Telephone Nos. :
Regd. Office : (044) 28522745
Factory : (044) 26234300
(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.

**July 13, 2026**

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

**Symbol: WHEELS**

To
**BSE Limited,**
The Corporate Relationship Department,
1st Floor New Trading Wing, Rotunda Building,
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai – 400 001

**Scrip code: 590073**

Dear Sir / Madam**,**

**Subject: Notice of Postal Ballot - Disclosure under Regulation 30 of the SEBI LODR**

**Reference: Our letters dated July 6, 2026 and July 10, 2026 in connection with the fund raising, subject to approval of the members**

Please note that pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI LODR'), please find enclosed a copy of the Postal Ballot Notice seeking approval of members of the Company for fund raising by way of issuance of securities in one or more tranches through permissible modes as set out in the postal ballot notice.

In compliance with the requisite circulars issued by Ministry of Corporate Affairs, the Notice of Postal Ballot is being sent on **July 13, 2026 (Monday)** through electronic mode to those Members whose names appear in the Register of Members / list of Beneficial Owners as received from M/s. National Securities Depository Limited ('NSDL') and M/s. Central Depository Services (India) Limited ('CDSL'), as on the **cut-off date** of **Friday, July 03, 2026** and whose e-mail addresses are registered with the Company / Registrar and Share Transfer Agent ('RTA') / NSDL / CDSL.

Further, the Company has engaged the services of CDSL for the purpose of providing e-voting facility to the Members. The e-voting period will commence from Tuesday, **July 14, 2026** at **9 :00 A.M. (IST)** and ends on Wednesday, **August 12, 2026** at **5:00 P.M. (IST)**. The results of postal ballot will be announced not later than two days of conclusion of the voting through Postal Ballot.

The above notice is also being made available on the website of the Company at https://wheelsindia.com

You are requested to take the same on your records and disseminate on your website**.**

Thanking you.

Yours faithfully,

For **Wheels India Limited**

LAKSHMI
VISWANATHA
N KUNISSERY

Digitally signed by LAKSHMI VISWANATHAN KUNISSERY
Date: 2026.07.13 16:36:09 +05'30'

**K V Lakshmi**
**Company Secretary & Compliance Officer**

Encl.: a/a

# WHEELS INDIA LIMITED

**CIN: L35921TN1960PLC004175**
Registered Office: No. 21, Patullos Road, Chennai, Tamil Nadu 600002 Phone : 044-26234311 / 044-28522745
e-mail ID: investorservices@wheelsindia.com; Website: https://wheelsindia.com

## NOTICE OF POSTAL BALLOT

Dear Member(s),

NOTICE is hereby given to the members of **Wheels India Limited** (the "Company"), pursuant to Sections 108 and 110 of the Companies Act, 2013 (the "Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended ("Management Rules") read with the circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, May 05, 2022, December 28, 2022, September 25, 2023, September 19, 2024 and September 22, 2025 (collectively referred to as "MCA Circulars"), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the "SEBI LODR") read with relevant circulars issued by SEBI (the "SEBI circulars") and other applicable provisions of the Act, rules, circulars and notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the Special Resolution(s) as set out in this Notice are proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means only ("remote e-voting").

In compliance with the relevant provisions of the Act read with applicable MCA circulars and Regulation 44 of the SEBI LODR, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / RTA / Depositories. If your e-mail address is not registered with the Company/ RTA / Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communication of the assent or dissent of the Members on the resolutions would only take place through the remote e-voting.

The proposed resolutions along with the explanatory statement pursuant to Section 102 of the Act and other applicable laws setting out the material facts and the reasons for the proposed resolutions is appended for your consideration.

