment Benefits*	-	0.43	-	0.39
c) Others				
Interest on fixed deposits	0.53	0.16	0.12	0.09
Dividend paid during the year	-	0.02	-	0.06
Deposits balance outstanding	9.00	2.02	6.00	2.02
Sitting Fees	0.02	-	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	2023-24		2022-23	
	Contribution	Payable	Contribution	Payable
Wheels India Employees Gratuity Trust	3.67	2.88	3.37	3.67
Wheels India Limited Staff Provident Fund	5.25	0.42	4.25	0.37
Wheels India Senior Officers Superannuation Trust	0.77	0.76	0.71	0.70



Rs. In Crores

46 Disclosures relating to leases in accordance with Ind AS116:

	2023-24	2022-23
a) Movement in Lease Liability		
Balance as at 31st March 2023	20.70	26.69
Additions during the year	4.99	0.43
Modifications to lease	-	-
Finance Cost Accrued during the year	1.49	1.70
Payment of Lease Liabilities	(9.01)	(8.12)
Balance as at 31st March 2024	18.17	20.70
Current Liability (Note 21)	7.77	9.92
Non Current liability (Note 17)	10.40	10.78
b) Maturity Analysis of Lease Liabilities		
Not later than 1 year	8.88	8.05
Later than 1 year and not later than 5 years	10.40	14.39
Total Undiscounted Lease Liability as at 31st March, 2024	19.28	22.44
c) Amount recognised in the statement of Profit or Loss		
Interest on Lease Liabilities	1.49	1.70
Expenses relating to short term leases	1.18	0.97
d) Amount recognised in the statement of cash flow		
Total Cash outflow for leases	9.01	8.12

47 Disclosure on Accounting for intangible assets in accordance with Ind AS 38:

	2023-24	2022-23
Computer software & Technical know how Refer to Note 3a		
Gross carrying amount at the beginning of the year	28.58	27.68
Acquired during the year	2.93	0.94
Deletion during the year	-	0.04
Gross carrying amount at the end of the year	31.51	28.58
Gross amortisation at the beginning of the year	26.12	24.95
Amortised during the year	1.65	1.21
Deletion during the year	-	0.04
Gross amortisation at the end of the year	27.77	26.12
Net carrying amount at the beginning of the year	2.46	2.73
Net carrying amount at the end of the year	3.74	2.46

48 Disclosures in relation to Corporate Social Responsibility

	Rs. In Crores	
	2023-24	2022-23
a) Gross amount required to be spent by the company during the year	1.29	1.06
b) Amount approved by the board to be spent during the year	1.29	1.06
c) Contribution towards :		
Promoting Education	0.77	0.62
Rural Development Projects	0.24	0.22
Health care	0.04	0.06
National Heritage, Arts and Culture	0.05	0.05
PM Cares, State Disaster Management Authority & Disaster Management for Covid	0.05	-
Total	1.15	0.95
d) Amount spent during the year on		
i) Construction / acquisition of any other asset	-	-
ii) on purposes other than (i) above	1.15	0.95
e) Details of excess CSR expenditure under Section 135 (5) of the Act:		
Balance excess spent as at April 1, 2023:	0.24	0.35
Amount required to be spent during the year	1.29	1.06
Amount spent during the year	1.15	0.95
Amount spent in excess set off during the year	0.14	0.11
Balance excess spent as at March 31, 2024	0.11	0.24

49 Amalgamation of Sundaram Hydraulics Limited (SHL)

The Hon'ble National Company Law Tribunal, Chennai Bench (NCLT) vide its order dated 26th July 2023 read with corrigendum dated 1st August 2023, received on 14th August 2023 has approved the scheme of amalgamation of M/s Sundaram Hydraulics Limited (SHL), a company engaged in the business of design, manufacture and distribution of hydraulic cylinders for the domestic and global Mining & Construction Equipment industry, with M/s. Wheels India Ltd and their respective shareholders under Section 230 to 232 and other applicable provisions of Companies Act 2013 read with Companies (Compromise, Arrangement and Amalgamation) rules, 2016. The said scheme was made effective 1st September 2023.



Rationale for Amalgamation

1. The amalgamation will enable product diversification and growth to the Transferee company
2. This will facilitate expansion of the business of Transferor company by using the customer base of the Transferee company.
3. As a combined entity, the amalgamation will help in widening the product offering to the existing strategic customers of both the transferor as well as the transteree company.
4. Will help in achieving consolidation, greater integration and flexibility that will maximize overall shareholder’s value and improve the competitive position and negotiating power of the combined entity.
5. Improves organizational capability and leadership, arising from the pooling of human capital who have the diverse skills, talent and vast experience to compete successfully in an increasingly competitive industry
6. Cost savings are expected to flow from more focused operational efforts, rationalization, standardization and simplification of business processes, elimination of duplication and rationalization of administrative expenses.
7. The amalgamation will result in reduction of multiplicity of entities, thereby reducing compliance cost of multiple entities viz., statutory flings, regulatory compliances, labour law/ establishment related compliances.

Accordingly, effective the appointed date 1st October, 2021, the amounts have been restated, after recognizing the effect of amalgamation.

Pursuant to Ind AS 103 and as per the accounting treatment approved by NCLT, the Company has recognised the difference between the consideration paid and aggregate fair value of net assets taken over, as on the appointed date as goodwill.

The effect of amalgamation in the amounts of Total Income and Profit after Tax (PAT) published in the previous periods are given below:

Particulars	Year ended 31.03.2023
Total Income as published	4,355.56
Total Income as restated	4,344.95
PAT as published	65.17
PAT as restated	62.46

As per the said Scheme, 3,68,454 equity shares having a face value of Rs.10 each, fully paid-up, were issued and allotted to the eligible erstwhile shareholders of SHL on September 14, 2023. Accordingly, Earnings per share presented in the above results are restated considering the additional shares issued from the appointed date.

Notes on Accounts (Contd.)

The fair value of the assets and liabilities acquired is shown below:

	Rs. In Crores
Property, Plant and Equipment and ROU Asset	26.54
Inventories	30.03
Trade and other receivables	12.53
Cash and Cash equivalents	0.13
Total Assets	69.23
Loans and Finance Lease	24.72
Trade and Other Payables	48.37
Current and Deferred tax	(7.10)
Total Liabilities	65.98
Total Identifiable Net assets acquired	3.25
Goodwill	31.80
Fair Value of Consideration	35.04

Rs. In Crores

Fair Value of Consideration

Value of Wheels India Shares issued (incl premium)	29.31
Existing Wheels India holding foregone	5.73
Total	35.04

Goodwill on the above transaction reflects growth opportunities and synergy benefits which are not separately identifiable. The goodwill and other intangible assets recognised, arising on consolidation, are not depreciable for income tax purposes.

Acquired Receivables

Fair Value of trade and other receivables acquired is **Rs 12.53 crores**. These amounts are fully collectible.

Impact of above acquisition on the results

The acquired business contributed Revenue of **Rs 158.93 Crores** and Profit Before tax of **Rs 4.10 Crores** during Financial year 2023-24. During previous year 2022-23, the corresponding figures were Rs 127.11 Crores and (Rs 3.02 Crores) respectively.

**50 Ratios**

Ratio	Numerator	Denominator	31.03.2024	31.03.2023	% of Variance*
Current Ratio (times)	Current assets	Current liabilities	1.01	0.97	3%
Debt-equity ratio (times)	Debt	Equity	0.93	1.08	(14%)
Debt service coverage ratio	Earning for debt service	Debt service	1.54	1.26	22%
Return on equity ratio	Net profit after tax	Shareholder's funds	9.27%	9.13%	2%
Inventory turnover ratio (times)	Consumption	Average Inventory	4.43	4.43	0%
Trade receivable turnover ratio (times)	Sales	Average Trade receivables	6.75	6.13	10%
Trade payables turnover ratio (times)	Purchases	Average Trade payables	4.05	4.04	0%
Net capital turnover ratio (times)	Total Income	Average Working capital	9.35	7.59	23%
Net profit ratio	Net profit after tax	Total income	1.47%	1.44%	2%
Return on capital employed	Earnings before interest and tax	Average Capital employed	12.83%	11.72%	9%
Return on investment	EBIT	Total Assets	6.90%	6.34%	9%

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
- There has been no charges or satisfaction yet to be registered with the Registrar of Companies (ROC) beyond the statutory period
- 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.

Notes on Accounts (Contd.)

- 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 at their meeting held on November 01, 2023 had approved the proposal to incorporate Wholly-Owned-Subsidiaries (“WoS”) in the United States of America and Germany. The primary purpose of WoS is to support the parent Company in business development and supply chain activities in US & European region. It will also help in gaining full control on the export market, leading to export growth and expansion in the operations. It will enable to maintain high level of consistency and coordination in its global strategy.

