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.

August 24, 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 Extraordinary General Meeting (EGM)

The **Extraordinary General Meeting** (‘**EGM**’) of the Company will be held on **Thursday, September 17, 2026** at **10:15 A.M.** (IST) through Video Conferencing (‘VC’) / Other Audio-Visual Means (‘OAVM’).

We enclose herewith a copy of the Notice of the EGM which are being sent to the shareholders of the Company, today (i.e. August 24, 2026) through electronic mode and the same available on the website of the Company at https://wheelsindia.com

Further, in connection with the EGM, we wish to inform you the following:

The cut-off date for reckoning the eligibility of the members for e-voting	Thursday, **September 10, 2026**
Date of commencement of e-voting	Monday, **September 14, 2026** at 9:00 A.M.(IST)
Date of conclusion of e-voting	Wednesday, **September 16, 2026** at 5:00 P.M. (IST)

Kindly take the above on record and disseminate the same on your website.

Thanking you.

Yours faithfully,
For **Wheels India Limited**

LAKSHMI
VISWANATHAN
KUNISSERY

Digitally signed by LAKSHMI VISWANATHAN KUNISSERY
DN: c=IN, o=Personal, title=7443, pseudonym=fcb4f6c4dad8462297029fc474cd29a6, 2.5.4.20=9d964ad4fc28b6ce09bf63d002f86eac275ef86ea5ffc6d288fd43b4d073956f, postalCode=600102, st=Tamil Nadu, serialNumber=611dcbcff7656ece120c7ffaa2f0785b5766cccd1663f8fdcd30906544d67089, cn=LAKSHMI VISWANATHAN KUNISSERY
Date: 2026.08.24 13:56:10 +05'30'

K V Lakshmi
Company Secretary & Compliance Officer

Encl.: a/a

CC:

1. M/s. National Securities Depository Limited, Trade World, A wing, 4th floor, Kamala Mills Compound, Lower Parel, Mumbai - 400 013
2. M/s. Central Depository Services (India) Limited, Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, Mumbai - 400 013
3. M/s. Cameo Corporate Services Limited, “Subramanian Building”, No. 1, Club House Road, Chennai – 600 002

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 TO THE SHAREHOLDERS

NOTICE is hereby given that the **Extraordinary General Meeting** of the shareholders of the Company will be held on Thursday, the **September 17, 2026** at **10:15 A.M.** (IST) through Video Conferencing ("VC"/ Other Audio-Visual Means ("OAVM"), to transact the following business(es):

SPECIAL BUSINESS(ES):

1. **Issuance of equity shares by way of preferential issue on private placement basis**

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

   "**RESOLVED THAT** pursuant to (i) the provisions of Sections 23, 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (the **"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; (ii) applicable circulars, regulations and guidelines issued by Securities and Exchange Board of India (**"SEBI"**) including Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the **"SEBI ICDR Regulations"**), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **"SEBI Listing Regulations"**), [the listing agreements / trading agreements entered into by Wheels India Limited (the **"Company"**) with National Stock Exchange of India Limited and BSE Limited (the "**Stock Exchanges")** on which the equity shares of the Company having face value of Rs.10/- (Rupees Ten only) are listed/traded (iii) other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Government of India, SEBI, the Ministry of Corporate Affairs, the Stock Exchanges and / or any other competent authorities; and (iv) the enabling provisions of the Memorandum of Association of the Company and Articles of Association of the Company, if any, and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from any statutory and regulatory authority(ies) and subject to such terms, alterations, corrections, changes, variations, conditions and/or modifications, if any, as may be prescribed, stipulated or imposed by any of the said statutory/regulatory authorities while granting any such approvals, consents, permissions, and/ or sanctions, which may be agreed to by the board of directors of the Company (the **"Board"**, which term shall be deemed to include any committee(s) constituted by the Board to exercise its powers including the powers conferred hereunder) (the **"Committee"**) without requiring any further approval or consent from the members of the Company (the **"Members"**), the consent of the Members be and is hereby accorded to create, offer, issue and allot to TSF Investments Limited, Mr. Srivats Ram, Ms Nivedita Ram and Ms. Gita Ram (the **"Proposed Allottees"**) up to 12,69,391 equity shares (the **"Equity Shares"**) having face value of Rs.10/- (Rupees Ten only) for cash at an issue price of Rs. 1418/- (Rupees One thousand four hundred eighteen only) per Equity Share including a premium of Rs. 1408/-

(Rupees One thousand four hundred eight only) aggregating to an amount not exceeding Rs. 180 Crore (Rupees One hundred eighty crore only) by way of preferential issue on a private placement basis (the **"Preferential Issue")**, as determined in accordance with the applicable provisions of Chapter V of the SEBI ICDR Regulations and in the manner set out below. The Preferential Issue shall be on such terms and conditions as may be approved by the Board and subject to applicable laws and regulations including the provisions of Chapter V of the SEBI ICDR Regulations. The details in relation to the Preferential Issue to the Proposed Allottees are as follows:

S. No.	Name of the Proposed Allottee	Class (Promoter/ Non-promoter)	Pre-Issue Shareholding		Number of shares to be issued as part of the Preferential Issue	Post-Issue Shareholding	
			No. of Shares	% Holding		No. of Shares	% Holding
1	TSF Investments Limited	Promoter	6109914	25.01	1057827	7167741	27.89
2	Srivats Ram	Non Promoter	211876	0.87	105782	317658	1.24
3	Nivedita Ram	Non Promoter	277618	1.14	52891	330509	1.29
4	Gita Ram	Non Promoter	30895	0.13	52891	83786	0.33

"**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the "Relevant Date" for the purpose of determination of the price for the issue and allotment of Equity Shares is Tuesday, August 18, 2026, being 30 (thirty) days prior to the date on which the extraordinary general meeting of the Members is to be held to consider the Preferential Issue, i.e. Thursday, September 17, 2026."

"**RESOLVED FURTHER THAT** subject to receipt of such approvals as may be required under applicable law, consent of the Members be and is hereby accorded to record the name and other details of the Proposed Allottees in Form PAS-5 and the Board be and is hereby authorised to finalise and issue a private placement offer cum application letter in Form PAS-4, or such other form prescribed under the Act and SEBI ICDR Regulations containing the terms and conditions, to the Proposed Allottees inviting them to subscribe to the Equity Shares in accordance with the provisions of the Act and other applicable laws."

"RESOLVED FURTHER THAT the creation, offer, issue, and allotment of Equity Shares to the Proposed Allottees by way of preferential allotment on a private placement basis shall, inter alia, be subject to the following:

(a) the Equity Shares offered, issued and allotted to the Proposed Allottees pursuant hereto, shall be issued by the Company for cash consideration only, which shall be fully payable on or before the date of the allotment of the respective Equity Shares;

(b) monies received by the Company from the Proposed Allottees for subscription of the Equity Shares pursuant to the preferential allotment on a private placement basis shall be kept by the Company in a separate bank account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Act, SEBI Listing Regulations and such objects as specified in the explanatory statement to the notice of the extraordinary general meeting given to the Members;

(c) the Equity Shares shall be issued and allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (fifteen) days from the date of the resolution passed by the Members of the Company, subject to the payment of applicable stamp duty. However, if any approval or permission for allotment is pending from any regulatory authority/ Stock Exchanges/ the Government of India, the period of 15 (fifteen) days shall be counted from the last date of receipt of such approval or permission;

(d) the Equity Shares to be offered, issued and allotted shall rank pari passu with the existing equity shares of the Company in all respects including the payment of dividend and voting rights, if any, and be subject to the requirements of all applicable laws and the provisions of the Articles of Association of the Company;

(e) the price of each Equity Share to be issued is Rs. 1418/- (Rupees One thousand four hundred eighteen only) per Equity Share including a premium of Rs. 1408/- (Rupees One thousand four hundred eight) which is calculated in accordance with Regulation 164 of Chapter V of the SEBI ICDR Regulations;

(f) the Equity Shares to be created, offered, issued and allotted to the Proposed Allottees shall be subject to lock-in as provided under the applicable provisions of SEBI ICDR Regulations;

(g) the Equity Shares shall be free and clear of all encumbrances, except for lock-in for such period as may be specified under Chapter V of the SEBI ICDR Regulations; and

(h) the Equity Shares so offered, issued and allotted to the Proposed Allottees will be listed and traded on the Stock Exchanges, where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

"RESOLVED FURTHER THAT Mr. P Ramesh, CFO and Ms. K V Lakshmi, Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and take all such steps as may be required for the purpose of giving effect to the above resolutions, including to: (a) accept any modification(s) in the terms of issue of Equity Shares as may be required by regulatory or any other authority(ies) and / or effect any modifications or changes to the foregoing resolutions (including modification to the terms of the issue), subject to the provisions of the Act, the SEBI ICDR Regulations, and/or any other applicable laws; (b) open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue; (c) issuance and allotment of Equity Shares and utilisation of the proceeds of the Preferential Issue in the manner provided under the applicable law; (d) make application(s) to the Stock Exchange(s) for obtaining approval for listing and trading and other activities as may be necessary for obtaining in-principle, listing and trading approvals of the Equity Shares; (e) submit and file all necessary documents and forms with the depositories (National Securities Depository Limited and / or Central Depository Services (India) Limited, as the case may be, (i) credit of Equity Shares to the dematerialized account of the Proposed Allottees), (ii) lock in of pre preferential holdings of the proposed allottees and (iii) lock in the securities post allotment , registrar of companies, and such regulatory or other authority(ies), as may be required; (g) to appoint any professional advisors, consultants, legal advisors, intermediaries and agencies (including appointment of a monitoring agency in accordance with the SEBI ICDR Regulations); (h) to obtain certificates and reports from statutory auditors and other professionals, as may be required; (i) to execute, deliver and enter into any and all documents, agreements, regulatory filings, certificates or instruments (including a certified copy of these resolutions), undertakings (including for effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing) and to do or cause to be done any and all acts, things or deeds as may be necessary, appropriate or advisable solely in order to carry out the purposes and intent of, and to give effect to the foregoing resolutions, including any forms and documents that may be required to be filed with the concerned registrar of companies and other concerned regulatory authorities and to resolve and settle any questions and difficulties that may arise or issue clarifications in connection with the proposed issue, offer and allotment of the Equity Shares or utilization of issue proceeds, as may be required, and to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution; and (j) to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or Committee of the Company, as it may deem fit in its absolute discretion."