### SPECIAL BUSINESS:

**ITEM NO. 1: APPROVAL FOR RAISING OF THE FUNDS THROUGH QUALIFIED INSTITUTIONAL PLACEMENT (QIP)/ EXTERNAL COMMERCIAL BORROWINGS (ECBs) WITH RIGHTS OF CONVERSION INTO SHARES/ OPTIONALLY OR COMPULSORILY CONVERTIBLE REDEEMABLE PREFERENCE SHARES (OCPS/CCPS) ETC. PURSUANT TO COMPANIES ACT, 2013:**

To consider and if thought fit, to pass, the following resolution as a Special resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62, 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 (**"Companies Act"**), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof), the provisions of the Memorandum of Association and the Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**"SEBI ICDR Regulations"**), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, as amended (**"SCRR"**) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), the listing / trading agreements entered into by the Company with National Stock Exchange of India Limited and BSE Limited, as applicable (**"Stock Exchanges"**) on which the equity shares having face value of Rs. 10/- each of the Company (**"Equity Shares"**) are listed and / or traded, the provisions of the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, as amended (the **"FEMA"**), including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, Foreign Exchange Management (Debt Instruments) Rules, 2019, as amended, the extant Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, (the **"Debt Listing Regulations")**, the Reserve Bank of India Master Directions on Foreign Investment in India, 2018 and subject to other applicable rules, regulations and guidelines issued by the Ministry of Corporate Affairs (**"MCA"**), Registrar of Companies, Tamil Nadu and Andaman at Chennai, (**ROC, Chennai**) Securities and Exchange Board of India (**"SEBI"**), Reserve Bank of India (**"RBI"**), Government of India (**"GoI"**), Stock Exchanges and/ or any competent statutory, regulatory, governmental or any other authorities (herein referred to as **"Applicable Regulatory Authorities"**), from time to time and to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary or required from the Applicable Regulatory Authorities in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any or all of them while granting any such approvals, permissions, consents and / or sanctions, which may be agreed to by the board of directors of the Company (hereinafter referred to as the "Board", which term shall include any committee thereof which the Board may duly have constituted to exercise its powers including the powers conferred by this Resolution), consent, authority and approval of the Members of the Company, be and is hereby accorded to the Board and the Board be and is hereby authorised to create, offer, issue and allot (including with provisions for reservations on firm and/ or competitive basis, or such part of issue and for such categories of persons, comprising of individuals including employees, non individuals as may be permitted) any instrument or securities, including such number of equity shares and equity linked instruments, including convertible preference shares, non-convertible debt instruments, fully convertible debentures, partly convertible debentures, and/or any other securities convertible into equity shares (including warrants or otherwise), (all of which are hereinafter collectively referred to as "Securities") or any combination of Securities, in one or more tranches, in the course of domestic offerings, in one or more foreign markets and/or domestic markets, through public and/ or private offerings and/or rights offering and/ or by way of preferential allotment (including Qualified Institutions Placement (**"QIP"**)), or any combination thereof, through issue of prospectus and/or offer letter and/or preliminary placement document, and/ or other permissible/ requisite offer documents to any eligible person, including Qualified Institutional Buyers (**"QIBs"**) as defined under the SEBI ICDR Regulations, or otherwise, including venture capital funds, foreign venture capital investor registered with SEBI, alternate investment funds, foreign institutional investors, foreign portfolio investors (other than individuals, corporate bodies and family offices), public financial institution, scheduled commercial bank, Indian and/or multilateral and bilateral development financial institutions, mutual funds, non-resident Indians, pension funds, institution, state industrial development corporation, insurance company registered with the Insurance Regulatory and Development Authority of India, provident fund with minimum corpus of ₹25 crores (Twenty Five Crores), pension fund with minimum corpus of ₹25 crore (Twenty Five Crores) registered with the Pension Fund Regulatory and Development Authority established under Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, qualified foreign investors and/ or any other categories of investors, whether they be holders of Securities of the Company or not (collectively called the "Investors"), as may be decided by the Board in its discretion and permitted under applicable laws and regulations, for an aggregate consideration of up to ₹400 Crores (Rupees four hundred crores only) (inclusive of such premium as may be fixed on such Securities) at such time or times, at such price or prices, at a discount or premium to market price or prices, as permitted under applicable laws and in such manner/ combination and on such terms and conditions including security, rate of interest etc. and any other matters incidental thereto as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment of Securities shall be made to the exclusion of other categories of Investors at the time of such creation, offer, issue and allotment, as may be prescribed under applicable laws, including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Company, in such manner and on such terms and conditions as may be deemed appropriate by the Board / Committee in its absolute discretion including the discretion to determine the categories of Investors to whom to offer, issue and allot such Securities, and without requiring any further approval or consent from the shareholders at the time of such issue and allotment, considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) appointed and/or to be appointed by the Board/Committee, in Indian Rupees as may be determined by the Board/Committee (the "Issue").