Accordingly, the Company has incorporated a WoS in the name of M/s. WIL USA Inc., in the State of Delaware, USA on January 26, 2024. The Company has not subscribed towards share capital of WoS and hence, the books of M/s. WIL USA Inc., have not been consolidated for the purpose of consolidated financial statements of WIL. The Company is in the process of incorporating a WoS in Germany.

- b) 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 20, 2024

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, 2024



	2023-24		2022-23	
A Cash Flow from Operating Activities				
Total Comprehensive Income after tax		69.94		65.62
Add:				
Depreciation	78.85		66.22	
Obsolescence	0.85		0.01	
Lease Liabilities	1.18		0.97	
Effect of Exchange Rate Change	8.12		(3.69)	
Profit on Sale of Fixed Assets	(0.07)		(0.14)	
Taxes on Income	21.85		20.51	
Non Moving provision & Doubtful debts	18.02			
Interest Expenses	108.48	237.27	92.10	175.98
		307.21		241.60
Less:				
Interest Income	2.03		1.24	
Dividend Income	2.18	4.21	0.97	2.21
Cash flow from Operation before Working Capital Changes		303.00		239.39
Cash flow from Working Capital :				
Trade Receivables	0.69		84.34	
Inventories	1.86		(53.70)	
Advances & Other Current Assets	4.07		27.79	
Trade Payables	39.60		56.32	
Other Payables & Provisions	(7.54)	38.68	15.32	130.07
Taxes paid		(27.80)		(10.90)
Net Cash Flow from Operating Activities (A)		313.88		358.56
B Investing Activities				
Purchase of Fixed Assets	(141.53)		(148.13)	
Sale of Fixed Assets	0.16		0.99	
Purchase of Investments	(3.83)		-	
Dividend Received	2.18		0.97	
Interest Received	1.97		1.00	
Net cash used in Investing Activities (B)		(141.05)		(145.17)

Statement of Cash Flows (Contd.)

	Rs. in Crores	
	2023-24	2022-23
C Financing Activities		
Proceeds from Long Term Borrowings	87.86	104.26
Repayment of Long Term Borrowings	(124.70)	(148.23)
Increase in Working Capital Borrowings	23.04	(36.62)
Repayment of Lease Liabilities	(10.19)	(9.09)
Dividend paid	(9.59)	(27.14)
Interest paid	(106.30)	(92.88)
Net cash used in Financing Activities (C)	<u>(139.88)</u>	<u>(209.70)</u>
Net Increase in Cash & Cash Equivalents	32.95	3.68
Closing Cash & Cash Equivalents	27.17	(5.78)
Opening Cash & Cash Equivalents	(5.78)	(9.46)
Net Increase in Cash and Cash Equivalents	32.95	3.68
Closing Cash & Cash Equivalents as per Balance sheet	3.63	3.56
(Add) /Less: Cash Credit as at the end of the year	(23.54)	9.34
Cash & Cash Equivalents for the purpose of IndAS 7	<u>27.17</u>	<u>(5.78)</u>

S RAM
Chairman
DIN: 00018309

P Ramesh
Chief Financial Officer
Place : Chennai
Date : May 20, 2024

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
2023-2024**

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”), including an associate company, which comprise the Consolidated Balance Sheet as at March 31, 2024, and the Consolidated Statement of Profit and Loss (including other comprehensive income), 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 material 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, 2024, of consolidated profit and other comprehensive income, 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.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the consolidated 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 that there are no key audit matters to be communicated in our report in respect of Wheels India Limited.

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. 259.55 Crores as at March 31, 2024, total income of Rs. 426.61 Crores and net cash inflows amounting to Rs. 0.64 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. 8.20 crores for the year ended March 31, 2024, 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, 2024 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, 2024 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. Refer Note No.27 (i) (b) of 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 ("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 Holding 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 Holding 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) "Based on our examination", which includes test checks, the Holding Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being "tampered with".

We have relied upon the report of the statutory auditor of the subsidiary company on the report that an accounting software has been used for maintaining its books of account, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Based on the audit report of the auditor of the subsidiary company, there was no such instance of the audit trail feature being tampered with.

We have relied upon the report of the statutory auditor of the associate company in respect of a feature of recording audit trail (edit log) facility in the accounting software, which is as follows:

Based on our examination, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and that has operated throughout the year for all relevant transactions recorded in the software, except in respect of certain books of accounts where the accounting software had the audit trail feature enabled and operated for part of the year as set out in Note 35 to the financial statements. Further, during the course of our audit, we did not notice any instance of the audit trail feature being tampered with.

Note referred as Note 35 of the audit report of the associate company is appended as Note No 53 (b) of the Consolidated financial statements.

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

Membership No. 025929

Date : May 20, 2024 UDIN : 24025929BKGDPU6806

“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, 2024, 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, 2024, 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

Membership No. 025929

Date : May 20, 2024 UDIN : 24025929BKGDP6806

Consolidated Balance Sheet as at

Rs. in Crores

PARTICULARS	Note	31 st March 2024	31 st March 2023
I ASSETS			
1. Non-current assets			
(a) Property, Plant and Equipment	1	1,097.26	1,007.09
(b) Capital work-in-progress	2	77.47	114.20
(c) Goodwill	3b	31.80	31.80
(d) Other Intangible Assets	3a	3.81	2.52
(e) Right of Use Assets	4	16.56	18.97
(f) Financial Assets			
i) Investments	5	32.07	22.16
iii) Others	6	26.93	22.87
(g) Other Non Current Assets	7	30.53	10.07
		1,316.43	1,229.68
2. Current assets			
(a) Inventories	8	882.50	884.04
(b) Financial Assets			
i) Trade receivables	9	726.34	769.00
ii) Cash and cash equivalents	10a	4.76	4.05
iii) Bank Balances other than (ii) above	10b	0.54	0.71
iv) Others	11	14.31	6.66
(c) Current Tax Assets (Net)	12	15.49	0.53
(d) Other current assets	13	143.77	152.90
TOTAL		1,787.71	1,817.89
		3,104.14	3,047.57
II EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	14	24.43	24.06
(a) (i) Consideration payable - Pending allotment of shares		-	29.32
(b) Other Equity	15	815.32	730.92
Equity attributable to the owners of the Company		839.75	784.30
Non Controlling Interest	16	9.16	13.00
Liabilities			
1. Non-current liabilities			
a) Financial Liabilities			
i) Borrowings	17	287.55	206.42
(ia) Lease Liabilities	18	10.78	11.00
b) Provisions	19	8.84	8.53
c) Deferred tax liabilities (Net)	20	49.84	46.13
		357.01	272.08
2. Current liabilities			
a) Financial Liabilities			
i) Borrowings	21	471.67	591.65
(ia) Lease Liabilities	23	7.77	9.92
ii) Trade payables			
A) total outstanding dues of micro enterprises and small enterprises; and	22	76.97	85.49
B) total outstanding dues of creditors other than micro enterprises and small enterprises	22	1,120.10	1,069.45
iii) Others	24	35.32	33.19
b) Other current liabilities	25	150.57	154.10
c) Provisions	26	35.82	34.39
		1,898.22	1,978.19
TOTAL		3,104.14	3,047.57
Material Accounting Policies	B		

S RAM
Chairman
DIN: 00018309

P Ramesh
Chief Financial Officer
Place : Chennai
Date : May 20, 2024

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	2024	2023
REVENUE FROM OPERATIONS			
Sale of Products		4,479.96	4,220.22
Sale of Services	29	102.66	27.17
Other operating revenues		394.68	392.86
Revenue from Operations		4,977.30	4,640.25
Other income	30	8.18	21.05
TOTAL INCOME		4,985.48	4,661.30
EXPENSES			
Cost of materials consumed	31	3,588.29	3,459.53
Changes in inventories of finished goods, Work-in-progress	32	19.71	(65.59)
Employee benefit expense	33	512.99	456.76
Finance Costs	35	122.50	106.43
Depreciation and amortisation expenses	1,3 & 4	84.91	74.37
Other Expenses	34	590.44	568.95
TOTAL EXPENSES		4,918.84	4,600.45
Profit before exceptional items and tax		66.64	60.85
Exceptional items		-	-
Add: Share of Profit in Associate (Net of Tax)		8.21	5.01
Profit before tax		74.85	65.86
Tax expense:	36		
Current tax		12.29	11.96
Deferred tax		3.66	2.47
Profit for the year		58.90	51.43
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
- Changes in Fair valuation of Equity Instrument through Other Comprehensive Income		-	-
- Remeasurements of post employment defined benefit plan		2.94	0.19
- Income tax relating to the remeasurements		(0.74)	(0.04)
- Share of OCI in Associate (net of tax)		0.05	(0.64)
Total Comprehensive Income for the year		61.16	50.94
Profit for the year attributable to			
- Owners of the Company		62.77	55.35
- Non Controlling Interest		(3.87)	(3.92)
Other Comprehensive Income for the year attributable to			
- Owners of the Company		2.22	(0.41)
- Non Controlling Interest		0.03	(0.08)
Total Comprehensive Income attributable to			
- Owners of the Company		65.00	54.94
- Non Controlling Interest (NCI)		(3.84)	(4.00)
Earnings per equity share:	37		
1. Basic		25.69	22.66
2. Diluted		25.69	22.66
Material Accounting Policies	B		