"RESOLVED FURTHER THAT all actions taken by the Board or any authorised person in connection with any matter(s) referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred in relation to allotment of the Equity Shares, as it may deem fit in its absolute discretion, to any Committee or any one or more Director(s)/ Chief Financial Officer/ Company Secretary of the Company to give effect to the aforesaid resolution."

"**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."

2. **Enhancement of fund raising limits approved by shareholders vide special resolution dated August 12, 2026**

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

"RESOLVED THAT consent, authority and approval of the members of the Company be and is hereby accorded to increase the aggregate consideration set out in the special resolution passed by postal ballot dated August 12, 2026 from Rs. 400 Crore (Rupees Four Hundred Crore Only) to Rs. 450 Crore (Rupees Four Hundred and Fifty Crore Only), subject to all other terms and conditions set out in such resolution passed by postal ballot dated August 12, 2026."

"RESOLVED FURTHER THAT, Mr. P Ramesh, CFO and Ms. K V Lakshmi, Company Secretary be and are hereby severally authorised 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

K V Lakshmi

Company Secretary

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

August 19, 2026

Notes:

1. The Ministry of Corporate Affairs ("MCA"), vide their circulars dated, April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, May 05, 2022, December 28, 2022, September 25, 2023, September 19, 2024 and September 22, 2025 (collectively referred to as "MCA Circulars") has allowed Company to hold the Extraordinary General Meeting ("EGM") through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and the MCA Circulars, the EGM of the Company is being held through VC / OAVM mode.

2. The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 in respect of special business/ special resolution to be transacted at the meeting under item no. 1 and 2 is provided in Annexure to this Notice.

3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. As the EGM is being held through VC / OAVM in accordance with the MCA circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice

4. Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Sections 112 & 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or Body Corporate can attend the EGM through VC/OAVM and cast their votes through e-voting. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorisation letter to the Company

5. The Members can join the EGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC / OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

6. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act

7. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI LODR and circulars issued by MCA, the Company has been providing the facility of remote e-voting to its members in respect of the business to be transacted at the EGM. In this regard, the Company has entered into an agreement with Central Depository Services (India) Limited ('CDSL') for facilitating voting through electronic means, as the authorised e-voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will also be provided by CDSL

8. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting by way of VC / OAVM but shall not be entitled to cast their vote again at the meeting. The details indicating the process and manner for voting by electronic means, the time, schedule including the time period during which the votes may be cast by remote e-voting, the details of the login ID, the process and manner for generating or receiving the password and for casting of vote in a secure manner are provided to the shareholders. The procedures and instructions for 'remote e-voting', 'attending the meeting through VC / OAVM' and 'e-voting at the meeting' are furnished as part of this Notice (Please refer page nos 15 to 20.

9. The Board of Directors have appointed M/s. S Dhanapal & Associates LLP, a firm of practicing Company Secretaries, Chennai, as the Scrutinizer for conducting the "remote e-voting" process and e-voting at the EGM, in a fair and transparent manner. The Company has engaged the services of CDSL to provide e-voting facilities enabling the members to cast their vote in a secure manner. The e-voting facility will be available at the link . The e-voting period would commence on **September 14, 2026 (Monday)** at **9:00 A.M. (IST)** and conclude on **September 16, 2026 (Wednesday) 5:00 P.M. (IST).**

10. The Scrutinizer shall submit the consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, within two working days after the conclusion of the EGM. Thereafter, the results of remote e-voting and e-voting during the EGM shall be declared by the Chairman or a person authorised by him in writing. The Results declared along with the report of the Scrutinizer shall be placed on the Company's website at https://wheelsindia.com and also be displayed on the website of CDSL at www.evotingindia.com immediately after the results are declared and simultaneously communicated to the stock exchanges.