**RESOLVED FURTHER THAT** pursuant to the above-mentioned resolution:

1. the Securities proposed to be offered, issued and allotted shall be fully paid up and dematerialized and shall be subject to the provisions of the Memorandum and Articles of Association of the Company, the Act and other applicable laws;

2. the Equity Shares that may be issued by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects including entitlement to dividend and voting rights, if any, from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;

3. the application for allotment of Equity Shares through the Issue shall be in accordance with the SEBI ICDR Regulations.

4. the number and/or price of the Equity Shares to be issued on conversion of Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of equity shares by way of capitalization of profits or reserves or any such capital or corporate re-organisation or restructuring;"

**RESOLVED FURTHER THAT** if any issue of Securities is made by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations:

1. Equity Shares shall be in dematerialised form and fully paid-up only.

2. the allotment of Eligible Securities shall only be to Qualified Institutional Buyers ('QIBs') as defined in the SEBI ICDR Regulations;

3. the Eligible Securities to be issued shall be listed with the stock exchanges, where the existing securities of the Company are listed;

4. the allotment of the Securities, or any combination of Securities as may be decided by the Board, shall be completed within 365 days from the date of passing of the special resolution by the Members or such other time as may be allowed under the Act/ SEBI ICDR Regulations from time to time;

5. the Securities shall not be eligible to be sold by the allottee for a period of 1 year from the date of allotment, except on a recognized stock exchange, or except as may be permitted under the SEBI ICDR Regulations;

6. the relevant date for the purpose of pricing of the Securities shall be the date of the meeting in which the Board decides to open the QIP and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations;

7. the minimum number of allottees shall not be less than two, where the issue size is less than or equal to Rs. 250 crores and five, where the issue size is greater than Rs. 250 crores;

8. in the event that convertible securities and/or warrants which are convertible into Equity Shares of the Company are issued along with non-convertible debentures to QIBs under Chapter VI of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board / Committee decides to open the issue of such convertible securities and/or warrants simultaneously with non-convertible debentures or any other date in accordance with applicable law and such Securities shall be issued at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations;

9. the issuance and allotment of the Equity Shares by way of the QIP shall be made at such price that is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations ("Floor Price"), the Act and other applicable laws, and the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the applicable laws, including SEBI ICDR Regulations. However, the Board may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the

price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations.

10. No single allottee shall be allotted more than 50% (Fifty per cent) of the proposed issue size and a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs, and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations;

11. Application for allotment of Securities through the QIP shall be in accordance with the criteria provided under Chapter VI of the SEBI ICDR Regulations. No allotment shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company. QIBs under the same group/control shall be considered a single allottee.

12. the SEBI registered credit rating agency will monitor the use of proceeds and submit its report in the specified format of Schedule XI of SEBI ICDR Regulations on quarterly basis till hundred percent of the proceeds have been utilized.

13. The Company shall not undertake any subsequent QIP until the expiry of 2 weeks (or such other period as prescribed under SEBI Regulations) from the date of the prior QIP made pursuant to one or more special resolutions.

14. The tenure of the convertible Eligible Securities issued through QIP shall not exceed 60 months or such other period permitted under law, from the date of allotment;

**RESOLVED FURTHER THAT** if any issue of Securities is made by way of a rights issue to the existing shareholders of the Company as on a record date to be determined, including reservation of Equity Shares in favour of holders of outstanding convertible debt instruments, if any, as on a record date to be determined, in terms of Chapter III of the SEBI Regulations ("Rights Issue"), the same shall be on such other terms and conditions as may be mentioned in the draft letter of offer to be issued by the Company in respect of the Rights Issue, including:

1. rights to the existing shareholders to whom the offer is made to renounce, the Equity Shares being offered, in favour of any other person(s);

