



POLICY FOR DETERMINING MATERIAL SUBSIDIARIES (amended with effect from 31.3.2025)

(letters in Bold, Underline and Italic are inserted in accordance with the amended provisions of SEBI LODR)

(Modified pursuant to the SEBI (LODR) (third Amendment) Regulations, 2024 vide SEBI Circular No. SEBI/LAD-NRO GN/2024/218 dated December 12, 2024

Purpose of this policy

This policy for determining material subsidiaries (“Policy”) has been framed in accordance with the provisions of Regulation 16(1)(c) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 (“SEBI LODR Regulations”).

This Policy will be used to determine the material subsidiary of Wheels India Limited (the “Company” or “WIL”) and to provide the governance framework for such subsidiaries.

All the words and expressions used in this Policy, unless defined hereafter, shall have meaning respectively assigned to them under the SEBI LODR Regulations and in the absence of its definition or explanation therein, as per the Companies Act, 2013 (“Act”) and the Rules, Notifications and Circulars made/issued thereunder, as amended, from time to time.

Definitions

“Material subsidiary” shall have the same meaning as per Regulation 16(1)(c) of the Listing Regulations (and as amended from time to time); which presently reads as follows:

Material subsidiary shall mean a subsidiary, whose turnover or net worth exceeds 10% of the consolidated turnover or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

“Net worth” shall mean the net worth as defined in sub-section 57 of section 2 of the Companies Act, 2013 as amended from time to time.

“Subsidiary” shall be as defined under the Act and the rules made thereunder.

“Material Transaction” a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

“Significant transaction or arrangement” shall mean any individual transaction or arrangement that exceeds or is likely to exceed 10% of the total revenues or total expenses or total assets or total liabilities, as the case may be, of the unlisted material subsidiary for the immediately preceding accounting year.

“Unlisted subsidiary” means subsidiary whose securities are not listed on any recognized Stock Exchanges.

Policy and procedure

1. The Audit Committee of the Company shall review the financial statements, in particular, the investments made by the unlisted subsidiary of the Company.
2. The minutes of the board meetings of the unlisted subsidiary shall be placed at the board meeting of the Company at regular intervals.
3. The management of the unlisted subsidiary shall periodically bring to the notice of the Board of the Company, a statement of all significant transactions and arrangements entered into by the unlisted subsidiary.
4. At least one Independent Director of the Company shall be a director on the board of the material unlisted Indian subsidiary.
5. The Company shall not dispose of shares in its material subsidiary, which would reduce its shareholding (either on its own or together with other subsidiaries) to less than 50% or cease the exercise of control over the subsidiary without passing a special resolution in its general meeting except in cases where such divestment is made under a scheme of arrangement duly approved by Court/Tribunal.
6. Selling, disposing and leasing of assets amounting to more than 20% of the assets of the material subsidiary on an aggregate basis during a financial year shall require prior approval of shareholders by way of special resolution unless the sale/disposal/lease is made under a scheme of arrangement duly approved by a Court/Tribunal.

Disclosures

The Company shall disclose the details of this Policy on the Company's website www.wheelsindia.com and a web link thereto shall be provided in the Annual Report.

Limitation and Amendment

In the event of any conflict between the provisions of this Policy and the Act or SEBI LODR Regulations or any other statutory enactments, rules, the provisions of such Act or SEBI LODR Regulations or statutory enactments, rules shall prevail over this Policy.

Any subsequent amendment / modification in the Listing Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy.

Review

This policy shall be reviewed periodically and may be amended by the Managing Director of the Company, as may be deemed necessary.