S RAM
Chairman
DIN: 00018309

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

P Ramesh
Chief Financial Officer
Place : Chennai
Date : May 20, 2024

K V LAKSHMI
Company Secretary

L RAVI SANKAR
Partner
Membership No. 025929

Consolidated Statement of Changes in Equity

A) EQUITY SHARE CAPITAL

Rs. in Crores

	As at 31.03.2024	As at 31.03.2023
Balance at the beginning of the year	24.06	24.06
Changes in Equity share capital during the year*	0.37	-
Balance at the end of the year	24.43	24.06

* Refer Note 51

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, 2022	-	131.52	413.28	169.33	(0.43)	(4.07)	17.00	726.63
Adjustment in Retained earnings on account of merger effective 1st Oct 2021		-	-	(6.44)		(0.02)		(6.46)
Profit for the year				55.36			(3.92)	51.44
Remeasurement of defined benefit plans					(0.64)			(0.64)
Changes in Fair Valuation of Equity Instruments						0.22	(0.08)	0.14
B. Total Comprehensive Income for the year 2022-23	-	-	-	55.36	(0.64)	0.22	(4.00)	50.94
Final Dividend 2021-22				(19.97)				(19.97)
Interim Dividend 2022-23				(7.22)				(7.22)
Transfer to General Reserve			-	-				-
C. Total	-	-	-	(27.19)	-	-	-	(27.19)
D. Balance as at 31st March, 2023 (A+B+C)	-	131.52	413.28	191.06	(1.07)	(3.87)	13.00	743.92
Profit for the year				62.77			(3.87)	58.90
Changes in Fair valuation of Equity Instrument					-			-
Remeasurement of defined benefit plans						2.22	0.03	2.25
E. Total Comprehensive Income for the year 2023-24	-	-	-	62.77	-	2.22	(3.84)	61.16
Final Dividend 2022-23				(9.55)				(9.55)
On shares issued pursuant to amalgamation with SHL		28.95						28.95
Transfer to General Reserve				-				-
F. Total	-	28.95	-	(9.55)	-	-	-	19.40
G. Balance as at 31st March, 2024 (D+E+F)	-	160.47	413.28	244.29	(1.07)	(1.65)	9.16	824.48

* Capital Reserve is Rs. 1713/-

S RAM
Chairman
DIN: 00018309

P Ramesh
Chief Financial Officer
Place : Chennai
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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



Consolidated - Notes on Accounts

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, 2024

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

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

e) 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.

f) 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.

g) 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.

h) 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) Goodwill

Goodwill represents the cost of acquired business as established at the date of acquisition of the business in excess of the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent



liabilities less accumulated impairment losses, if any. Goodwill is tested for impairment annually or when events or circumstances indicate that the implied fair value of goodwill is less than its carrying amount.

Impairment

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating units (CGU) fair value less costs of disposal and its value in use. An impairment loss is recognised when the carrying amount of the asset or CGU is lower than its recoverable amount.

e) Investments in Subsidiaries and Associates

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

f) 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.

g) 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.

h) 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.

i) 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.

j) 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.



k) Research & Development expenses:

Revenue expenditure on Research & Development is charged to profit & loss account in the year in which it is incurred.

l) 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.

m) 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.

n) 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.

o) 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.

p) 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 31.03.2023	Additions (including Borrowing Cost Capitalised)	Deletions	As At 31.03.2024	As At 31.03.2023	Additions	Deletions	As At 31.03.2024	As At 31.03.2024	As At 31.03.2023
1. TANGIBLE ASSETS										
Land (Free hold)	14.45	-	-	14.45	-	-	-	-	14.45	14.45
Land (Lease hold)	25.69	-	-	25.69	1.50	0.26	-	1.76	23.93	24.19
Buildings	227.27	11.28	0.52	238.03	64.84	7.17	0.38	71.63	166.40	162.43
Plant and Equipment	1649.84	150.78	3.18	1797.44	856.78	64.26	2.74	918.30	879.14	793.06
Furniture and Fixtures	9.94	0.27	0.32	9.89	5.72	0.54	0.30	5.96	3.93	4.22
Vehicles	0.43	-	-	0.43	0.09	0.04	-	0.13	0.30	0.34
Office Equipment	28.04	3.79	0.77	31.06	19.64	3.03	0.72	21.95	9.11	8.40
	1955.66	166.12	4.79	2116.99	948.57	75.30	4.14	1019.73	1097.26	1007.09
3A. INTANGIBLE ASSETS										
Computer Software	23.74	2.84	-	26.58	21.33	1.60	-	22.93	3.65	2.41
Technical Know-how	5.81	0.12	-	5.93	5.70	0.07	-	5.77	0.16	0.11
	29.55	2.96	-	32.51	27.03	1.67	0.00	28.70	3.81	2.52
Total	1985.21	169.08	4.79	2149.50	975.60	76.97	4.14	1048.43	1101.07	
Previous year	1815.31	175.18	5.29	1985.20	912.31	67.17	3.89	975.59		1009.61

* Below is the value of Assets as at 31.03.2023 included in the Tangible assets due to Amalgamation of Sundaram Hydraulics with Wheels India

Description	Gross Block	Depreciation	Net Block
Buildings	4.80	0.43	4.37
Plant and Equipment	26.65	2.93	23.72
Furniture and Fixtures	0.20	0.02	0.18
Office Equipment	0.20	0.05	0.15
Total	31.85	3.43	28.42

**3B. GOODWILL**

Goodwill represents the cost of acquired business as established at the date of acquisition of the business in excess of the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities less accumulated impairment losses, if any. Goodwill is tested for impairment annually or when events or circumstances indicate that the implied fair value of goodwill is less than its carrying amount.

CGUs to which goodwill has been allocated are tested for impairment annually, or more frequently when there is indication for impairment. The financial projections basis which the future cash flows have been estimated consider economic uncertainties, reassessment of the discount rates, revisiting the growth rates factored while arriving at terminal value and subjecting these variables to sensitivity analysis. If the recoverable amount of a CGU is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit.

The estimated value-in-use of this CGU is based on the future cash flows using a 2.00% annual growth rate for periods subsequent to the forecast period of 3 years and a discount rate of 8.5%. An analysis of the sensitivity of the computation to a change in key parameters (operating margin, discount rates and long term average growth rate), based on reasonable assumptions, did not identify any probable scenario in which the recoverable amount of the CGU would decrease below its carrying amount.

Rs. in Crores

Carrying amount of Goodwill is as follows	31.03.2024	31.03.2023
Goodwill on Amalgamation	31.80	31.80

Impairment of goodwill

The Company estimates the value-in-use of the cash generating units (CGUs) based on the future cash flows after considering current economic conditions and trends, estimated future operating results and growth rate and anticipated future economic and regulatory conditions. The estimated cash flows are developed using internal forecasts. The discount rates used for the CGUs represent the weighted average cost of capital.

4. RIGHT OF USE ASSETS

Rs. in Crores

Description	Gross Block at Cost			Depreciation/Amortisation				Net Block		
	As At 31.03.2023	Additions	Deletions	As At 31.3.2024	As At 31.03.2023	Additions	Deletions	As At 31.3.2024	As At 31.3.2024	As At 31.03.2023
Leased Assets	36.16	6.65	1.67	41.14	17.19	7.94	0.55	24.58	16.56	18.97
Total	36.16	6.65	1.67	41.14	17.19	7.94	0.55	24.58	16.56	
Previous year	35.89	0.62	0.39	36.12	10.35	7.20	0.40	17.15		18.97

Notes on Accounts (Contd.)