11. The shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **September 10, 2026**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after the e-voting period. Once the vote on a resolution is cast by the shareholder, the shareholder cannot change it subsequently.

12. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an e-mail to helpdesk.evoting@cdslindia.com

13. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

14. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. The members holding shares in electronic form are, therefore, requested to submit their PAN to their respective Depository Participants and for the members holding shares in physical form can submit their PAN and Bank mandate to the Company / RTA.

15. All the documents referred to in the notice and explanatory statement, will be available for electronic inspection. The members seeking to inspect such documents can mail to investorservices@wheelsindia.com

16. In compliance with relevant circulars issued by the MCA and SEBI, the Notice of the EGM read with instructions to shareholders for e-voting / attending meeting through VC/OAVM are being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/ depositories.

Explanatory statement under section 102 of the Companies Act, 2013

Item No. 1

As required under Section 102 of the Companies Act, 2013 and the rules thereunder, as amended (**"Act"),** and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**"SEBI LODR"**), the following explanatory statement sets out all material facts relating to the special business(es) mentioned in the Notice.

Background and Purpose of the Proposed Allotment

The management of Wheels India Limited (**"Company"**) proposes to raise primary capital through the issuance of 1269391) equity shares (**"Equity Shares"**) to TSF Investments Limited, Mr. Srivats Ram, Ms. Nivedita Ram and Ms. Gita Ram (**"Proposed Allottees"**).

The object of the proposed issue is reduction of debt, which will strengthen the Company's financial position and provide a valuable flexibility to leverage as may be required in the coming years.

Preferential Issue

The board of directors of the Company (**"Board"**) at its meeting held on August 19, 2026, subject to the approval of members of the Company (**"Members"**) and relevant regulatory authorities, if any, approved raising of capital by way of issuance of up to 1269391 Equity Shares to the Proposed Allottees in accordance with the relevant provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (**"SEBI ICDR Regulations"**), as per the details provided in this explanatory statement below (**"Preferential Issue"**).

In terms of the provisions of Sections 23(1)(b), 42 and 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and rules framed thereunder including Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, as amended, and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the SEBI ICDR Regulations, and SEBI LODR, as amended, and any other applicable laws, any preferential allotment of securities by a company is required to be approved by the members of such company by way of a special resolution.

Therefore, the consent of the Members is being sought by way of a special resolution to issue Equity Shares to the Proposed Allottees in accordance with the provisions of the Act and rules made thereunder, SEBI ICDR Regulations, as amended, and any other applicable laws, including with respect to the pricing of the Equity Shares proposed to be issued under Preferential Issue.

Necessary information/ details in respect of the Preferential Issue in terms of Sections 42 and 62 of the Act, read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, as amended, and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, and Chapter V of the SEBI ICDR Regulations are as under:

A. Objects of the Issue:

The Company intends to utilise the proceeds raised through the Preferential Issue (**"Issue Proceeds"**) towards the following objects (**"Objects"**):

Sr. No.	Particulars	Total estimated amount to be utilised for each of the Objects	Tentative End Date
1.	Reduction of debt	Rs. 180 Crore	31.12.2026

In terms of NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and BSE Circular No. 20221213-47 dated December 13, 2022, the amounts specified for the aforementioned Objects may deviate +/- 10% depending upon future circumstances and given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same are dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, regulatory delays, interest and finance charges, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board/Committee, subject to compliance with applicable laws.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board/Committee, in accordance with applicable laws.

Interim Use of Issue Proceeds

The Company, in accordance with the policies formulated by the Board from time to time, will have flexibility to deploy the Issue Proceeds. Pending complete utilization for the Objects described above, the Company intends to, inter alia, invest the net proceeds as permitted under applicable laws.

B. Monitoring of utilization Issue Proceeds

Given that the issue size exceeds Rs. 100,00,00,000 (Rupees One Hundred Crore), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company will be required to appoint a SEBI registered credit rating agency as the monitoring agency to monitor the use of the Issue Proceeds. The Board has, at its meeting held on August 19, 2026, authorised the appointment of India Ratings and Research Private Limited as the monitoring agency (**"Monitoring Agency"**) to monitor the use of the Issue Proceeds.

The Monitoring Agency shall submit its report to the Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% (one hundred percent) of the proceeds of the Preferential Issue have been utilized. The Board and the management of the Company shall provide their comments on the findings of the Monitoring Agency in the format specified in Schedule XI of the SEBI ICDR Regulations. The Company shall, within 45 (forty five) days from the end of each quarter, upload the report of the Monitoring Agency on its website and also submit the same to the Stock Exchanges.