2. the persons to whom the Equity Shares are being issued shall be entitled to apply for additional Equity Shares in the Rights Issue;

3. the manner in which allotment of the additional Equity Shares, if any, shall be made in the proportion to be decided by the Board at its discretion;

4. the Securities to be so created, offered, issued, and allotted shall rank pari passu in all respects with the existing Securities of the Company except for payment of dividend which will be pro-rata from the date of allotment and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company;

5. the Board may dispose of the unsubscribed portion in such manner as it may think most beneficial to the Company;

6. all monies received out of Rights Issue shall be transferred to a separate bank account maintained by the Company for the purpose of the Rights Issue;

7. the Company shall utilize the monies received pursuant to the Rights Issue upon a confirmation from the lead manager(s) to the bankers by way of copies of listing and trading approvals that all formalities in connection with the issue have been completed, in accordance with the provisions of the SEBI Regulations and other applicable laws;

8. details of all monies utilised out of the Rights Issue referred to in (7) hereinabove shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the purpose for which such monies had been utilized, or in any other manner as may be required under the applicable laws; and

9. details of all unutilised monies out of the Rights Issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the form in which such unutilised monies have been invested, or in any other manner as may be required under the applicable laws.

**RESOLVED FURTHER THAT** the issue to the holders of the Securities, which are convertible into or exchangeable with Equity Shares at a later date shall be, inter alia, subject to the following terms and conditions:

1. in the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;

2. in the event the Company is making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders;

3. in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, if and as required, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and

4. in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re-classification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

**RESOLVED FURTHER THAT** in pursuance of the aforesaid resolution the Equity Shares that may be issued by the Company (including issuance of the Equity Shares pursuant to conversion of any Securities, as the case may be in accordance with the terms of the offering) shall rank pari passu with the existing Securities of the Company in all respects.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any creation, offer, issue or allotment of Equity Shares and/ or Securities or instruments representing the same, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities, on one or more Stock Exchanges in India.

**RESOLVED FURTHER THAT** in pursuance of the aforesaid resolution the Equity Shares to be created, offered, issued, and allotted shall be subject to the provisions of the memorandum and articles of association of the Company and any Equity Shares that may be created, offered, issued and allotted by the Company shall rank pari-passu in all respects including with respect to entitlement to dividend, voting rights or otherwise with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Board or a Committee or its delegated officials be and is hereby authorised to appoint / engage Book running lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, credit rating agencies, debenture trustees, guarantors, stabilizing agents, monitoring agency and any other intermediaries, agencies and professionals as may be required to be appointed, involved or concerned in such proposed issuance and to pay them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies and to approve, finalise, execute, ratify, and/or amend/ modify agreements and documents, including any power of attorney, agreements, contracts, memoranda, documents, etc. in connection with the appointment of the aforesaid intermediaries.

**RESOLVED FURTHER THAT** the consent of the members of the Company be and is hereby accorded to the Board / Committee to open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred by this Resolution herein to any committee of directors or any director(s) of the Company or officials, in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in this regard to the Issue and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interest of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board / Committee thereof, in consultation with the Lead Manager, advisors and/or other intermediaries as may be appointed in relation to the Issue, be and is hereby authorised to do such acts, deeds, matters and take all steps as may be necessary including without limitation, the determination of the terms and conditions of the proposed fundraise and sign such documents as may be required in furtherance of, or in relation to, or ancillary to, the proposed fundraise, the date of opening and closing of the QIP, the class of investors to whom the Equity Shares are to be issued, determination of the number of Equity Shares, tranches, issue price, finalisation and approval of preliminary and final placement document(s), interest rate, listing, premium/ discount, permitted under applicable law (now or hereafter), allotment of Equity Shares, listing of securities at Stock Exchange(s) and to sign and execute all deeds, documents, undertakings, agreements, papers, declarations, and writings as may be required in this regard including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, the preliminary placement document and the placement document, placement agreement, escrow agreement, monitoring agency agreement and any other documents as may be required, approve utilisation of the issue proceeds and if issue size exceeds Rs. 100 crores, make arrangements for the use of proceeds of the issue to be monitored by a credit rating agency registered with SEBI, approve and finalise the bid cum application form and confirmation of allocation notes, seek any consents and approvals as may be required, provide such declarations, affidavits, certificates, consents and/ or authorities as required from time to time, finalize utilisation of the proceeds of the QIP, give instructions or directions and/or settle all questions, difficulties or doubts that may arise at any stage from time to time, and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the MCA, the book running lead manager(s), or other authorities or intermediaries involved in or concerned with the QIP or any other mode of issuance of Securities and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the shareholders or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to this resolution may be exercised by the Board to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and all actions taken by the Board or a duly constituted committee of the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

