

Form No. MGT-7

Annual Return (other than OPCs and Small Companies)

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

All fields marked in * are mandatory

Refer instruction kit for filing the form



Form language

☒ English ☐ Hindi

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN)

L35921TN1960PLC004175

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2025

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2026

(c) *Type of Annual filing

☒ Original

☐ Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	WHEELS INDIA LIMITED	WHEELS INDIA LIMITED
Registered office address	21, PATTULOS ROADCHENNAI TAMILNADU,NA,TAMILNADU,Tamil Nadu,India,600002	21, PATTULOS ROADCHENNAI TAMILNADU,NA,TAMILNADU,Tamil Nadu,India,600002
Latitude details	13.060283	13.060283
Longitude details	80.26253	80.26253

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

RO photo.pdf

(b) *Permanent Account Number (PAN) of the company

AA*****5K

(c) *e-mail ID of the company

*****MI_KV@WHEELSINDIA.CO
M

(d) *Telephone number with STD code

04*****45

(e) Website	https://wheelsindia.com										
iv *Date of Incorporation (DD/MM/YYYY)	13/06/1960										
v (a) *Class of Company (as on the financial year end date) <i>(Private company/Public Company/One Person Company)</i>	Public company										
(b) *Category of the Company (as on the financial year end date) <i>(Company limited by shares/Company limited by guarantee/Unlimited company)</i>	Company limited by shares										
(c) *Sub-category of the Company (as on the financial year end date) <i>(Indian Non-Government company/Union Government Company/State Government Company/ Guarantee and association company/Subsidiary of Foreign Company)</i>	Indian Non-Government company										
vi *Whether company is having share capital (as on the financial year end date)	☒ Yes ☐ No										
vii (a) Whether shares listed on recognized Stock Exchange(s)	☒ Yes ☐ No										
(b) Details of stock exchanges where shares are listed											
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 10%;">S. No.</th> <th style="width: 50%;">Stock Exchange Name</th> <th style="width: 40%;">Code</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1</td> <td style="text-align: center;">National Stock Exchange (NSE)</td> <td style="text-align: center;">A1024 - National Stock Exchange (NSE)</td> </tr> </tbody> </table>				S. No.	Stock Exchange Name	Code	1	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)		
S. No.	Stock Exchange Name	Code									
1	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)									
viii Number of Registrar and Transfer Agent	1										
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 20%;">CIN of the Registrar and Transfer Agent</th> <th style="width: 25%;">Name of the Registrar and Transfer Agent</th> <th style="width: 25%;">Registered office address of the Registrar and Transfer Agents</th> <th style="width: 30%;">SEBI registration number of Registrar and Transfer Agent</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">U67120TN1998PLC041613</td> <td style="text-align: center;">CAMEO CORPORATE SERVICES LIMITED</td> <td style="text-align: center;">SUBRAMANIANBUILDINGNo.1 CLUBHOUSE ROAD, CHENNAI, Tamil Nadu, India, 600002</td> <td style="text-align: center;">INR000003753</td> </tr> </tbody> </table>				CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent	U67120TN1998PLC041613	CAMEO CORPORATE SERVICES LIMITED	SUBRAMANIANBUILDINGNo.1 CLUBHOUSE ROAD, CHENNAI, Tamil Nadu, India, 600002	INR000003753
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U67120TN1998PLC041613	CAMEO CORPORATE SERVICES LIMITED	SUBRAMANIANBUILDINGNo.1 CLUBHOUSE ROAD, CHENNAI, Tamil Nadu, India, 600002	INR000003753								
ix * (a) Whether Annual General Meeting (AGM) held	☒ Yes ☐ No										
(b) If yes, date of AGM (DD/MM/YYYY)	01/07/2026										
(c) Due date of AGM (DD/MM/YYYY)	30/09/2026										
(d) Whether any extension for AGM granted	☐ Yes ☒ No										
(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension											
(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)											

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities

1

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	25	Manufacture of fabricated metal products, except machinery and equipment	100

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i *No. of Companies for which information is to be given

4

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1	U27209TN1981PLC008630		AXLES INDIA LIMITED	Associate	12.51
2	U35999TN2017PLC116976		WIL CAR WHEELS LIMITED	Subsidiary	74.00
3		3005581	WIL USA INC	Subsidiary	100.00
4		HRB755114	WIL Europe GmbH	Subsidiary	100.00

IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
-------------	--------------------	----------------	--------------------	-----------------

Total number of equity shares	96500000.00	24433012.00	24433012.00	24433012.00
Total amount of equity shares (in rupees)	965000000.00	244330120.00	244330120.00	244330120.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity shares having a face value of Rs.10 each				
Number of equity shares	96500000	24433012	24433012	24433012
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	965000000	244330120	244330120	244330120

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	700000.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	70000000.00	0.00	0.00	0.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Preference shares having a face value of Rs.100 each				
Number of preference shares	700000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	70000000.00	0.00	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	135964	24297048	24433012.00	244330120	244330120	
Increase during the year	0.00	17770.00	17770.00	17770.00	17770.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify additional 17770 shares were dematted during the year		17770		17770	17770	
Decrease during the year	17770.00	0.00	17770.00	17770.00	17770.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify additional 17770 shares were dematted during the year	17770		17770.00	17770	17770	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
At the end of the year	118194.00	24314818.00	24433012.00	244330120.00	244330120.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify 0	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify 0	0	0	0.00	0	0	
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

INE715A01015

ii Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		
Before split / Consolidation	Number of shares	
	Face value per share	
After split / consolidation	Number of shares	
	Face value per share	

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

☒ Nil

Number of transfers

Attachments:

1. Details of shares/Debentures Transfers

iv Debentures (Outstanding as at the end of financial year)

(a) Non-convertible debentures

*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(d) Summary of Indebtedness

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

v Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V Turnover and net worth of the company (as defined in the Companies Act, 2013)

i *Turnover

50983534272.5

ii * Net worth of the Company

9731390294.65

VI SHARE HOLDING PATTERN

A Promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	0	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00

5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	14246536	58.31	0	0.00
10	Others 				
	Total	14246536.00	58.31	0.00	0

Total number of shareholders (promoters)

3

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	5346599	21.88	0	0.00
	(ii) Non-resident Indian (NRI)	275706	1.13	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	136383	0.56	0	0.00
4	Banks	0	0.00	0	0.00

5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	2217939	9.08	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	1628409	6.66	0	0.00
10	Others	581440	2.38	0	0.00
	HUF, FPI, IEPF&Other				
	Total	10186476.00	41.69	0.00	0

Total number of shareholders (other than promoters)

22674

Total number of shareholders (Promoters + Public/Other than promoters)

22677.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	7448
2	Individual - Male	14297
3	Individual - Transgender	0
4	Other than individuals	932
	Total	22677.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	3	3
Members (other than promoters)	24614	22674
Debenture holders	0	0

VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A Promoter	0	0	0	0	0	0
B Non-Promoter	1	6	1	5	0.46	0.20
i Non-Independent	1	2	1	1	0.46	0.2
ii Independent	0	4	0	4	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	0	0	0	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0
v Others	0	0	0	0	0	0
Total	1	6	1	5	0.46	0.20

*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
SRIVATS RAM	00063415	Managing Director	211876	
SANTHANAM VIJI	00139043	Director	539	
RAGHAVENDRA RAGHUTTAMA RAO	00146230	Director	0	
SUMITHRA GOMATAM	07262602	Director	0	
RISHIKESHA THIRUVENKATA KRISHNAN	00064067	Director	0	
MUTHU RAJU PARAVASA RAJU VIJAY KUMAR	05170323	Director	0	
P RAMESH	ACWPR3410K	CFO	0	
LAKSHMI VISWANATHAN KUNISSERY	AKSPK8194K	Company Secretary	0	

B (ii) *Particulars of change in director(s) and Key managerial personnel during the year

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
SANTHANAM RAM	00018309	Director	30/03/2026	Cessation
SRIVATS RAM	00063415	Managing Director	31/03/2026	Change in designation

IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

*Number of meetings held

1

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General meeting	17/07/2025	23828	83	75.99

B BOARD MEETINGS

*Number of meetings held

7

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	07/04/2025	7	7	100
2	20/05/2025	7	6	85.71
3	25/06/2025	7	7	100
4	05/08/2025	7	7	100
5	31/10/2025	7	7	100
6	29/01/2026	7	6	85.71
7	30/03/2026	7	7	100