C. Particulars of the offer including the date of passing of the Board resolution, kind of securities offered, the issue price at which the securities are being offered and amount which the Company intends to raise by way of such securities:

The Board, at its meeting held on August 19, 2026 has, subject to the approval of the Members and such other statutory/ regulatory approvals as may be required, approved the issuance of up to 1269391 Equity Shares for cash at an issue price of Rs. 1418/- (Rupees One thousand four hundred eighteen only) per Equity Share including a premium of Rs. 1408/- (Rupees One thousand four hundred eight only) per Equity Share (**"Issue Price"**), aggregating to an amount of up to Rs. 180 crore (Rupees One hundred eighty crore only) by way of a preferential issue on a private placement basis to the Proposed Allottees, in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

The Equity Shares to be allotted by way of this Preferential Issue shall rank pari-passu with the existing equity shares of the Company bearing ISIN INE715A01015 in all respects, including the payment of dividend and voting rights.

An amount equivalent to 100% (one hundred percent) of the consideration shall be payable by the Proposed Allottees at the time of subscription and allotment of the Equity Shares. The Issue Proceeds shall be kept by the Company in a separate bank account opened for this purpose and shall be utilized by the Company in accordance with the provisions of the Act, SEBI LODR, and such Objects as specified in this Explanatory Statement.

D. Maximum number of specified securities to be issued:

Up to 1269391 Equity Shares at the Issue Price of Rs. 1418/- (Rupees One thousand four hundred eighteen) per Equity Share are proposed to be issued by the Company.

E. Amount which the Company intends to raise by way of issue of the Equity Shares as part of the Preferential Issue:

The Company intends to raise an aggregate amount of consideration not exceeding Rs. 180 Crore from the Proposed Allottees.

F. Relevant Date:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the "Relevant Date" for the purpose of determination of the price for the issue and allotment of the Equity Shares is Tuesday, August 18, 2026, being the date 30 (thirty) days prior to the date on which the extraordinary general meeting of the Members to being held to consider the Preferential Issue, i.e. Thursday, September 17, 2026.

G. Basis on which the price has been arrived at:

The equity shares of the Company are listed in National Stock Exchange of India Limited and permitted to trade on BSE Limited and the (collectively "Stock Exchanges").

The equity shares of the Company are 'frequently traded shares' as per Chapter V of the SEBI ICDR Regulations.

In terms of Regulation 164(1) read with Regulation 166A of Chapter V of the SEBI ICDR Regulations, the price of the Equity Shares to be allotted pursuant to the Preferential Issue shall be higher of:

(a) the 90 (ninety) trading days' volume weighted average price of the equity shares of the Company quoted on the Stock Exchanges preceding the Relevant Date i.e. Rs. 1417.64 (Rupees one thousand four hundred seventeen and paise sixty four only per equity share (**"90-day VWAP"**); or

(b) the 10 (ten) trading days' volume weighted average price of the equity shares of the Company quoted on the Stock Exchanges preceding the Relevant Date i.e. Rs. 1403.77 (Rupees One thousand four hundred three and paise seventy seven only per equity share (**"10-day VWAP"**); or

(c) the price determined as per the valuation report obtained from Mr. Tharuvai Ramachandran Ravichandran, an independent registered valuer, having registration no. IBBI/RV/03/2018/10399, in terms of Regulation 166A of Chapter V of the SEBI ICDR Regulations i.e. Rs. 1417.64 (Rupees One thousand four hundred and seventeen and paise sixty four only) (**"IRV Valuation"**); or

(d) The Company's articles of association of the Company do not prescribe any method for determination of the floor price for the proposed Preferential Issue.

For the purpose of computation of the 90-Day VWAP and 10-Day VWAP, the share prices on National Stock Exchange of India Limited, being the stock exchange with highest trading volume during the preceding 90 (ninety) trading days prior to the Relevant Date, have been considered.

As the equity shares of the Company have been listed for a period of more than 90 (ninety) days as on the Relevant Date, the provisions of Regulation 164(3) of the SEBI ICDR Regulations shall not be applicable.

In accordance with the above, the Issue Price has been determined as Rs. 1418/- (Rupees One thousand four hundred eighteen only) per Equity Share, on the basis of aforesaid valuation.

H. Name and address of the valuer who performed the valuation:

The valuation report has been obtained from Mr. Tharuvai Ramachandran Ravichandran, an independent registered valuer (having registration number IBBI/RV/03/2018/10399) having office at No.27, Third Floor, Dev Apartments, 15, Kasturi Bai Nagar, Adyar, Chennai – 600 020. The valuation report can be accessed at https://wheelsindia.com/wp-content/uploads/2026/08/Valuation-report.pdf and will be available for inspection, by the Members without any fee, through electronic mode during working hours on any working day, except Saturdays, Sundays and public holidays, between 10.00 a.m. and 4.00 p.m. till the date of the Extraordinary General Meeting ("**EGM**"). The aforesaid document will also be accessible for inspection during the EGM through electronic mode.

