



WHEELS INDIA LIMITED

Corporate Identity Number: L35921TN1960PLC004175

Registered Office: 21, Patullos Road, Chennai – 600 002, Tamil Nadu

Tel: 044 2852 2745 Fax: 044 2858 6641

Email: investorservices@wheelsindia.com Website: www.wheelsindia.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

To,

The Members,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is seeking the consent of the Members through postal ballot in respect of the Special Business more specifically provided in the appended Resolution.

The draft Resolution together with the Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, setting out the material facts and reasons thereto are enclosed.

Chennai

Date: February 20, 2015

By Order of the Board

S Srivathsan

CFO & Secretary

Notes:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereunder and forms part of the notice.
2. The Notice is being sent to all the Members whose name appear in the Register of Members / Beneficiary position maintained by the depositories as on 24th February, 2015.
3. Voting rights shall be reckoned on the paid – up value of equity shares registered in the name of Members as on 24th February, 2015.
4. The Board of Directors has appointed Mr S. Dhanapal, Partner, M/s S Dhanapal & Associates, Practicing Company Secretaries, Chennai, as the Scrutinizer, for conducting the postal ballot process in a fair and transparent manner.
5. In terms of Section 110 and other applicable provisions of the Companies Act, 2013 read with relevant rules, the Company is pleased to provide e-voting facility as an alternative for Members, to enable them to cast their vote electronically instead of dispatching the Physical Postal Ballot Form. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for the purpose of providing e-voting facility to all its Members. Please note that e-voting is optional.
6. The voting period starts from 9.00 a.m. on Tuesday 3rd March, 2015 and ends at 5.30 p.m on Wednesday, 1st April, 2015.
7. A member desiring to exercise vote by postal ballot is requested to read the instructions printed in the Postal Ballot Form carefully and return the Form duly completed, in the attached self- addressed postage pre-paid envelope so as to reach the Scrutinizer on or before the closing working hours (17.30 hrs) on Wednesday, 1st April, 2015.
8. The Scrutinizer will submit his report to Chairman / Managing Director / Chairman of the Audit Committee of the Company after completion of the scrutiny and the consolidated results of the Postal Ballot (including e-voting) will be announced by the Chairman / Managing Director/ Chairman of the Audit Committee on Friday, 3rd April, 2015 at the Registered Office of the Company at 21, Patullos Road, Chennai – 600 002 or at the Corporate office at Padi, Chennai 600 050. The date of declaration of results of the Postal Ballot (including e-voting) shall be the date on which the Resolution would be deemed to have been passed, if approved by the requisite majority.
9. The result of the postal ballot (including e-voting) will be posted on the Company's website – www.wheelsindia.com.

SPECIAL BUSINESS

1. To consider and if thought fit to pass with or without modifications, the following resolution as on Ordinary Resolution
RESOLVED THAT, pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (Act) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV to the Act and pursuant to Clause 49 of the Listing Agreement, Ms. Bharati Rao, (holding DIN 01892516) in

respect of whom the Company has received a notice in writing proposing her candidature for appointment as an Independent Director of the Company, be and is hereby appointed as an Independent Director to hold office for a term of 5 (five) consecutive years with effect from 1st April, 2015 and not liable to retire by rotation.

EXPLANATORY STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013

SPECIAL BUSINESS

ITEM 1

In terms of Section 149 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to Act and the Listing Agreement entered into with the National Stock Exchange, Ms. Bharati Rao, (holding DIN. 01892516) is proposed to be appointed as an Independent Directors for 5 (five) consecutive years with effect from April 1, 2015 as mentioned in the Resolution. Notice has been received proposing her appointment as Independent Director.

In the opinion of the Board, Ms. Bharati Rao fulfill the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and she is independent of the management.

Details of Director who is proposed to be appointed are furnished.

The Board considers that her appointment would be of immense benefit to the Company and it is desirable to avail the services as an Independent Director. Accordingly, the Board recommends the Resolution in relation to appointment of Independent Director, for the approval by the Shareholders of the Company.

INTEREST OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, whether financially or otherwise in the Resolution as set out.