Rs. in Crores

2. CAPITAL WORK IN PROGRESS

	31.03.2024	31.03.2023
a) Buildings	11.78	3.06
b) Plant and Machinery*	65.69	111.14
	77.47	114.20

* Includes Machinery in Transit -Nil (Previous year - Rs. 1.81 Crores)

AGEING OF CWIP AS ON MARCH 31, 2024:

	Amount in Capital work in progress				
	Less than one year	1-2 years	2-3 years	More than 3 years	Total
Project in Progress	58.66	11.38	5.73	1.70	77.47

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	Total
Project in Progress	46.10	36.02	4.76	27.32	114.20



		Rs. in Crores	
NON CURRENT ASSETS			
		As at 31.03.2024	As at 31.03.2023
5 INVESTMENTS			
Unquoted			
Investment in Equity instruments			
i)	In Associate Company at Cost		
	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)	2.72	2.72
	Add: Share of profit	<u>23.43</u> 26.15	<u>17.35</u> 20.07
ii)	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		
	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	0.10
	Dalavaipuram Renewables Private Limited		
	23,14,958 Equity Shares of Rs. 10/- each fully paid up	2.31	
	AMP ENERGY C&I PVT LTD		
	15,20,000 Equity Shares of Rs. 10/- each fully paid up	<u>1.52</u> 5.92	2.09
		<u>32.07</u>	<u>22.16</u>

Rs. in Crores

	As at 31.03.2024	As at 31.03.2023
6 NON CURRENT FINANCIAL ASSETS - OTHERS		
a) Security Deposits (unsecured - considered good)	26.17	22.23
b) Advances to employees	0.76	0.64
	<u>26.93</u>	<u>22.87</u>
7 OTHER NON CURRENT ASSETS		
a) Advances for Capital goods	30.04	9.72
b) Prepaid expenses	0.49	0.35
	<u>30.53</u>	<u>10.07</u>
CURRENT ASSETS		
8 INVENTORIES		
a) Raw Materials	403.53	376.82
(Includes Goods in Transit- Rs. 5.89 Crores) (previous year - Rs. 1.80 Crs)		
b) Work - in - Progress	203.75	235.29
c) Finished goods	170.68	158.85
d) Stores and Spares	72.01	63.02
e) Loose tools	32.53	50.06
	<u>882.50</u>	<u>884.04</u>
9 TRADE RECEIVABLES (Unsecured)		
Receivables considered good	726.34	769.00
Credit impaired receivables	2.08	1.96
	<u>728.42</u>	<u>770.96</u>
Less: Allowance for doubtful receivables	2.08	1.96
	<u>726.34</u>	<u>769.00</u>



Trade receivable ageing schedule March 31, 2024

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*	551.23	163.76	2.49	8.57	0.29	-	726.34
which have significant increase in credit risk		-	-	-	-	-	-
credit impaired		-	-	2.08	-	-	2.08
Disputed trade receivables							
considered good		-	-	-	-	-	-
which have significant increase in credit risk		-	-	-	-	-	-
credit impaired		-	-	-	-	-	-
Total	551.23	163.76	2.49	10.65	0.29	-	728.42

* it includes unbilled invoices / (credit notes) of Rs. 12.78 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*	568.49	157.80	42.28	0.40	0.03	-	769.00
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	568.49	157.80	42.28	2.36	0.03	-	770.96

* it includes unbilled invoices / (credit notes) of Rs. -14.43 Crores.

Notes on Accounts (Contd.)

	Rs. in Crores	
	As at 31.03.2024	As at 31.03.2023
10 CASH AND CASH EQUIVALENTS		
a i) Current Accounts	3.21	1.75
ii) Cash on hand	0.02	0.05
iii) Fixed Deposits	1.53	2.25
	<u>4.76</u>	<u>4.05</u>
b Bank Balances with more than three months maturity		
i) Fixed Deposits (as a Guarantee to Commercial Taxes Department)	-	0.11
ii) Unclaimed Dividend Accounts	0.35	0.39
iii) Earmarked Fixed Deposit Balances - Margin money for Guarantee availed	0.19	0.21
	<u>0.54</u>	<u>0.71</u>
11 CURRENT FINANCIAL ASSETS - OTHERS		
Advances to employees	3.77	4.32
Duty Drawback Receivable	1.48	1.44
Export Incentive License	2.11	0.80
Interest accrued on deposits and investments	0.15	0.10
Other Claims receivable	6.80	-
	<u>14.31</u>	<u>6.66</u>
12 CURRENT TAX ASSETS (Net)		
Advance tax and Tax Deducted at Source	15.49	0.53
	<u>15.49</u>	<u>0.53</u>
13 OTHER CURRENT ASSETS		
Unsecured - Considered good		
a) Advances other than Capital Advances		
Advances to Vendors	8.00	6.75
Other Advances	<u>1.89</u>	<u>1.60</u>
	9.89	8.35
b) Balance with GST/ Central Excise authorities	106.57	117.63
c) Export incentives receivable	1.40	6.42
d) GST refund receivable on Exports	0.07	0.01
e) Prepaid expenses	25.84	20.49
	<u>143.77</u>	<u>152.90</u>



	As at 31.03.2024	Rs. in Crores As at 31.03.2023
EQUITY AND LIABILITIES		
14 SHARE CAPITAL		
a) Authorised		
i) Equity	96.50	50.00
9,65,00,000 Shares of Rs.10/- each (Previous year 5,00,00,000 Shares of Rs.10/- each)		
ii) Preference	7.00	-
7,00,000 Shares of Rs.100/- each (previous year - Nil)		

In terms of Clause 16 of the sanctioned scheme which provides for 'Combination of Authorised Share Capital of Transferor Company' post sanction of the Scheme and forming an integral part of the Scheme, the authorized share capital of the Company has been altered by including the capital structure of SHL.

	As at 31.03.2024	Rs. in Crores As at 31.03.2023
b) Issued, Subscribed and Fully Paid-up		
2,44,33,012 Equity Shares of Rs.10/- each	24.43	24.06
(Previous year 2,40,64,558 Shares of Rs.10/- each)		

c) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period:

	31.03.2024		31.03.2023	
	No. of shares	Rs. in Crores	No. of shares	Rs. in Crores
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	3,68,454	0.37	-	-
Outstanding at the end of the year	2,44,33,012	24.43	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..

	31.03.2024 (Number of shares)	31.03.2023 (Number of shares)
e) Shareholding of shareholders holding more than 5% of shares as at		
Trichur Sundaram Santhanam & Family Private Limited	72,94,514	72,94,514
Sundaram Finance Holdings Limited	58,53,367	57,40,117

Notes on Accounts (Contd.)

Rs. in Crores

f) Shareholding of Promoter and Promoter Group

	31.03.2024 (Number of shares)	31.03.2024 (Percentage of Total Shares)	31.03.2023 (Number of shares)	31.03.2023 (Percentage of Total Shares)	% Change during the year
Trichur Sundaram Santhanam & Family Private Limited	72,94,514	29.86%	72,94,514	30.31%	(0.45%)
Sundaram Finance Holdings Limited	58,53,367	23.96%	57,40,117	23.85%	0.11%
India Motor Parts & Accessories Limited	10,98,655	4.50%	10,98,655	4.57%	(0.07%)

15 OTHER EQUITY

- a) Capital Reserves*
- b) Securities Premium
- c) General Reserves
- d) Retained Earnings
- e) Other Comprehensive Income Reserve

* Capital Reserve is Rs. 1713/-

Refer Note 38

	As at 31.03.2024	As at 31.03.2023
a) Capital Reserves*	-	-
b) Securities Premium	160.47	131.52
c) General Reserves	413.28	413.28
d) Retained Earnings	244.29	191.06
e) Other Comprehensive Income Reserve	(2.72)	(4.94)
	<u>815.32</u>	<u>730.92</u>

16 Non Controlling Interest

Name of the Subsidiary	Ownership Interest held by Non Controlling Interest (%)		
	Place of Incorporation	31.03.2024	31.03.2023
WIL Car Wheels Limited (WCWL)	India	26%	26%

NON CURRENT FINANCIAL LIABILITIES

17 BORROWINGS

A. SECURED BORROWINGS

- a) Term Loans from Banks

By first Charge by way of hypothecation of specific machinery and fixed assets at Mambattu, Andhra Pradesh and freehold land at Vanod, Gujarat.

B. UNSECURED BORROWINGS

- a) Public Deposits

Includes Rs. 10.24 crores received from Directors (previous year Rs. 8.02 crores)

Terms of Repayment : Refer Note 28

	As at 31.03.2024	As at 31.03.2023
a) Term Loans from Banks	91.61	71.07
b) Public Deposits	195.94	135.35
	<u>287.55</u>	<u>206.42</u>



Notes on Accounts (Contd.)