**RESOLVED FURTHER THAT**, Mr. Srivats Ram, Chairman and Managing Director, Mr. P Ramesh, CFO and Ms. K V Lakshmi, Company Secretary be and are hereby severally authorized by and on behalf of the Board to do all acts, deeds, matters and things including to make any filings, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, to settle any question, difficulty or doubt and to negotiate, finalize, execute and deliver all engagement / fee letters, memoranda of understanding, agreements and such other documents as they may, seek any consents and approvals, including but not limited to consent from the Company's lenders, contractual counterparties, as may be required, in their absolute discretion, deem necessary, proper or expedient or desirable to implement the aforestated resolution and to give such directions and/or instructions as they may from time to time decide and to give effect to any modifications, changes or amendments thereto, as may be necessary.

**RESOLVED FURTHER THAT** Ms. K V Lakshmi, Company Secretary be and is hereby authorised to certify the true copy of these resolutions and forward the same to any person or authority for their record and necessary action.

**By Order of the Board of Directors**
**For Wheels India Limited**

Sd/-
**K V LAKSHMI**
**Company Secretary**

Place: Chennai
Date : July 10, 2026

**REGISTERED OFFICE:**
Wheels India Limited,
CIN: L35921TN1960PLC004175
No.21, Patullos Road, Chennai,
Tamil Nadu – 600002
Tel no.: +91 44 26234311 044-28522745
e-mail ID: investorservices@wheelsindia.com
Website: https://wheelsindia.com

**NOTES:**

1. The explanatory statement pursuant to Section 102 of the Act read with Rule 22 of the Management Rules and other applicable provisions, setting out material facts and reasons in relation to the proposed business is provided in Annexure - A.

2. In compliance with the MCA circulars and SEBI circulars, the Notice is being sent by electronic mode to those Members whose names appear in the Register of Members / Beneficial Owners as received from Company's Registrar and Transfer Agent i.e., M/s Cameo Corporate Services Limited (the "RTA") / National Securities Depository Limited (the "NSDL") and Central Depository Services (India) Limited (the "CDSL") as on the cut-off date of Friday, July 3, 2026 and whose e-mail addresses are registered with the Company / RTA / Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given hereunder. Any person who is not a member of the Company shall treat this Notice for information purpose only.

3. The Members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, July 3, 2026, being the cut-off date, are entitled to vote on the Resolutions set forth in this Postal Ballot Notice. All the Members are requested to provide their assent or dissent through e-voting only.

4. In compliance with provisions of Section 108 and 110 and other applicable provisions of the Act read with the Management Rules and Regulation 44 of the SEBI LODR, the Company is offering remote e-voting facility to the Members of the Company. For this purpose, the Company has entered into an agreement with CDSL for facilitating remote e-voting to enable the Members to cast their votes electronically. The Members are requested to follow the procedure and instructions for remote e-voting as stated in the notice.

5. The resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a duly convened general meeting of the members. Further, the last date of remote e-voting shall be the date on which the resolution shall be deemed to have been passed, if approved by the 3/4$^{th}$ majority.