C COMMITTEE MEETINGS

Number of meetings held

22

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit committee	20/05/2025	3	3	100
2	Audit committee	30/05/2025	3	3	100
3	Audit committee	25/06/2025	3	3	100
4	Audit committee	05/08/2025	3	3	100
5	Audit committee	14/08/2025	3	3	100
6	Audit committee	31/10/2025	3	3	100
7	Audit committee	14/11/2025	3	3	100
8	Audit committee	29/01/2026	3	3	100
9	Audit committee	24/02/2026	3	3	100

10	Nomination and remuneration committee	29/04/2025	3	2	66.67
11	Nomination and remuneration committee	19/05/2025	3	3	100
12	Nomination and remuneration committee	25/03/2026	3	3	100
13	Stakeholders Relationship committee	18/04/2025	3	3	100
14	Stakeholders Relationship committee	27/06/2025	3	3	100
15	Stakeholders Relationship committee	05/08/2025	3	3	100
16	Stakeholders Relationship committee	12/09/2025	3	3	100
17	Stakeholders Relationship committee	07/10/2025	3	3	100
18	Stakeholders Relationship committee	30/12/2025	3	3	100
19	Corporate Social Responsibility committee	25/04/2025	3	3	100
20	Corporate Social Responsibility committee	21/07/2025	3	2	66.67
21	Risk Management Committee	29/08/2025	7	6	85.71
22	Risk Management Committee	12/03/2026	7	6	85.71

D ATTENDANCE OF DIRECTORS

S. N o	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								01/07/2026 (Y/N/NA)
1	SRIVATS RAM	7	7	100	4	4	100	Yes
2	SANTHANAM VIJI	7	7	100	20	20	100	Yes

3	RAGHAVENDRA RAGHUTTAMA RAO	7	7	100	20	20	100	Yes
4	SUMITHRA GOMATAM	7	6	85	7	5	71	Yes
5	RISHIKESHA THIRUVENKATA KRISHNAN	7	6	85	0	0	0	Yes
6	MUTHU RAJU PARAVASA RAJU VIJAY KUMAR	7	7	100	11	11	100	Yes

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

A *Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	SRIVATS RAM	Managing Director	35857000	30000000	0	0	65857000.00
	Total		35857000.00	30000000.00	0.00	0.00	65857000.00

B *Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	P RAMESH	CFO	14359576.52				14359576.52
2	LAKSHMI VISWANATHAN KUNISSERY	Company Secretary	3677738.28				3677738.28
	Total		18037314.80	0.00	0.00	0.00	18037314.80

C *Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	SANTHANAM RAM	Director	0	2000000	0	290000	2290000.00
2	SANTHANAM VIJI	Director	0	1200000	0	650000	1850000.00
3	RAGHAVENDRA RAGHUTTAMA RAO	Director	0	1800000	0	830000	2630000.00
4	SUMITHRA GOMATAM	Director	0	1200000	0	400000	1600000.00

5	RISHIKESHA THIRUVENKATA KRISHNAN	Director	0	1200000	0	300000	1500000.00
6	MUTHU RAJU PARAVASA RAJU VIJAY KUMAR	Director	0	2000000	0	780000	2780000.00
	Total		0.00	9400000.00	0.00	3250000.00	12650000.00

XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year

☒ Yes

☐ No

B If No, give reasons/observations

XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A *DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/
DIRECTORS/OFFICERS

☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

B *DETAILS OF COMPOUNDING OF OFFENCES

☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

22677

XIV Attachments

(a) List of share holders, debenture holders

Details of Shareholder or
Debenture holder.xlsm

(b) Optional Attachment(s), if any

WIL_Designate official.pdf
Form Mgt-8-.pdf
WIL Share transfer.pdf
WIL Control.pdf
WIL share transfer - 1.pdf

XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of WHEELS INDIA LIMITED as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on (DD/MM/YYYY) 31/03/2026

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in

compliance with the provisions of the Act
10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15 acceptance/ renewal/ repayment of deposits;
16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

RAMANATHA
N
NACHIAPPAN
Digitally signed by
RAMANATHAN
NACHIAPPAN
Date: 2026.08.29
17:07:56 +05'30'

Name

RAMANATHAN NACHIAPPAN

Date (DD/MM/YYYY)

27/08/2026

Place

CHENNAI

Whether associate or fellow:

☐ Associate ☒ Fellow

Certificate of practice number

1*0*4

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person

AKSPK8194K

*(b) Name of the Designated Person

LAKSHMI VISWANATHAN
KUNISSERY

Declaration

I am authorised by the Board of Directors of the Company vide resolution number*

68

dated*

(DD/MM/YYYY)

06/11/2017

to sign this form and declare that all the requirements of Companies Act, 2013

and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.