Rs. in Crores

	As at 31.03.2024	As at 31.03.2023
18 Lease Liabilities		
Lease Liabilities	10.78	11.00
(Refer Note 47)	<u>10.78</u>	<u>11.00</u>
19 PROVISIONS		
Provisions for employee benefits	8.84	8.53
	<u>8.84</u>	<u>8.53</u>
20 DEFERRED TAX LIABILITIES (NET)		
Deferred Tax Liabilities	88.02	76.30
Deferred Tax Assets	(37.70)	(29.69)
Minimum Alternate Tax credit entitlement	(0.48)	(0.48)
	<u>49.84</u>	<u>46.13</u>

Movement in Deferred Tax Assets and Liabilities

	31.03.2024	Charge in Statement of Profit or Loss	31.03.2023	Charge in Statement of Profit or Loss
a) Deferred Tax Liability				
i) Depreciation	87.67	12.94	74.73	9.85
ii) Export Incentives	0.35	(1.24)	1.59	(0.14)
iii) Remeasurement of Financial Liabilities	-	0.02	(0.02)	(0.06)
	<u>88.02</u>	<u>11.72</u>	<u>76.30</u>	<u>9.65</u>
Less:				
b) Deferred Tax Asset				
i) Expenses allowable for tax purpose on payment basis	7.00	(0.19)	7.19	0.16
ii) Unabsorbed depreciation under the Income Tax Act, eligible for set off in subsequent financial years	29.15	7.05	22.10	6.92
iii) Expenses not admissible	1.55	1.20	0.40	0.09
c) Minimum Alternate Tax credit entitlement*	0.48	-	0.48	-
Net Deferred Tax Liability/ (Assets) (a-b-c)	<u>49.84</u>	<u>3.66</u>	<u>46.13</u>	<u>2.48</u>

	As at 31.03.2024	Rs. in Crores As at 31.03.2023
CURRENT FINANCIAL LIABILITIES		
21 BORROWINGS		
A. SECURED BORROWINGS		
a) Loans repayable on demand from Banks	406.40	355.16
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	-	70.40
b) Public Deposits	5.46	7.65
C. Current maturities of long-term debt (Refer Note 28)	59.81	158.44
(Includes Rs. 0.79 Crores received from Directors (previous year - Nil))		
	<u>471.67</u>	<u>591.65</u>
22 LEASE LIABILITIES		
Lease Liabilities (Refer Note 47)	7.77	9.92
	<u>7.77</u>	<u>9.92</u>
23 TRADE PAYABLES		
Dues to Micro Enterprises and Small Enterprises	76.97	85.49
Dues to Others	1,120.10	1,069.45
	<u>1,197.07</u>	<u>1,154.94</u>
(Refer Note 39 for details of dues to Micro Enterprises and Small Enterprises)		

Trade payables ageing schedule March 31, 2024

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	76.94	0.03				76.97
Other than Micro and Small Enterprises	963.31	156.61	0.18	-	-	1,120.10
Disputed Trade Payables						
Micro and Small Enterprises		-	-	-	-	-
Other than Micro and Small Enterprises		-	-	-	-	-
Total	1,040.25	156.64	0.18	-	-	1,197.07



Rs. in Crores

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	85.49					85.49
Other than Micro and Small Enterprises	968.37	101.06	0.02	-		1,069.45
Disputed Trade Payables						
Micro and Small Enterprises		-	-	-	-	-
Other than Micro and Small Enterprises		-	-	-	-	-
Total	1,053.86	101.06	0.02	-	-	1,154.94

24 CURRENT FINANCIAL LIABILITIES - OTHERS

	As at 31.03.2024	As at 31.03.2023
a) Creditors for capital goods (includes due to Micro enterprises and Small enterprises Rs. 3.21 crores (previous year Rs. 2.19 crores)	14.91	11.51
b) Interest accrued but not due on borrowings	12.76	12.50
c) Unclaimed Dividends	0.35	0.39
d) Trade Deposits	2.08	1.81
e) Recovery from Employees	2.27	2.28
f) Unclaimed matured deposits and interest accrued thereon	2.95	4.70
	<u>35.32</u>	<u>33.19</u>

25 OTHER CURRENT LIABILITIES

Advance from Customers	32.65	18.97
Statutory dues	102.66	109.87
Employee Benefits Payable	5.29	6.63
Provision for expenses	9.97	18.63
	<u>150.57</u>	<u>154.10</u>

Notes on Accounts (Contd.)

	As at 31.03.2024	Rs. in Crores As at 31.03.2023
26 PROVISIONS		
a) Provision for employee benefits	25.00	25.76
b) Provision for Warranty (Refer Note below)	7.93	6.01
c) Due to Directors	2.89	2.62
	35.82	34.39

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, 2023	Additions	Amount utilised/ reversed	As at 31st March, 2024
Warranties	6.01	1.92	-	7.93

	As at 31.03.2024	As at 31.03.2023
27 CONTINGENT LIABILITIES AND COMMITMENTS		
i) Contingent Liabilities		
a) Bills discounted with Banks and Bank Guarantees	1.25	0.72
b) Disputed amounts in respect of GST and Value Added Tax which are contested in appeal and not provided for	9.45	5.68
ii) Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for	76.60	28.38

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. 562.57 crores** are netted off and reflected in the Statement of Profit and Loss. (previous year Rs. 269.01 crores) .



Rs. in Crores

	2023-24	2022-23
30 OTHER INCOME		
a) Interest on deposits and advances	2.12	1.39
b) Profit on sale of fixed assets (Net)	0.07	0.10
c) Other non-operating income	1.62	1.03
d) Net Gain on foreign currency transactions and translation	4.37	18.53
	<u>8.18</u>	<u>21.05</u>
31 COST OF MATERIAL CONSUMED		
Raw Material	2,759.19	2,806.97
Components	829.10	652.56
	<u>3,588.29</u>	<u>3,459.53</u>
32 CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS		
a) Opening inventory of Finished Goods	158.85	137.07
Less: Closing inventory of Finished Goods	170.68	158.85
Net change in stock of Finished Goods	<u>(11.83)</u>	<u>(21.78)</u>
b) Opening inventory of Work - in - Progress	235.29	191.48
Less: Closing inventory of Work - in - Progress	203.75	235.29
Net change in stock of Work - in - Progress	<u>31.54</u>	<u>(43.81)</u>
Net change in Finished Goods and Work - in - Progress	<u>19.71</u>	<u>(65.59)</u>
33 EMPLOYEE BENEFIT EXPENSE		
a) Salaries, Wages, Bonus and Commission	450.83	401.07
b) Contribution to Provident and Other Funds	22.12	19.23
c) Staff Welfare expenses	40.04	36.46
	<u>512.99</u>	<u>456.76</u>

Notes on Accounts (Contd.)

	Rs. in Crores	
	2023-24	2022-23
34 OTHER EXPENSES		
Consumption of Stores, tools and spare parts	150.20	148.53
Power and fuel	179.99	170.16
Rent including Lease Rent	17.72	15.09
Repairs to		
Buildings	12.49	13.00
Machinery	24.03	24.56
Product inspection and rectification expenses	12.52	27.23
Insurance	9.76	8.16
Rates and taxes, excluding taxes on income	2.82	2.05
Directors sitting fees	0.23	0.19
Auditors' remuneration		
Statutory Audit	0.67	0.59
Tax Audit	0.10	0.12
Certification fees	0.19	0.15
Reimbursement of expenses	0.11 1.07	0.09 0.95
Expenditure on Corporate Social Responsibility (refer Note - 49)	1.29	1.06
Freight	69.85	71.06
Bad debts written off (Net of Claims Rs. 6.80 Crores)	16.98	-
Miscellaneous expenses	91.49	86.91
	590.44	568.95
35 FINANCE COSTS		
a) Interest expense	121.95	105.67
b) Other borrowing costs	0.55	0.76
	122.50	106.43



	2023-24		2022-23	
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	12.29		11.96	
(b) Deferred Tax				
- on Origination and Reversal of Temporary Differences	3.66		2.47	
	<u>15.95</u>		<u>14.43</u>	
ii) Tax Expenses recognised in Other Comprehensive Income:				
(a) (a) Current Tax on Remeasurement of Post Employment Benefit obligation	0.74		0.04	
B. Reconciliation of Effective tax Rate				
Total Comprehensive Income before tax	77.85		65.41	
Less: Share of Profit of an Associate	8.26		4.37	
"Total Comprehensive Income before tax (excluding Share of an Associate)"	<u>69.58</u>		<u>61.04</u>	
Income Tax Expense	17.51	25.17%	15.36	25.17%
Income not chargeable to tax	-		-	
Income Tax Incentives	(1.70)		(1.34)	
Expenses not admissible	0.48		0.47	
Others	(0.01)		(0.02)	
Tax Expenses recognised in Profit or Loss Statement	<u>16.28</u>	23.40%	<u>14.47</u>	23.71%

Notes on Accounts (Contd.)