I. Class or classes of persons to whom the allotment is proposed to be made:

The Preferential Issue, if approved, is proposed to be made to the abovementioned Proposed Allottees. TSF Investments Limited is a promoter of the Company. Mr. Srivats Ram is the Chairman and Managing Director of the Company. Ms. Nivedita Ram and Ms. Gita Ram are immediate relatives of Mr. Srivats Ram. Mr. Srivats Ram, Ms. Gita Ram and Ms. Nivedita Ram are not classified as Promoters of the Company.

J. Intention of promoters / directors / key managerial personnel or senior management to subscribe to the offer:

The Board at its meeting convened on August 19, 2026 has resolved to issue the following Equity Shares to the Proposed Allottees:

S. No.	Name of the Proposed Allottee	Details (promoter/ promoter group/ director/ key managerial personnel/ senior management)	Proposed number of shares to be issued as part of the Preferential Issue
1.	TSF Investments Limited	Promoter	1057827
2.	Mr. Srivats Ram	Chairman and Managing Director (KMP)	105782
3.	Ms. Nivedita Ram	Immediate relative of Mr. Srivats Ram	52891
4.	Ms. Gita Ram	Immediate relative of Mr. Srivats Ram	52891

Apart from the above, none of the promoters, members of the promoter group, directors, key managerial personnel or senior management personnel or their relatives, intends to subscribe to the Preferential Issue.

K. Proposed time within which the allotment shall be completed:

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of the Equity Shares shall be in dematerialized form and shall be completed within a period of 15 (fifteen) days from the later of: (i) the date of passing of this resolution by the Members; or (ii) the date of receipt of the last of the applicable regulatory and statutory approvals; or (iii) the date of receipt of the in-principle approval from the Stock Exchanges.

L. **The names of the Proposed Allottees and the percentage of post-preferential offer capital that may be held by them:**

Sr. No.	Name of the Proposed Allottee	PAN of the Proposed Allottee	Pre-Preferential Issue holding		No. of Equity Shares to be allotted	Post-Preferential Issue holding	
			No. equity shares	% holding		No. equity shares	% holding
1.	TSF Investments Limited	AAACS3116J	6109914	25.01	1057827	7167741	27.89
2.	Srivats Ram	APKPS8819Q	211876	0.87	105782	317658	1.24
3.	Nivedita Ram	AADPN0585A	277618	1.14	52891	330509	1.29
4.	Gita Ram	ACUPG1484G	30895	0.13	52891	83786	0.33
Total			**6630303**	**27.14**	**1269391**	**7899694**	**30.74**

M. **Change in control, if any, in the Company that would occur consequent to the preferential offer:**

There will be no change in control of the Company consequent to the Preferential Issue.

N. **No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

During the current financial year 2026-27 till the date of this Notice, no preferential allotment has been made to any person by the Company.

O. **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not applicable.

P. **The pre-issue and post-issue equity shareholding pattern of the Company:**

Sr. No.	Category of shareholder	Pre-Issue		Post-Issue (upon allotment of Equity Shares)	
		No. equity shares	% holding	No. equity shares	% holding
A	**Promoter Holding**				
1	**Indian**				
	Individual				
	Bodies Corporate	14246536	58.31	15304363	59.54
	Sub-total (1)	**14246536**	**58.31**	**15304363**	**59.54**
2	Foreign Promoters				
	Sub-total (2)				
	Total (A) (1 + 2)				

B	**Non-Promoter Holding**				
1	Institutional Investors				
	Indian	1450934	5.94	1450934	5.65
	Foreign	407159	1.66	407159	1.58
2	**Non-Institutional Investors**				
I	Private Corporate Bodies	1648193	6.75	1648193	6.41
II	Directors and relatives	574411	2.35	785975	3.06
III	Indian Public	5515812	22.57	5515812	21.46
IV	Others (Including NRIs)	589967	2.42	589967	2.30
	Total (B)	**10186476**	**41.69**	**10398040**	**40.46**
	Grand Total (A+B)	**24433012**	**100**	**25702403**	**100**

Q. The identity of the natural persons who are the ultimate beneficial owners of the Equity Shares and / or who ultimately control the Proposed Allottee:

Since TSF Investments Limited is a listed company, as per the proviso to Regulation 163(1)(f) of SEBI ICDR Regulations, no further disclosure of the ultimate beneficial owner is required.

The natural persons who are the ultimate beneficial owners of the equity shares are a) Mr. Srivats Ram and b) Ms. Nivedita Ram. and c) Ms. Gita Ram

R. Current and proposed status of the Proposed Allottee(s) post the Preferential Issue, namely promoter or non promoter:

TSF Investments Limited is a promoter of the Company and such status will continue to remain the same post the Preferential Issue.