2 All the required attachments have been completely and legibly attached to this form.

***To be digitally signed by**

Srivats
Ram

Digitally signed by
Srivats Ram
Date: 2026.08.28
16:58:57 +05'30'

***Designation**

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

***DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator**

0*0*3*1*

***To be digitally signed by**

LAKSHMI
VISWANATHA
N KUNISSERY

Digitally signed by
LAKSHMI
VISWANATHAN
KUNISSERY
Date: 2026.08.28
16:57:08 +05'30'

☒ Company Secretary ☐ Company secretary in practice

***Whether associate or fellow:**

☒ Associate ☐ Fellow

Membership number

1*0*0

Certificate of practice number

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)

AC5605052

eForm filing date (DD/MM/YYYY)

28/08/2026

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

S Dhanapal & Associates LLP **(A Firm of Practising Company Secretaries)**

LLPIN ACB - 0368

(Regd. with Limited Liability Under the LLP Act, 2008)

Designated Partners :

S. Dhanapal, B.Com., B.A.B.L., F.C.S

N. Ramanathan, B.Com., F.C.S

Smita Chirimar, M.Com., F.C.S, DCG(ICSI)

Form No. MGT-8

[Pursuant to Section 92(2) of the Companies Act, 2013 and
Rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **M/s. WHEELS INDIA LIMITED** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the Rules made thereunder for the financial year ended on **31st March, 2026**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

- A. the Annual Return appears to state the facts as at the close of the aforesaid financial year correctly and adequately;
- B. during the aforesaid financial year, as per the information made available to us by the Company, the Company has generally complied with provisions of the Act and Rules made there under in respect of the following requirements as per details given below:
 - 1) the Company is a Listed Public Limited Company and there appears no change in its status under the Act during the financial year under review;
 - 2) the maintenance of registers/records of the company as produced to us for our verification, appears to be as prescribed under the Act and the making of entries therein appears to be within the time prescribed thereof;
 - 3) the filing of forms and returns as stated in the Annual Return, records of the Company made available to us and as available on the Web portal of Ministry of Corporate Affairs for public viewing as on 25.07.2026 with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities whether within/beyond the prescribed time provided under the Act is given in **Annexure - A**;
 - 4) the calling/ convening/ holding meetings of Board of Directors or its committees, and the meetings of the Members of the Company on due dates as stated in the Annual Report and as per records produced to us, in respect of which meetings, proper notices were reported to have been given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been reported to be properly recorded in the Minutes Book/registers maintained for the purpose and the same have been signed;



N. Dhanapal

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- 5) Register of Members remained closed from 25.06.2025 to 01.07.2025 (both days inclusive) during the financial year for the payment of dividend;
- 6) as per the Audited Financial Statements of the Company as on 31st March, 2026 as adopted by the Members of the Company in the Annual General Meeting held on 1st July, 2026 and as produced to us for our verification, the Company has not granted any advances/loans/guarantees/securities falling under the provisions of Section 185 of the Act during the financial year;
- 7) as per the Audited Financial Statements of the Company as on 31st March, 2026 as adopted by the Members of the Company in the Annual General Meeting held on 1st July, 2026 and as produced to us for our verification, there appear contracts/arrangements with related parties during the financial year which the management has confirmed are in the ordinary course of business and undertaken on arm's length basis with requisite approval of audit committee/ Board;
- 8) based on records of the Company as on 31.03.2026, annual report of the Company for the year ended 31.03.2026 and other records of the Company, produced to us for verification, there appears no issue or allotment or buy back of securities / redemption of preference shares or debentures / alteration or reduction of share capital / conversion of shares / securities, during the year under the review;
- 9) as per the information provided to us, there are no transaction during the year ended 31st March 2026 necessitating the keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
- 10) as reported to us, there was declaration/ payment of dividend, transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act during the financial year as per details given in **Annexure - B**;
- 11) as per the Audited Financial Statements of the Company as on 31st March, 2025 as adopted by the Members of the Company in the Annual General Meeting held on 17th July, 2025 and as produced to us for our verification, the signing of Audited Financial Statements appears to be as per the provisions of Section 134 of the Act and Report of Board of Directors is largely in compliance thereof;
- 12) based on the annual report of the Company for the year ended 31.03.2026 and other records of the Company produced to us for our verification, the constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies, as the case may be, the disclosures of interest or concern of the Directors, Key Managerial Personnel and the remuneration paid to them is as given in **Annexure - C**;
- 13) the filing of return for appointment of auditors as per the provisions of section 139 of the Companies Act 2013 did not arise during the year