6. The Notice of the Postal Ballot is also available on Company's website at https://wheelsindia.com and on website of CDSL at www.evotingindia.com and also on the website of M/s. National Stock Exchange of India Limited (the "NSE") at www.nseindia.com

7. The remote e-voting period will commence from Tuesday the July 14, 2026 at 9.00 A.M. (IST) and ends on Wednesday the August 12, 2026 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 of July 3, 2026, may cast their vote by remote e-voting. The e-voting module shall be disabled by CDSL for voting thereafter. Members holding multiple folios / DEMAT accounts shall choose the voting process separately for each folio / DEMAT accounts. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

8. The Members holding shares in physical mode and who have not updated their e-mail addresses with the Company are requested to register their e-mail address with the Company's RTA at investor@cameoindia.com along with the name of the registered shareholder(s), folio number or DP ID & Client ID and number of equity shares held to enable them to exercise their vote on special business as set out in the Postal Ballot Notice through remote e-voting facility provided by CDSL.

9. Further, members holding shares in dematerialised mode are requested to register / update their e-mail addresses with the relevant Depository Participants. After successful registration of the e-mail address, a copy of this Postal Ballot Notice along with the remote e-voting user ID and password will be sent to your registered e-mail address, upon request received from the Members.

10. Corporate / Institutional members (i.e., other than individuals, HUF, NRI etc.) are also required to send scanned certified true copy (in PDF format) of the Board resolution / authority letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer with a copy marked to the Company.

11. In terms of Section 110 of the Act read with Rule 22 of the Management Rules, the Board of Directors of the Company (the "Board") had appointed M/s. S Dhanapal & Associates LLP, Practicing Company Secretaries, as scrutinizer for conducting the postal ballot process in a fair and transparent manner.

12. Upon the completion of the scrutiny of votes cast through remote e-voting, the Scrutinizer will submit his report to the Chairman or any person authorised by him. The results of the Postal Ballot shall be announced within two days and shall be communicated to NSE where the shares of the Company are listed and will be displayed on the Company's website at https://wheelsindia.com and website of CDSL at www.evotingindia.com

13. Further, members may send their queries related to items included in the Postal Ballot Notice or any other matter concerning the Company to investorservices@wheelsindia.com, from their registered email address, mentioning their name, folio number / DP ID-Client ID.

14. The procedure and instructions for remote e-voting are provided in Annexure – B.

**Annexure – A**

## EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

**Item No. 1:**

In view of the future outlook of the Company, its growth targets and prospects, the Company requires additional funding. While it is expected that the internal generation of funds would partially finance the need for capital and debt raising would be another source of funds, it is thought prudent for the Company to have enabling approvals to raise a part of the funding requirements for the said purposes through the issue of appropriate securities as mentioned below.

In order to enable the Company to raise funds through a public issue and/or private offering and/or rights offering and/or qualified institutions placement or any combination thereof , the approval of the Members is hereby sought for the proposal to create, offer, issue and allot equity shares of the Company of face value of Rs. 10/- each ("Equity Shares") and equity linked instruments, including convertible preference shares, non-convertible debt instruments along with warrants, fully convertible debentures, partly convertible debentures, and/or any other securities convertible into equity shares (including warrants or otherwise), (all of which are hereinafter collectively referred to as "Securities") or any combination of Securities, in one or more tranches, to eligible investors, whether they be holders of Equity Shares or not, as may be decided by the Board in its discretion and permitted under applicable laws, for an aggregate consideration of up to Rs. 400 crores (Four Hundred Crores Only) or equivalent thereof.

As the issue may result in the issue of Equity Shares of the Company to investor(s) who may or may not be members of the Company, consent of the members is being sought pursuant to Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and any other law for the time being in force and being applicable.

In case of issuance of securities through a qualified institutions placement ("QIP"), in terms of Chapter VI of the SEBI ICDR Regulations, an issue of securities pursuant to a QIP shall be made at a price not less than the average of the weekly high and low of the closing prices of the equity shares of the same class quoted on the stock exchange during the two weeks preceding the "relevant date." The relevant date for the purpose of pricing of the securities shall be the date of the meeting in which the Board decides to open the QIP and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI Regulations. In case of a QIP, the special resolution has a validity period of 365 days within which allotments under the authority of said resolution should be completed.

The issue/allotment/conversion would be subject to the receipt by the Company of regulatory approvals, if any. The conversion of Securities held by foreign investors, into Equity Shares would be subject to the applicable foreign investment cap.