	Rs. in Crores	
	2023-24	2022-23
37 EARNINGS PER SHARE		
Net profit as per P& L account	62.77	55.35
Weighted Average Number of Shares	2,44,33,012	2,44,33,012
Nominal value per share - Rupees	10.00	10.00
Basic & Diluted earnings per share - Rupees	25.69	22.66

- 38** Dividend of **Rs. 7.39** per equity share amounting to **Rs. 18.06 Crores** for the Financial year 2023-24 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	
39 Disclosures required under the “Micro, Small and Medium Enterprises Act, 2006”	2023-24	2022-23
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	80.18	91.92
- 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	-	0.90
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	-	1.13
d) The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	0.23
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.



		Rs. in Crores	
40 Expenditure incurred on Scientific Research and Development		2023-24	2022-23
a) Revenue Expenditure		25.23	23.01
b) Capital Expenditure		12.19	10.87

41 EMPLOYEE BENEFITS
Defined Contribution Plan

a) Provident Fund

In respect of the Employees Provident Fund Scheme, the Group has contributed Rs. 8.23 crores for the year ended 31st March 2024 (previous year Rs. 7.88 crores) to Provident fund Authorities. The Group has no obligation towards the Interest accumulation thereon.

b) Superannuation :

The Group has contributed Rs. 0.88 crores for the period 2023-24 (previous year Rs. 0.71 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. 5.25 crores for the year ended 31st March,2024 (previous year Rs. 4.25 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 2024 of Rs. 2.96 Crores. (previous year - Rs. 2.52 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)	
	2023-24	2022-23	2023-24	2022-23
Change in defined benefit obligation				
Opening defined benefit obligation	35.84	31.59	13.45	12.03
Current service cost	4.86	4.06	-	-
Interest cost	2.45	2.22	0.74	0.66
Actuarial loss / (gain) due to change in demographic & financial assumptions	0.74	0.16	0.17	(0.02)
Actuarial loss / (gain) arising from experience adjustments	(2.99)	(0.25)	4.41	3.41
Benefits paid	(3.29)	(2.14)	(3.42)	(2.63)
Closing defined benefit obligation	37.61	35.64	15.35	13.45
Change in fair value of assets				
Opening fair value of plan assets	30.44	27.50	4.20	3.95
Expected return on plan assets	2.24	2.05	0.30	0.28
Actuarial gain / (Loss) arising from Return on plan assets	(0.18)	(0.28)	0.02	(0.03)
Contribution by employer	4.04	3.31	3.42	2.63
Benefits paid	(3.29)	(2.14)	(3.42)	(2.63)
Closing fair value of plan assets	33.25	30.44	4.52	4.20

Notes on Accounts (Contd.)

Rs. in Crores

	Gratuity (funded)		Leave Salary (Partly funded)	
	2023-24	2022-23	2023-24	2022-23
Amount recognised in the Balance Sheet				
Present value of obligations at year end	37.61	35.64	15.35	13.45
Fair value of plan assets at year end	33.25	30.44	4.52	4.20
Net (liability) / asset recognised as on 31st March	(4.36)	(5.20)	(10.83)	(9.25)
Expenses recognised in the Profit & Loss Statement				
Current Service cost	5.06	3.78	-	-
Interest on defined benefit obligation	2.45	1.91	0.74	0.57
Expected return on plan assets	(2.24)	(1.85)	(0.30)	(0.24)
Benefits transferred	-	-	-	-
Actuarial gain/ loss (on Leave Salary)	-	-	4.56	2.67
Expenses recognised in the Profit & Loss A/c	5.27	3.84	5.00	3.00
Remeasurement on the net defined benefit liability				
Actuarial loss / (gain) due to change in demographic & financial assumptions	0.74	(1.08)		
Actuarial loss / (gain) arising from experience adjustments	(2.99)	0.90		
Actuarial gain / (Loss) arising from Return on plan assets	0.18	0.11		
Expenses recognised in Other Comprehensive Income	(2.07)	(2.07)	NA	NA

	Gratuity (funded)		Leave Salary (Partly funded)		Provident Fund	
	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
Principal actuarial assumptions used						
Discount rate (p.a)	6.97%	7.20%-7.22%	6.97%	7.18%	6.98%	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.



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	
		2023-24	2022-23	2023-24	2022-23
Discount	0.50%	36.04	34.18	39.29	37.21
Salary escalation	0.50%	39.32	37.23	36.01	34.15
Mortality	5.00%	37.62	35.66	37.59	35.33
Attrition	5.00%	37.64	35.68	37.57	35.31

b) Leave Salary

Assumptions	Change in Assumption	Increase in Assumption		Decrease in Assumption	
		2023-24	2022-23	2023-24	2022-23
Discount	0.50%	13.49	11.64	14.29	12.34
Salary escalation	0.50%	14.30	12.35	13.48	11.63
Mortality	5.00%	13.88	11.98	13.87	11.98
Attrition	5.00%	13.88	11.99	13.87	11.97

c) Provident Fund

Assumptions	Change in Assumption	Increase in Assumption		Decrease in Assumption	
		2023-24	2022-23	2023-24	2022-23
Discount	0.50%	0.61	1.06	0.63	1.08
Shortfall	0.005%	0.62	1.09	0.59	1.06
Mortality	5.00%	0.60	1.07	0.60	1.07
Attrition	5.00%	0.60	1.07	0.60	1.07

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.

Notes on Accounts (Contd.)

42 Financial Instruments

A. Accounting classifications and fair values

The carrying amounts and fair value of financial instruments by class are as follows:

	As at 31.03.2024	Rs. In Crores As at 31.03.2023
Financial Assets:		
Financial assets measured at Cost:		
i. Investment in Equity shares	26.15	20.07
Financial assets measured at fair value:		
i. Investment measured at Fair value through other comprehensive income	-	-
ii. Investment measured at Fair value through profit or loss	5.92	2.09
iii. Derivative financial instruments	-	-
Financial assets measured at amortised cost:		
Trade receivables	726.34	769.00
Cash and cash equivalents	4.76	4.05
Bank balances other than Cash and cash equivalents	0.54	0.71
Other financial assets	42.63	29.53
Financial Liabilities:		
Financial Liabilities measured at fair value:		
Borrowings	-	-
Derivative financial instruments	1.39	-
Financial Liabilities measured at amortised cost:		
Borrowings	759.22	798.07
Trade payables	1,197.07	1,154.94
Other financial liabilities	55.26	54.11

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.



Rs. In Crores

As at March 31, 2024	Level 1	Level 2	Level 3
Financial Assets :			
Equity shares			5.92
Derivative financial instruments			
Financial Liabilities :			
Derivative financial instruments		1.39	
As at March 31, 2023	Level 1	Level 2	Level 3
Financial Assets :			
Equity shares			2.09
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.

Notes on Accounts (Contd.)

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			
Particulars	Payable within one year	More than one year	Total
As at 31st March, 2024			
Non-Derivative Liabilities			
Trade payable	1,196.89	0.18	1,197.07
Borrowings	471.67	287.55	759.22
Other Financial liabilities	44.48	10.78	55.26
Derivative Liabilities			
Forward exchange contracts	1.39		-
As at 31st March, 2023			
Non-Derivative Liabilities			
Trade payable	1,154.94	-	1,154.94
Borrowings	591.65	206.42	798.07
Other Financial liabilities	43.11	11.00	54.11
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, 2024, the net un-hedged exposure to the Company on holding such financial assets and liabilities amounts to **Rs. 101.36 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.4.83 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 2024, the Company has 90 open foreign exchange forward contracts as below (31st March,2023 - 48 contracts)

Currency	Foreign currency exposure	Buy/Sell	No of Contracts
GBP	9,75,000	Sell	6
EURO	78,00,000	Sell	30
USD	1,53,00,000	Sell	54

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. 39.29 Crores** Borrowings at Floating rate of Interest as at 31st March, 2024 (previous year Rs. 100.88 Crores).