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- 14) based on the annual report of the Company for the year ended 31.03.2026 and other records of the Company produced to us for our verification, no approval appears to have been taken from the Central Government, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act during the year.
- 15) acceptance/ renewal/ repayment of deposits by the Company as on 31.03.2026 appear to be within the limits prescribed under the Companies Act, 2013 and the Rules framed thereunder;
- 16) as per the Audited Financial Statements of the Company as on 31st March, 2026 as adopted by the Members of the Company in the Annual General Meeting held on 1st July, 2026 and as produced to us for our verification, the borrowings of the Company from its Banks / financial institutions appear to be within the limits prescribed under the Act and creation/ modification/ satisfaction of charges in that respect, wherever applicable, appears to have been filed with the Registrar of Companies as per details in **Annexure A**;
- 17) as per the Audited Financial Statements and the Report of Board of Directors of the Company as on 31st March, 2026 as adopted by the Members of the Company in the Annual General Meeting held on 1st July, 2026 and as produced to us for our verification, the loans, investments, guarantees, securities, as the case may be, given by the company appears to be within the limits prescribed under Section 186 of the Act;
- 18) there appears no alteration of the provisions of the Memorandum and Articles of Association of the Company during the financial year under review.

For S DHANAPAL & ASSOCIATES LLP
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N. Ramanathan

PLACE: CHENNAI
DATE: 27-08-2026



N.RAMANATHAN
PARTNER
C.P.NO.:11084
MEMBERSHIP NO.:F6665
UDIN: F006665H001254450



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ANNEXURE - A

**LIST OF FORMS FILED DURING THE FINANCIAL YEAR FROM 1st APRIL, 2025 TO
31st MARCH, 2026**

A.) WITH THE REGISTRAR OF COMPANIES*:

Sl. No.	Form No.	Section under Companies Act, 2013	Description	Date of filing	Whether filed within prescribed time	If delay in filing whether requisite additional fee paid
1.	CHG-1	Pursuant to sections 77,78 and 79 and pursuant to Section 384 read with 77,78 and 79 of the Companies Act, 2013 and Rule 3(1) and 13 of the Companies (Registration of Charges) Rules 2014	Application for registration of creation, modification of charge (other than those related to debentures) including particulars of modification of charge by Asset Reconstruction Company in terms of Securitization and Reconstruction of Financial Assets and Enforcement of Securities Interest Act, 2002 (SARFAESI)	04.04.2025	YES	NA
2.	MGT-14	[Pursuant to 117(1) of The Companies Act, 2013 and Rule 24 of The Companies (Management and Administration) Rules, 2014]	Filing of Resolutions and agreements to the Registrar	22.04.2025	YES	NO
3.	GNL-2	[Pursuant to the rule 12(2) of the Companies (Registration Offices and Fees) Rules, 2014]	Form for submission of documents with the Registrar	26.05.2025	YES	NA
4.	MGT-14	Pursuant to 117(1) of The Companies Act, 2013 and Rule 24 of The Companies (Management and Administration) Rules, 2014	Filing of Resolutions and agreements to the Registrar	10.06.2025	YES	NA