Mr. Srivats Ram, Chairman and Managing Director currently holds 0.87% of the paid-up share capital of the Company and shall acquire 105782 Equity Shares aggregating to 1.24% of the paid-up equity share capital of the Company pursuant to the Preferential Issue. He is currently classified as a public shareholder of the Company and such status will continue to remain the same post the Preferential Issue. Mr. Srivats Ram is the Chairman and managing director of the Company.

Ms. Nivedita Ram currently holds 1.14% of the paid-up share capital of the Company and shall acquire 52891 Equity Shares aggregating to 1.29% of the paid-up equity share capital of the Company pursuant to the Preferential Issue. She is currently classified as a public shareholder of the Company and such status will continue to remain the same post the Preferential Issue. Ms. Nivedita Ram is an immediate relative of Mr. Srivats Ram.

Ms. Gita Ram currently holds 0.126% of the paid-up share capital of the Company and shall acquire 52891 Equity Shares aggregating to 0.33% of the paid-up equity share capital of the Company pursuant to the Preferential Issue. She is currently classified as a public shareholder of the Company and such status will continue to remain the same post the Preferential Issue. Ms. Gita Ram is a relative of Mr. Srivats Ram

S. Lock-in period

The Equity Shares to be allotted pursuant to the Preferential Issue shall be locked-in for such periods as specified under Chapter V of the SEBI ICDR Regulations.

The pre-preferential allotment shareholding of the Proposed Allottees in the Company will be locked in from the Relevant Date up to a period of 90 (ninety) trading days from the date of the trading approval as specified under Regulation 167(6) of the SEBI ICDR Regulations.

T. Practicing Company Secretary's Certificate

A certificate from Mr. Ramanathan Nachiappan, Partner, S Dhanapal & Associates Practicing Company Secretary (Certificate of Practice: 1108), Membership No F6665 certifying that the Preferential Issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations can be accessible at https://wheelsindia.com/wp-content/uploads/2026/08/PCS-Certificate-for-pref-issue.pdf

U. Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects:

As part of the Preferential Issue: (a) TSF Investments Limited (being a promoter of the Company) shall be making an aggregate contribution not exceeding Rs. 150 Crore. (b) Mr. Srivats Ram (being the Chairman & Managing director of the Company) shall be making an aggregate contribution not exceeding Rs. 15 Crore (c) Ms. Nivedita Ram (being an Immediate relative to Mr. Srivats Ram) shall be making an aggregate contribution not exceeding Rs. 7.5 Crore. (d) Ms. Gita Ram (being an Immediate relative to Mr. Srivats Ram) shall be making an aggregate contribution not exceeding Rs. 7.5 Crore. The aggregate contribution of the promoter/ promoter group/ directors including their immediate relatives of the Company shall be an amount not exceeding Rs.180 Crore.

V. Principal terms of assets charged as securities:

Not applicable.

W. Material terms of raising such securities:

The Preferential Issue of Equity Shares to the Proposed Allottee(s) shall be subject to the terms and conditions set out in Item No 1 of this Notice, as applicable, and as prescribed under applicable laws.

X. Undertaking:

The Company hereby undertakes that:

(a) The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations.

(b) Neither the Company nor any of its directors or promoters has been declared as a wilful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.

(c) None of the directors or promoters of the Company is a 'fugitive economic offender' as defined under the SEBI ICDR Regulations

(d) The Company shall re-compute the price of the Equity Shares to be allotted under the Preferential Issue, in terms of the provisions of SEBI ICDR Regulations where it is required to do so.

(e) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the Proposed Allottee.

Y. Other disclosures:

(a) The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.

(b) The Proposed Allottees has/have confirmed that it / they have not sold or transferred any equity shares of the Company during the 90 (ninety) trading days preceding the Relevant Date, subject to the exemption provided for inter-se transfer amongst qualifying persons under Regulation 10(1)(a) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011.

(c) The Company does not have any outstanding dues towards SEBI, the Stock Exchanges or the Depositories.

(d) The Company is making an application to the Stock Exchanges seeking their in-principle approval for listing and admission of the Equity Shares to be issued pursuant to the Preferential Issue, in accordance with the SEBI ICDR Regulations.

(e) Neither the Company nor any of its directors is a fugitive economic offender as defined under the SEBI ICDR Regulations.

(f) The Company has obtained the Permanent Account Number of the Proposed Allottees.

The Preferential Issue would be within the authorised share capital of the Company.

The Preferential Issue is in the interests of the Company, and the Board recommends the passing of the special resolution set out at Item No. 1 of this Notice for approval by the Members of the Company.

Other than Mr. Srivats Ram, Chairman and Managing Director, who along with his immediate relatives is participating in the preferential issue described at item No. 1 and Mr Harsha Viji being a Director on the Board of TSF Investments Limited, 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.