Sensitivity to risk

An increase in interest rate of 1% will likely to affect the profit negatively by **Rs. 0.39 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, 2024 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	
	2023-24	2022-23
Borrowing Costs capitalised during the year	0.96	3.95
Capitalisation rate used for Borrowing Costs	7.23%	7.44%

44 Segment information for the year ended 31st March, 2024 in accordance with Ind AS 108 - Operating Segments

i) 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

Particulars	Rs. In Crores	
	2023-24	2022-23
1. Segment Revenue		
(a) Automotive Components	4,152.84	3,926.48
(b) Industrial Components	824.46	713.77
Total	4,977.30	4,640.25
Less: Inter Segment Revenue	-	-
Revenue from Operations	4,977.30	4,640.25
2. Segment Results (Profit / (Loss) before tax and interest from each segment)		
(a) Automotive Components	160.06	173.14
(b) Industrial Components	37.29	(0.85)
Total	197.35	172.29
Less:		
(i) Interest	122.50	106.43
(ii) other unallocable income	-	-
Total Profit Before Tax	74.85	65.86
3. Capital Employed		
Segment Assets		
(a) Automotive Components	2,257.85	2,249.64
(b) Industrial Components	744.26	724.62
(c) unallocated	102.03	73.32
Total	3,104.14	3,047.57
Segment Liabilities		
(a) Automotive Components	1,252.64	1,204.33
(b) Industrial Components	158.93	161.62
(c) unallocated	843.66	884.33
Total	2,255.23	2,250.27
4. Capital Expenditure		
(a) Automotive Components	119.29	101.67
(b) Industrial Components	30.99	53.56
5. Depreciation & Amortisation expense		
(a) Automotive Components	69.95	58.86
(b) Industrial Components	14.96	15.51



(ii) Geographical Information:

Rs. In Crores

Particulars	2023-24	2022-23
1. Revenue from Operations		
within India	3,761.44	3,664.04
Outside India	1,215.86	976.21
Total	<u>4,977.30</u>	<u>4,640.25</u>
2. Non Current Assets		
within India	1,316.43	1,229.68
Outside India	-	-
Total	<u>1,316.43</u>	<u>1,229.68</u>

(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 IndAS 115 Disaggregated revenue information

Rs. In Crores

a) Type of goods and service	31 March 24	31 March 23
a) Sale of products	4479.96	4220.22
b) Sale of services	102.66	27.17
c) Other operating revenues	394.68	392.86
Total operating revenue	4977.30	4640.25
In India	3761.44	3664.04
Outside India	1215.86	976.21
b) Timing of revenue recognition	At a point of time	At a point of time
Sale of products and other operating income	4977.30	4640.25
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	4977.30	4640.25
Revenue from contract with customers	4977.30	4640.25
Difference	-	-
e) Unsatisfied or partially satisfied performance obligation	Nil	Nil

Notes on Accounts (Contd.)

46 Related Party disclosures in accordance with IndAS 24 :

i) a) Associates:

Axles India Ltd.

b) Associates by virtue of their shareholding in Wheels India Limited :

Trichur Sundaram Santhanam & Family Private Limited

Sundaram Finance Holdings Limited

ii) Other Related parties and the relationship where transaction exists :

a) Associate's Subsidiary

Sundaram Business services Limited

Brakes India Private Limited

b) Subsidiary'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

Nature of transactions	Rs. In Crores	
	2023-24	2022-23
Associates		
Dividend Received	2.18	0.97
Dividend paid	5.17	14.49
Purchase of goods	2.06	4.66
Receiving of Services	5.99	7.25
Rendering of Services	0.13	5.73
Sale of goods	26.57	19.17
Royalty Paid	3.54	3.09
Balance Payable	0.12	1.56
Balance Receivable	1.28	1.55
Associate's subsidiary		
Purchase of goods	6.18	4.03
Receiving of Services	-	1.03
Rendering of Services	-	2.35
Sale of goods	10.53	4.77
Balance Payable	1.36	3.74
Balance Receivable	1.11	0.50



Notes on Accounts (Contd.)

Key Managerial Personnel	2023-24		2022-23	
	Mr S Ram	Mr Srivats Ram	Mr S Ram	Mr Srivats Ram
	a) Short term employee benefits			
Remuneration, Perquisites and Commission	0.70	4.47	0.60	4.02
Commission outstanding	0.70	1.92	0.60	1.70
b) Post Employment Benefits*	-	0.43	-	0.39
c) Others				
Interest on fixed deposits	0.53	0.16	0.12	0.09
Dividend paid during the year	-	0.02	-	0.06
Deposits balance outstanding	9.00	2.02	6.00	2.02
Sitting Fees	0.02	-	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	2023-24		2022-23	
	Contribution	Payable	Contribution	Payable
Wheels India Employees Gratuity Trust	3.67	2.88	3.37	3.67
Wheels India Limited Staff Provident Fund	5.25	0.42	4.25	0.37
Wheels India Senior Officers Superannuation Trust	0.77	0.76	0.71	0.70

47 Disclosures relating to leases in accordance with Ind AS116:

a) Movement in Lease Liability

	2023-24	2022-23
Opening Balance	20.92	26.86
Additions during the year	5.31	0.62
Modifications to lease	-	-
Finance Cost Accrued during the year	1.39	1.72
Payment of Lease Liabilities	(9.01)	(8.28)
Closing Balance	18.61	20.92
Current Liability (Note 22)	7.77	9.92
Non Current liability (Note 18)	10.78	11.00

b) Maturity Analysis of Lease Liabilities

Particulars

	2023-24	2022-23
Not later than 1 year	8.88	8.05
Later than 1 year and not later than 5 years	10.77	14.61
Total Undiscounted Lease Liability	19.65	22.66

c) Amount recognised in the statement of Profit or Loss

	2023-24	2022-23
Interest on Lease Liabilities	1.39	1.72
Expenses relating to short term leases	0.89	0.89

d) Amount recognised in the statement of cash flow

	2023-24	2022-23
Total Cash outflow for leases	9.01	8.28

Notes on Accounts (Contd.)

48 Disclosure on Accounting for intangible assets in accordance with Ind AS 38:

	Rs. In Crores	
	2023-24	2022-23
Computer software & Technical know how Refer to Note 3a		
Gross carrying amount at the beginning of the year	29.55	28.65
Acquired during the year	2.96	0.94
Deletion during the year	-	0.04
Gross carrying amount at the end of the year	32.51	29.55
Gross amortisation at the beginning of the year	27.03	25.83
Amortised during the year	1.67	1.24
Deletion during the year	-	0.04
Gross amortisation at the end of the year	28.70	27.03
Net carrying amount at the beginning of the year	2.52	2.82
Net carrying amount at the end of the year	3.81	2.52

49 Disclosures in relation to Corporate Social Responsibility

a) Gross amount required to be spent by the company during the year	1.29	1.06
b) Amount approved by the board to be spent during the year	1.29	1.06
c) Contribution towards :		
Promoting Education	0.77	0.62
Rural Development Projects	0.24	0.22
Health care	0.04	0.06
National Heritage, Arts and Culture	0.05	0.05
PM Cares, State Disaster Management Authority & Disaster Management for Covid	0.05	-
Total	1.15	0.95
d) Amount spent during the year on		
i) Construction / acquisition of any other asset	-	-
ii) on purposes other than (i) above	1.15	0.95
e) Details of excess CSR expenditure under Section 135 (5) of the Act:		
Balance excess spent as at April 1, 2023 :	0.24	0.35
Amount required to be spent during the year	1.29	1.06
Amount spent during the year	1.15	0.95
Amount spent in excess set off during the year	0.14	0.11
Balance excess spent as at March 31, 2024	0.11	0.24

50 Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary / Associates / Joint ventures

Rs. In Crores

Name of the Entity	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
2023-24								
Parent: Wheels India Limited	92.77%	787.53	111.32%	65.58	92.48%	2.08	110.64%	67.66
I. Subsidiary								
Indian:								
WIL Car Wheels Limited	3.07%	26.07	-18.70%	(11.01)	3.79%	0.09	-17.87%	(10.93)
Non Controlling Interest in Subsidiary	1.08%	9.16	-6.57%	(3.87)	1.33%	0.03	-6.28%	(3.84)
II. Associates: (Investments as per Equity method)								
Indian:								
Axles India Limited	3.08%	26.15	13.94%	8.21	2.40%	0.05	13.51%	8.26
Total	100.00%	848.91	100.00%	58.90	100.00%	2.25	100.00%	61.16
2022-23								
Parent: Wheels India Limited	91.21%	727.23	119.57%	61.50	-89.80%	0.44	121.59%	61.94
I. Subsidiary								
Indian:								
WIL Car Wheels Limited	4.64%	37.00	-21.69%	(11.16)	43.80%	(0.21)	-22.32%	(11.37)
Non Controlling Interest in Subsidiary	1.63%	13.00	-7.62%	(3.92)	15.39%	(0.08)	-7.84%	(4.00)
II. Associates: (Investments as per Equity method)								
Indian:								
Axles India Limited	2.52%	20.07	9.75%	5.01	130.60%	(0.64)	8.58%	4.37
Total	100.00%	797.30	100.00%	51.43	100.00%	(0.49)	100.00%	50.94

51 Merger of Sundaram Hydraulics Limited (SHL)

The Hon'ble National Company Law Tribunal, Chennai Bench (NCLT) vide its order dated 26th July 2023 read with corrigendum dated 1st August 2023, received on 14th August 2023 has approved the scheme of amalgamation of M/s Sundaram Hydraulics Limited (SHL), a company engaged in the business of design, manufacture and distribution of hydraulic cylinders for the domestic and global Mining & Construction Equipment industry, with M/s. Wheels India Ltd and their respective shareholders under Section 230 to 232 and other applicable provisions of Companies Act 2013 read with Companies (Compromise, Arrangement and Amalgamation) rules, 2016. The said scheme was made effective 1st September 2023.