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Sl. No.	Form No.	Section under Companies Act, 2013	Description	Date of filing	Whether filed within prescribed time	If delay in filing whether requisite additional fee paid
5.	DPT-3	[Pursuant to rule 16 and rule 16A of the Companies (Acceptance of Deposits) Rules, 2014]	Return of deposits	28.06.2025	YES	NA
6.	MGT-14	Pursuant to 117(1) of The Companies Act, 2013 and Rule 24 of The Companies (Management and Administration) Rules, 2014	Filing of Resolutions and agreements to the Registrar	17.07.2025	YES	NA
7.	MGT-14	Pursuant to 117(1) of The Companies Act, 2013 and Rule 24 of The Companies (Management and Administration) Rules, 2014	Filing of Resolutions and agreements to the Registrar	21.07.2025	YES	NA
8.	MGT-15	[Pursuant to the rule 12(2) of the Companies (Registration Offices and Fees) Rules, 2014]	Form for filing Report on Annual General Meeting	22.07.2025	YES	NA
9.	MGT-14	Pursuant to 117(1) of The Companies Act, 2013 and Rule 24 of The Companies (Management and Administration) Rules, 2014	Filing of Resolutions and agreements to the Registrar	25.08.2025	YES	NA
10.	AOC-4 XBRL	[Pursuant to section 137 of the Companies Act, 2013 and rule 12(2) of the Companies (Accounts) Rules, 2014]	Form for filing XBRL document in respect of financial statement and other documents with the Registrar	29.08.2025	NO	YES**
11.	MGT-7	[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules,	Annual Return (other than OPCs and Small Companies)	08-09-2025	YES	NA



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Sl. No.	Form No.	Section under Companies Act, 2013	Description	Date of filing	Whether filed within prescribed time	If delay in filing whether requisite additional fee paid
		2014]				
12.	MGT-6	[Pursuant to section 89(6) of The Companies Act, 2013 and pursuant to rule 9(3) of The Companies (Management and Administration) Rules, 2014]	Return to the Registrar in respect of declaration under section 89 received by the company	17.10.2025	YES	NO
13.	GNL-2	Pursuant to the rule 12(2) of the Companies (Registration Offices and Fees) Rules, 2014]	Form for submission of documents with the Registrar	04.11.2025	YES	NA
14.	MGT-14	Pursuant to 117(1) of The Companies Act, 2013 and Rule 24 of The Companies (Management and Administration) Rules, 2014	Filing of Resolutions and agreements to the Registrar	19.11.2025	YES	NA
15.	CHG-1	Pursuant to sections 77, 78 and 79 and pursuant to Section 384 read with 77, 78 and 79 of the Companies Act, 2013 and Rule 3(1) and 13 of the Companies (Registration of Charges) Rules 2014	Application for registration of creation, modification of charge (other than those related to debentures) including particulars of modification of charge by Asset Reconstruction Company in terms of Securitization and Reconstruction of Financial Assets and Enforcement of Securities Interest Act, 2002 (SARFAESI)	29.12.2025	YES	NA





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**Since the MCA portal was updated from V2 to V3, certain technical issues were encountered during the filing process, which resulted in a delay in filing the form. The requisite additional filing fees were duly paid in accordance with the applicable provisions. Subsequently, the MCA extended the filing timeline up to 31 January 2026, thereby providing additional time for compliance.

B.FORMS FILED WITH REGIONAL DIRECTOR,CENTRAL GOVERNMENT, THE TRIBUNAL, COURT OR OTHER AUTHORITIES

S. No.	Form No.	Under Section	Description	Authority	Date of filing	Whether filed within prescribed time
1.	CRA-2	Pursuant to section 148(3) of Companies Act, 2013 and rule 6(2) & 6(3A) of the Companies (Cost Records and Audit) Rules, 2014	Form of intimation of appointment of cost auditor by the company to Central Government	Central Government	10/06/2025	YES
2.	CRA-4	[Pursuant to Section 148(6) of Companies Act, 2013 and rule 6(6) of the Companies (cost records and audit) Rules, 2014]	Form for filing Cost Audit Report with the Central Government	Central Government	30/08/2025	YES



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ANNEXURE B

DETAILS OF DIVIDEND PAID DURING THE FINANCIAL YEAR FROM 1ST APRIL, 2025 TO 31ST MARCH, 2026

Date of Declaration	Amount	Date of transfer to separate bank account	Due date of Payment	Actual date of payment
17-07-2025	Rs 17,17,64,074/- Rs. 7.03 per equity shares of Rs.10/- each as Dividend for the FY2025-2026	22.07.2025	16.08.2025	31.07.2025

AMOUNT TRANSFERRED TO IEPF DURING THE FINANCIAL YEAR (FORM IEPF-1)