Chennai

Date: February 20, 2015

By Order of the Board

S Srivathsan
CFO & Secretary

DETAILS OF DIRECTOR SEEKING APPOINTMENT THROUGH POSTAL BALLOT

(Pursuant to clause 49 of the Listing Agreement)

Name of the Director	Ms. Bharati Rao (DIN 01892516)
Age	66 years
Qualifications	M.A (Economics), CAIIB
Expertise in specific functional areas	Bharati Rao has four decades of experience in the banking and financial sector, having joined State Bank of India, the largest bank in India, in 1972. Since then she has held both domestic and international positions and titles, covering areas such as project finance, credit and risk management, development of foreign offices, human resources and mergers and acquisitions. In 2008 and 2009, she played a key role in the planned merger between State Bank of India and State Bank of Indore. She is not holding any equity shares in the Company.
Directorship in other Companies	Nominee Director – SBI Capital Markets Limited, SBI CAP Securities Limited, SBI CAP Ventures Limited, SBI CAP(UK) Limited, SBI Global Factors Limited. Independent Director – Vijaya Bank, Neuland Laboratories Limited, Cholamandalam Investment & Finance Co. Ltd., Carborundum Universal Limited.
Member in Committees of other Companies	Audit Committee – Vijaya Bank, Neuland Laboratories Ltd and Carborundum Universal Ltd. Investor Grievance Committee – Vijaya Bank Nomination & Remuneration Committee - SBI Global Factors Ltd, SBI Capital Markets Ltd. and Neuland Laboratories Ltd.



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POSTAL BALLOT FORM

Postal Ballot No :

1. Name(s) of Member(s) :
(including joint holders, if any) &
2. Registered address of the sole/
first named member

3. Registered Folio No./
DP ID No./Client ID No.

4. Number of shares held :

5. I/We hereby exercise my/our vote in respect of Ordinary Resolution to be passed through postal ballot for the business stated in the notice of the company by sending my/ our assent or dissent to the said resolutions by placing the (✓) mark at the appropriate box below:

CANCELLED

S. No.	Description	Shares	ASSENT (FOR)	DISSENT (AGAINST)
1	Appointment of Ms. Bharati Rao (DIN 01892516) as an Independent Director			

Place:

Date:

Signature of the Member

ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	User ID	Password / PIN
150225009		

Note: Please read the instructions printed overleaf carefully before exercising your vote.

PROCEDURE AND INSTRUCTIONS FOR POSTAL BALLOT & E-VOTING

- a) A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the company in the attached self addressed envelope bearing the address of the Scrutinizer appointed by the Board of Directors of the Company. Postage will be borne and paid by the company. However, envelope containing Postal Ballot, if sent by courier at the expenses of the registered member will also be accepted.
- b) This form should be completed and signed by the member. In the case of joint holding, this form should be completed and signed (as per the specimen signature registered with the company) by the first named member and in his / her absence, by the next named member.
- c) Incomplete, incorrect or unsigned Postal Ballot Form will be rejected.
- d) Duty completed Postal Ballot Form should reach the company not later than the close of working hours (17:30 hrs) on Wednesday April 1, 2015. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
- e) Voting rights shall be reckoned on the paid-up value of shares registered in the name(s) of the member(s) as on 24.2.2015
- f) A member need not use all his votes nor does he need to cast all his votes in the same way.
- g) Where the Postal Ballot Form has been signed by an authorised representative of a body corporate, a certified copy of the relevant authorisation should accompany the Postal Ballot Form.
- h) In case the Postal Ballot Form is signed by a Power of Attorney (POA) holder, POA registration number should be mentioned.
- i) A member may request for a duplicate Postal Ballot Form, if required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at item (d) above.
- j) Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed envelope.
- k) In compliance with Clause 35B of the Listing Agreement and the Companies Act, 2013, the Company is providing e-voting facility to the shareholders to enable them to cast their votes electronically instead of despatching Postal Ballot Form. E-voting is optional. The e-voting procedure, as recommended by CDSL, the e-voting agency appointed by the Company, is stated in this notice.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.

(iv) 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.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical 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 first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB*	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Bank Details*	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. * Please enter the DOB or Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) 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.

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

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) 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.

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

(xiv) 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.

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

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non-Individual Shareholders & Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to **www.evotingindia.com** and register themselves as Corporates and Custodians respectively.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
- After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
- The list of accounts should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.
- 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.

(xix) 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 email to **helpdesk.evoting@cdslindia.com**