The proceeds of the proposed issue of Equity Shares shall be utilized for incurring capital expenditure on expansion projects, payment of outstanding dues, repayment or prepayment (full / partial) of borrowings, funding inorganic growth opportunities, and other general corporate purposes including working capital requirements, brand building and strengthening of existing manufacturing capabilities, including expenses and maintenance of plants and machineries and research and development, as may be required.]

The proceeds of the proposed issue of Equity Shares shall be utilized for any of the aforementioned purposes to the extent permitted by law.

The Resolution at Item No. 1 is an enabling resolution conferring authority on the Board to do all acts and deeds, which may be required to issue/offer Securities of appropriate nature at appropriate time, including the size, structure, price and timing of the issue(s)/ offer(s) at the appropriate time(s). The detailed terms and conditions for the domestic/ international offering will be determined in consultation with the lead manager, merchant bankers, global business coordinators, guarantors, consultants, advisors, underwriters and/ or such other intermediaries as may be appointed for the issue/ offer. Wherever necessary and applicable, the pricing of the issue/ offer will be finalized in accordance with applicable guidelines in force. As and when the Board takes a decision on matters on which it has the discretion, necessary disclosures will be made to the relevant stock exchanges on which the Equity Shares are listed /traded under the provisions of the SEBI Listing Regulations.

The Promoter of the Company and any person related to the Promoter will not subscribe to the issue, if made under Chapter VI of SEBI ICDR Regulations.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives are concerned or interested, financially or otherwise, in the proposed resolution except to the extent of his/her holding of Equity Shares and to the extent of his/her subscribing to Equity Shares if and when issued as also to the extent of subscription by a financial institution/ company / body corporate in which the KMPs, Director or his / her relative may be directly or indirectly interested.

**By Order of the Board of Directors**
**For Wheels India Limited**

Sd/-

**K V LAKSHMI**
Company Secretary

Place: Chennai
Date : July 10, 2026

**REGISTERED OFFICE:**

Wheels India Limited,
CIN: L35921TN1960PLC004175
No.21, Patullos Road, Chennai,
Tamil Nadu – 600002
Tel no.: +91 44 26234311 044-28522745
e-mail ID: investorservices@wheelsindia.com
Website: https://wheelsindia.com

**Annexure – B**

## INSTRUCTION TO SHAREHOLDERS FOR REMOTE E-VOTING

I. The voting period begins on (Tuesday) July 14, 2026 at 9.00 A.M. (IST) and ends on (Wednesday) August 12, 2026 at 5:00 P.M (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on (Friday) July 3, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

II. 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.

III. 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 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 | 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 & My Easi New (Token) Tab.<br>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. 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.<br>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 & My Easi New (Token) Tab and then click on registration option.<br>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. |

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL Depository | 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.<br>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.jsp<br>3. 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 held 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.<br>4. For OTP based login can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8–digit DP ID, 8-digit Client Id, PAN No., Verification Code and generate OTP. Enter The OTP received on registered email id/mobile number and click on login. 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. |
| 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 |

**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 21 09911** |
| 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 **022 - 4886 7000 and 022 - 2499 7000** |

**IV. Login method for e-voting 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' module.
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 |

V. After entering these details appropriately, click on "SUBMIT" tab

VI. 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

VII. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice

VIII. Click on the EVSN for the relevant Wheels India Limited on which you choose to vote

IX. 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

X. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details

XI. 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.

XII. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote

XIII. You can also take a print of the votes cast by clicking on “Click here to print” option on the e-voting page

XIV. 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

XV. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

XVI. Note for Non – Individual Members and Custodians –For Remote Voting only.

a. 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

b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com

c. 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

d. The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.

e. 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.

f. 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.

XVII. Process for those shareholders whose e-mail ID /mobile no. are not registered with the Company / Depositories:

a. For Physical shareholders- 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), AADHAAR (self-attested scanned copy of AADHAAR Card) by email to Company/RTA e-mail ID.

b. For Demat shareholders, please update your email id & mobile no. with your respective Depository Participant

c. For Individual Demat shareholders – Please update your e-mail ID & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository. If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an e-mail to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Assistant Vice President, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, 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 21 09911.