Sl. No	DATE OF TRANSFER TO UNPAID DIVIDEND ACCOUNT	AMOUNT TRANSFERRED TO IEPF AUTHORITY DURING THE FY 2025-26(Rs.)	RELATING TO DIVIDEND / DEPOSITS	DATE OF FILING OF FORM	SRN FOR TRANSFER OF AMOUNT	SRN OF FORM IEPF-1 FILED
1.	14.03.2018	246054.00	Interim Dividend	07-04-2025	AB3251869	AB3251869
2.	19.09.2018	330714.00	Final Dividend	10-10-2025	AB8113120	AB8113120
Deposit						
3.	19.06.2018	22050	Transfer of unclaimed interest on matured depositsto IEPF Authority	15/07/2025	AB5420881	AB5420881
4.	23.08.2018	30000.00	Transfer of unclaimed interest on matured depositsto IEPF Authority	12/09/2025	AB6748511	AB6748511
5.	02.11.2018	96950.00	Transfer of unclaimed interest on matured depositsto IEPF Authority	27/11/2025	AB9348425	AB9348425
6.	12.12.2018	25000.00	Transfer of	05/01/2026	AC1001506	AC1001506



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Sl. No	DATE OF TRANSFER TO UNPAID DIVIDEND ACCOUNT	AMOUNT TRANSFERRED TO IEPF AUTHORITY DURING THE FY 2025-26(Rs.)	RELATING TO DIVIDEND / DEPOSITS	DATE OF FILING OF FORM	SRN FOR TRANSFER OF AMOUNT	SRN OF FORM IEPF-1 FILED
			unclaimed interest on matured deposits to IEPF Authority			
7.	17.07.2025	236740	Transfer of unclaimed interest on matured deposits to IEPF Authority	31.07.2025	AB5769252	AB5769252
8.	29.01.2026	175333	Transfer of unclaimed interest on matured deposits to IEPF Authority	18.02.2026	AC2347165	AC2347165

STATEMENT OF UNCLAIMED AND UNPAID

AMOUNTS AND DETAILS OF NODAL OFFICER (FORM IEPF-2)

DATE OF FILING OF FORM	PURPOSE OF THE FORM	FY ENDED	SRN
09.09.2025	Statement of unclaimed and unpaid amounts	31.03.2025	AB6594180

SHARES TRANSFERRED TO IEPF DURING THE FINANCIAL YEAR (FORM IEPF-4)

S.NO	DATE OF FILING OF FORM	NO. OF SHARES TRANSFERRED TO IEPF DURING THE FINANCIAL YEAR 2025-26	NOMINAL AMOUNT OF SHARES TRANSFERRED TO THE IEPF ACCOUNT (Amount in Rs.)	SRN OF FORM IEPF-4 FILED
1	22/04/2025	626	6260	AB3557111
2	30/04/2025	22100	221000	AB3760440
3	05/11/2025	22100	221000	AB8822965



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4	06/11/2025	504	5040	AB8849811
5	18/02/2026	22100	221000	AC2357959



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ANNEXURE - C

DETAILS OF BOARD OF DIRECTORS / KEY MANAGERIAL PERSONNEL DURING THE
FINANCIAL YEAR FROM 1ST APRIL, 2025 TO 31ST MARCH, 2026

Name	Designation	Date of Appointment	Date of Cessation	Details of Remuneration (including commission)/ Sitting Fees(gross)paid for FY 2025-26 (Rs. in Lakhs)	Date of disclosure of interest
Mr. Santhanam Ram	Non-Executive Director	28/05/1974	30.03.2026	22.9	01 st April 2025
Mr. Srivats Ram	Chairman & Managing Director	01/10/2000	-	658.57	01 st April 2025
Mr. Santhanam Viji	Non-Executive Director	31/07/1986	-	18.5	01 st April 2025
Mr. Raghavendra Raghuttama Rao	Independent Director	13/11/2018	-	26.3	01 st April 2025
Ms. Sumithra Gomatam	Independent Director	24/04/2019	-	16	01 st April 2025
Dr. Rishikesh T Krishnan	Independent Director	04/11/2019	-	15	01 st April 2025
Mr. Muthu Raju Paravasa Raju Vijay Kumar	Independent Director	12/10/2024	-	27.8	01 st April 2025
Mr. P Ramesh	CFO	01/11/2022	-	143.59	NA
Ms. K V Lakshmi	Company Secretary	06/11/2017	-	36.77	NA



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