Item No. 2

Vide Special Resolution dated August 12, 2026 passed by postal ballot, the Members of the Company had accorded their consent to the Board to do all acts and deeds, which may be required to issue/offer securities of the Company of appropriate nature at appropriate time, including the size, structure, price and timing of the issue(s)/ offer(s) at the appropriate time(s), for an aggregate amount of Rs. 400 Crore (Rupees Four Hundred Crore Only).

In view of the Preferential Issue described at Item No.1 above, the Board at their meeting held on August 19, 2026 had considered and approved enhancement of the fund raising limits from Rs. 400 Crore (Rupees Four Hundred Crore Only) to Rs. 450 Crore (Rupees Four Hundred and Fifty Crore Only) or equivalent thereof.

Accordingly, approval of the Members is sought for enhancement of the fund raising limits approved by the members of the Company vide postal ballot dated August 12, 2026 from Rs. 400 Crore (Rupees Four Hundred Crore Only) to Rs. 450 Crore (Rupees Four Hundred and Fifty Crore Only) or equivalent thereof, subject to terms and conditions approved by the Members vide their resolution dated August 12, 2026.

The enhancement of the fund raising limits is in the interests of the Company, and the Board recommends the passing of the special resolution set out at Item No. 2 of this Notice for approval by the Members of the Company.

Other than Mr. Srivats Ram, Chairman & Managing Director, who along with his immediate relatives is participating in the preferential issue described at item No. 1, 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.

A) FOR REMOTE E-VOTING:

i. The e-voting period shall commence on **September 14, 2026 (Monday)** at 9:00 A.M. (IST) and ends on **September 16, 2026 (Wednesday)** at 5:00 P.M. (IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **September 10, 2026 (Thursday)** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii. Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the members. In order to increase the efficiency of the voting process, pursuant to a public consultation, SEBI has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Pursuant to aforementioned SEBI Circular, login method for e-voting and joining virtual meetings for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly.

Type of shareholders	Login Method
	3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website: www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https:/ eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 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 or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 toll free no.: 022 - 4886 7000 and 022 - 2499 7000

v. **Login method for e-voting and joining virtual meetings for Physical shareholders and non-individual shareholder holding shares in Demat form.**

1. The members should log on to the e-voting website www.evotingindia.com.
2. Click on "Members".
3. Now enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

For Physical shareholders and non-individual shareholders holding shares in Demat Form	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	Members who have not updated their PAN with the Company / Depository participant are requested to use the sequence number sent by Company / RTA or contact Company / RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.
	If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field

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

vii. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

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

x. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xii. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

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

xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

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

xvii. Note for **Non-Individual Members and Custodians**

- Non-Individual members (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as "Corporates" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual members are required to send the relevant Board Resolution Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutinizer and to the Company at investorservices@wheelsindia.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

B) FOR ATTENDING THE EGM THROUGH VC / OAVM:

i. Members will be provided with a facility to attend the EGM through VC / OAVM through the CDSL e-voting system. Members may access the same at https://www.evotingindia.com under shareholders / members login by using the remote e-voting credentials. The link for VC / OAVM will be available in shareholders / members login where the EVSN of Company will be displayed.

ii. The facility of joining the EGM through VC / OAVM will be opened 15 minutes before the scheduled start-time of the EGM and will be available for Members on a first-come-first-served-basis.

iii. Members are encouraged to join the meeting through laptops / iPads for better experience. Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

iv. Please note that the participants connecting from mobile devices or tablets or through laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

v. Members who would like to express their views / ask questions during the meeting may register themselves as a speaker and send their request mentioning their name, demat account number / folio number, e-mail ID, mobile number to investorservices@wheelsindia.com from August 27, 2026 (Thursday) at 9:00 A.M. (IST) to September 12, 2026 (Saturday) at 5:00 P.M. (IST) only. The members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM. The members who do not wish to speak during the EGM but have queries may send their queries to investorservices@wheelsindia.com from August 27, 2026 (Thursday) at 9:00 A.M. (IST) to September 12, 2026 (Saturday) at 5:00 P.M. (IST) only mentioning their name, demat account number / folio number, e-mail ID, mobile number. The Company will reply to these queries suitably by e-mail.

PROCESS FOR THOSE MEMBERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES/ RTA/ COMPANY FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

i. For Physical Members - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company / RTA e-mail ID.

ii. For Demat member, please update your e-mail ID & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.

C) FOR E-VOTING DURING THE EGM:

i. The procedure for e-voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.

ii. The link for VC / OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for remote e-voting.

iii. Only those members, who are present in the EGM through VC / OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the EGM. Further, members who have voted through remote e-voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

iv. If any votes are cast by the members through the e-voting available during the EGM and if the same members have not participated in the meeting through VC / OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members attending the meeting.

If you have any queries or issues regarding attending EGM & e-voting from the CDSL e-voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at Toll free no. 1800 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