Rationale for Merger

1. The amalgamation will enable product diversification and growth to the Transferee company
2. This will facilitate expansion of the business of Transferor company by using the customer base of the Transferee company.
3. As a combined entity, the amalgamation will help in widening the product offering to the existing strategic customers of both the transferor as well as the transteree company.
4. Will help in achieving consolidation, greater integration and flexibility that will maximize overall shareholder's value and improve the competitive position and negotiating power of the combined entity.
5. Improves organizational capability and leadership, arising from the pooling of human capital who have the diverse skills, talent and vast experience to compete successfully in an increasingly competitive industry
6. Cost savings are expected to flow from more focused operational efforts, rationalization, standardization and simplification of business processes, elimination of duplication and rationalization of administrative expenses.
7. The amalgamation will result in reduction of multiplicity of entities, thereby reducing compliance cost of multiple entities viz., statutory flings, regulatory compliances, labour law/ establishment related compliances

Accordingly, effective the appointed date 1st October, 2021, the amounts have been restated, after recognizing the effect of amalgamation.

Pursuant to Ind AS 103 and as per the accounting treatment approved by NCLT, the Company has recognised the difference between the consideration paid and aggregate fair value of net assets taken over, as on the appointed date as goodwill.

The effect of amalgamation in the amounts of Revenue and Profit after Tax (PAT) published in the previous periods are given below:

Particulars	Year ended 31.03.2023
Total Income as published	4,671.91
Total Income as restated	4,661.30
PAT as published	54.15
PAT as restated	51.43



As per the said Scheme, 3,68,454 equity shares having a face value of Rs.10 each, fully paid-up, were issued and allotted to the eligible erstwhile shareholders of SHL on September 14, 2023. Accordingly, Earnings per share presented in the above results are restated considering the additional shares issued from the appointed date.

The fair value of the assets and liabilities acquired is shown below:

	Rs. In Crores
Property, Plant and Equipment and ROU Asset	26.54
Inventories	30.03
Trade and other receivables	12.53
Cash and Cash equivalents	0.13
Total Assets	69.23
Loans and Finance Lease	24.72
Trade and Other Payables	48.37
Current and Deferred tax	(7.10)
Total Liabilities	65.98
Total Identifiable Net assets acquired	3.25
Goodwill	31.80
Fair Value of Consideration	35.04

Rs. In Crores

Fair Value of Consideration

Value of Wheels India Shares issued (incl premium)	29.31
Existing Wheels India holding foregone	5.73
Total	35.04

Goodwill on the above transaction reflects growth opportunities and synergy benefits which are not separately identifiable. The goodwill and other intangible assets recognised, arising on consolidation, are not depreciable for income tax purposes.

Acquired Receivables

Fair Value of trade and other receivables acquired is Rs 12.53 crores. These amounts are fully collectible.

Impact of above acquisition on the results

The acquired business contributed revenue of **Rs 158.93 Crores** and Profit Before tax of **Rs 4.10 Crores** during Financial year 2023-24. During previous year 2022-23, the corresponding figures were Rs 127.11 Crores and (Rs 3.02 Crores) respectively

52 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) 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.

53 Other Notes:

- a) The Board of Directors at their meeting held on November 01, 2023 had approved the proposal to incorporate Wholly-Owned-Subsidiaries ("WoS") in the United States of America and Germany. The primary purpose of WoS is to support the parent Company in business development and supply chain activities in US & European region. It will also help in gaining full control on the export market, leading to export growth and expansion in the operations. It will enable to maintain high level of consistency and coordination in its global strategy.



Accordingly, the Company has incorporated a WoS in the name of M/s. WIL USA Inc., in the State of Delaware, USA on January 26, 2024. The Company has not subscribed towards share capital of WoS and hence, the books of M/s. WIL USA Inc., have not been consolidated for the purpose of consolidated financial statements of WIL. The Company is in the process of incorporating a WoS in Germany.

b) The note number 35 in the the financial statement of the Associate Company is reproduced below:

The Company uses accounting software for maintenance of its books of accounts. Consequent to proviso Rule 3(1) of the Companies (Accounts) Rules, 2014, for the financial year commencing on or after the 1st day of April 2023, the Company is required to ensure that the accounting software has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

The Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility. Considering the evolving guidance in connection with the above requirement, the Company had undertaken steps including certain implementations within the accounting software during the year to ensure compliance:

a) Enablement of Audit trail for database level changes from February 27, 2024

b) Enablement of Audit trail for GL master and item master changes from February 27, 2024 and June 13, 2023 respectively.

c) Disabling edits to Audit trail table from February 23, 2024

Based on the above initiatives and having regard to internal controls in built within the organisation, e.g., segregation of duties, the management has considered the necessary compliance with the requirements of the Companies (Accounts) Rules, 2014.

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 20, 2024

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 Cash Flows in accordance with Ind AS 7
Annexed to the Balance Sheet for the year ended 31st March, 2024

	Rs. in Crores	
	2023-24	2022-23
A Cash Flow from Operating Activities		
Total Comprehensive Income after tax	61.16	53.67
Add:		
Depreciation	84.91	72.13
Obsolescence	0.86	0.03
Lease Liabilities	1.18	0.97
Effect of Exchange Rate Change	8.31	(4.08)
Profit on Sale of Fixed Assets	(0.07)	(0.24)
Taxes on Income	16.68	15.14
Non Moving provision & Doubtful debts	18.02	
Interest Expenses	122.50	102.87
	<u>252.39</u>	<u>186.83</u>
	<u>313.55</u>	<u>240.50</u>
Less:		
Share of an Associate	8.26	4.37
Interest Income	2.12	1.38
	<u>10.38</u>	<u>5.75</u>
Cash flow from Operation before Working Capital Changes	<u>303.17</u>	<u>234.75</u>
Cash flow from Working Capital :		
Trade Receivables	21.06	108.72
Inventories	(0.17)	(57.65)
Advances & Other Current Assets	3.42	27.31
Trade Payables	32.50	53.20
Other Payables & Provisions	(2.84)	14.64
	<u>53.98</u>	<u>146.23</u>
Taxes paid	(27.80)	(10.78)
Net Cash Flow from Operating Activities (A)	<u>329.35</u>	<u>370.20</u>
B Investing Activities		
Purchase of Fixed Assets	(150.28)	(155.23)
Sale of Fixed Assets	0.18	1.60
Purchase of Investments	(3.83)	-
Dividend Received	2.18	0.97
Interest Received	2.02	1.13
Net cash used in Investing Activities (B)	<u>(149.73)</u>	<u>(151.53)</u>



Statement of Cash Flows (Contd.)

	Rs. in Crores	
	2023-24	2022-23
C Financing Activities		
Proceeds from Long Term Borrowings	117.86	104.26
Repayment of Long Term Borrowings	(135.34)	(152.61)
Increase in Working Capital Borrowings	11.53	(27.36)
Repayment of Lease Liabilities	(10.19)	(9.09)
Dividend paid	(9.59)	(27.14)
Interest paid	(120.30)	(103.78)
Net cash used in Financing Activities (C)	<u>(146.03)</u>	<u>(215.72)</u>
Net Increase in Cash & Cash Equivalents	33.59	2.95
Closing Cash & Cash Equivalents	28.30	(5.29)
Opening Cash & Cash Equivalents	(5.29)	(8.24)
Net Increase in Cash and Cash Equivalents	33.59	2.95
Closing Cash & Cash Equivalents as per Balance sheet	4.76	4.05
(Add)/ Less: Cash Credit as at the end of the year	(23.54)	9.34
Cash & Cash Equivalents for the purpose of IndAS 7	28.30	<u>(5.29)</u>

S RAM
Chairman
DIN: 00018309

SRIVATS RAM
Managing Director
DIN: 00063415

S PRASAD
Director
DIN: 00063667

P Ramesh
Chief Financial Officer
Place : Chennai
Date : May 20, 2024

K V LAKSHMI
Company Secretary

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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WHEELS INDIA LIMITED



Automotive Wheels



Energy & Railway Components



Air Suspension



Construction Wheels



Fabrication



Hydraulic Cylinders

