



WHEELS INDIA LIMITED

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSE



(the words in Bold, Italics and Underline indicates the amendment)

PREFACE

The Board of Directors of Wheels India Limited (the “Company”/ “WIL”) has adopted following policy for Fair disclosure of Unpublished Price Sensitive Information (UPSI) in line with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015. This Policy was applicable effective May 15, 2015.

Now with the onset of Securities Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018, it is mandatory for the Board of Directors of a listed Company to make a policy for determination of “legitimate purposes” as a part of “Codes of Fair Disclosure and conduct”. This needs to be covered in the existing fair disclosure policy and will be effective April 1, 2019. SEBI has widened the definition of Unpublished Price sensitive information (UPSI) which is going to take effect from June 10, 2025 thereby calling for the amendment in the definition of UPSI and allied matters related thereto.

OBJECTIVE & INFORMATION COVERED UNDER THIS POLICY

Wheels India Limited being a Listed Entity is obligated to comply with the disclosure requirements under the SEBI (LODR) Regulations and all the persons investing in the Company have equal right to access information that may affect their investment decisions and believes that full and fair disclosure of material information to the public is the keystone. In accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, every listed company needs to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its securities. The Policy is subject to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and shall be subject to the provisions of SEBI LODR Regulations and other applicable regulations as amended from time to time.

PRINCIPLES OF FAIR DISCLOSURE

1. The Company shall ensure to make prompt public disclosure of Unpublished Price Sensitive Information (UPSI) that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available (GA).
 - (i) “UPSI” means any information relating to a Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available is likely to materially affect the price of the securities and shall , ordinarily including but not restricted to, information relating to the following:-
 - (a) financial results
 - (b) dividends
 - (c) change in capital structure
 - (d) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
 - (e) changes in key managerial personnel

- (f) change in rating(s), other than ESG rating(s);
- (g) fund raising proposed to be undertaken;
- (h) agreements, by whatever name called, which may impact the management or control of the company;
- (i) fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
- (j) resolution plan/ restructuring or one time settlement in relation to loans/borrowings from banks/financial institutions;
- (k) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- (l) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- (m) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- (n) outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- (o) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- (p) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals

2. Uniform and universal dissemination of UPSI to avoid selective disclosure.
3. The Company has designated the CFO as Chief Investor Relations Officer to deal with dissemination of information and disclosure of UPSI, in consultation with the Chairman/ Managing Director.
4. Prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. Except as otherwise provided in the policy, as a matter of best practice, the Company shall refrain from commenting on any Market Rumors and speculations. However, at times the Stock Exchanges might require clarifications on the market rumors which will be dealt with by the Chairman/ Managing Director accordingly.

6. UPSI to Analyst: The Chairman/ Managing Director is the authorized spokespersons of the Company. They are permitted to meet with and discuss with analysts and other market participants but care must be taken to ensure that no UPSI that has not been previously disclosed, including information in the form of guidance on financial performance relative to street's expectations, is communicated.
7. The following measures to be observed while making communication with Analysts, Investors and Media:
 - (i) The spokesperson should desist from disclosing any material information which is not available to the Public.
 - (ii) In the event any UPSI is proposed to be disclosed, a press release should be made prior to such disclosure of UPSI to analysts, Investors or Media
 - (iii) The Company will observe a quiet period prior to release of quarterly results. During such period the Company will not conduct meeting with analyst and investors. The quiet period shall remain in force until the UPSI is made public.

POLICY FOR DETERMINATION OF "LEGITIMATE PURPOSES"

1. The Company shall ensure that no insider shall communicate, provide, or allow access to any UPSI, relating to "WIL" to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
2. The Company shall ensure that no person shall procure from or cause the communication by any insider of UPSI, relating to "WIL" except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
3. The term "legitimate purpose" shall include sharing of UPSI in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.
4. The Company shall ensure that any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with these regulations.



5. The Company may allow the communication of any UPSI in connection with a transaction that would:
 - (i) entail an obligation to make an open offer under the takeover regulations where the board of directors is of informed opinion that sharing of such information is in the best interests of the Company;
 - (ii) not attract the obligation to make an open offer under the takeover regulations but where the board of directors is of informed opinion that sharing of such information is in the best interests of the Company and the information that constitute UPSI is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the board of directors may determine to be adequate and fair to cover all relevant and material facts.
 - (iii) to ensure that the parties execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of sub regulation (3), and shall not otherwise trade in securities of the Company when in possession of UPSI.
6. The Company to ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be with whom information for furtherance of the legitimate purpose is shared along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non tampering of the database.

Provided that entry of information, not emanating from within the organisation, in structured digital database may be done not later than 2 calendar days from the receipt of such information

7. Company shall handle all UPSI on a need to know basis. Persons of the Company , who are in possession or access to UPSI shall handle such information with care and to deal with the information with them when transacting their business strictly on a need to know basis Events Transactions to be disclosed within the framework of this Policy, in accordance with the SEBI (LODR) Regulations, the events/transactions/information upon occurring (List of material events as mentioned in the SEBI (LODR) Regulations) shall be disclosed or published in public domain within the timelines stipulated thereunder. Managing Director shall be the authority who is entitled to take a view on the materiality of an event that qualifies for disclosure/ Manner of disclosure. The material disclosures under this policy, shall be disclosed to the Stock Exchanges by sending e-mails to the designated email IDs of the Stock Exchanges and couriering the original intimation letters to them.

Managing Director subject to the approval of the Board of Directors, reserves the right to amend or modify this code at any time.