



Notice to the Shareholders

NOTICE is hereby given that the Fifty Seventh Annual General Meeting of the Shareholders of the Company will be held on Wednesday August 10, 2016, at 11.00 A.M. at "The Music Academy", 168 (Old No.306), T T K Road, Chennai 600014, to transact the following business:

ORDINARY BUSINESS

1. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED that the Audited Financial Statements, including the Consolidated Financial Statements, of the Company for the year ended 31st March 2016 and the Board's and Auditors' Reports thereon, be and are hereby approved and adopted."

2. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT an Interim Dividend of Rs. 3.50 (35%) per equity share of Rs 10/- each, already paid on the paid-up capital of the Company amounting to Rs.4,21,12,976.50 be and is hereby confirmed and recorded.

RESOLVED FURTHER THAT, as recommended by the Directors, a Final dividend of Rs 5.50 per share (55%) on the paid-up capital consisting of 1,20,32,279 equity shares, absorbing Rs. 6,61,77,534.50 (Rupees Six crore sixty one lakhs seventy seven thousand five hundred and thirty four and fifty paise only), be approved and the same is hereby declared payable for the year ended 31st March, 2016 as Final Dividend.

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT Mr S Ram (DIN 00018309), a Director retiring by rotation, being eligible for

re-election, be and is hereby re-elected as a Director of the Company liable for retirement by rotation.

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT M/s Sundaram & Srinivasan, Chartered Accountants, Chennai (ICAI Registration Number 004207S), the retiring auditors, be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and that the Statutory Auditors be paid an audit fee of Rs. 32.00 lakhs (excluding service tax and reimbursement of out of pocket expenses).

SPECIAL BUSINESS:

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

RESOLVED THAT Mr S Ram (DIN 18309) appointed and designated as Chairman, who has been re-elected as a Director of the Company liable for retirement by rotation be paid a remuneration as detailed below:-

Commission not exceeding 1% of the net profits of the Company as may be decided by the Nomination and Remuneration Committee. Sitting fees for attending Meetings of Board / Committees.

Perquisites – Company car with driver and telephone facility.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things that may in their absolute discretion consider necessary, proper, expedient, desirable or appropriate and take all necessary and desirable steps for the aforesaid purpose and matters incidental thereto.



6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors, M/s. Geeyes and Co, Cost and Management Accountants, firm Registration Number 00044 appointed by the Board of Directors of the Company, to conduct the

audit of the cost records of the Company for the financial year ending 31st March 2017, be paid a remuneration of Rs 7.00 lakhs (Rupees Seven Lakhs only) per annum excluding service tax and travel and reimbursement of out-of-pocket expenses.

Regd. Office:
21, Patullos Road
Chennai 600 002
Date: 25.5.2016

By Order of the Board
S Srivathsan
Chief Financial Officer
& Secretary

NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting (Meeting) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the Proxy need not be a member of the Company. For appointment of a proxy to be effective, the proxy form (enclosed) shall be duly filled, stamped, executed and lodged with the Registered Office of the Company at least 48 hours before the time fixed for the commencement of the Meeting.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. Corporate Members intending to send their authorised representative to attend the Meeting are requested to send to the Company a certified

copy of the board resolution authorising their representative to attend and vote on their behalf at the meeting.

4. The Register of Members and Share Transfer Books of the Company will remain closed from 1.8.2016 to 10.8.2016 (both days inclusive) for payment of dividend on equity shares.
5. Final Dividend, as recommended by the Board of Directors, if declared at the meeting shall be paid, to those members whose name(s) appear in the Register of Members of the Company as on 10.8.2016. In respect of shares held in Electronic form, the dividend will be paid on the basis of beneficial ownership as per details furnished by the Depositories for this purpose.
6. Members holding shares in demat form are hereby informed that bank particulars registered against their accounts will be used by the Company for payment of Dividend. Changes in bank details are only to be advised to the Depository Participants by the Members. Members who are holding shares in physical form and desirous of registering bank particulars or changing banking bank particulars already registered against their respective folios are requested to write to the Company.





7. Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, as amended, dividend declared for the financial year ended 2008-09 from the date of declaration of dividend and thereafter, which remain unclaimed for a period of 7 years will be transferred to the Investor Education and Protection Fund of the Central Government. Members who have not encashed the dividend warrant(s) so far for the above financial year or any subsequent financial year are requested to make their claim to the Share Department of the Company at Padi, Chennai - 600 050. It may also be noted that once the unclaimed dividend is transferred to the Government, as above, no claim shall lie against the Fund or the Company in respect of such amount.
8. In accordance with provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, remote e-voting facility have been provided to the members. The facility for voting either through electronic voting system or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
- Members intending to vote at the venue are requested to bring their photo identity card.
9. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. 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 if 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.
10. The Board of Directors has appointed Mr N.Ramanathan Partner, M/s S Dhanapal & Associates, Practising Company Secretaries, Chennai, as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facilities enabling the members to cast their vote in a secure manner. It may be noted that this e-voting facility is optional. The e-voting facility will be available at the link www.evotingindia.com during the following voting period: The e-voting period would commence on 7.8.2016 (9:00 AM) and end on 9.8.2016 (5:00 P.M.).
11. During the above period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 03.08.2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder cannot change it subsequently.
12. The procedure and instructions for e-voting is furnished in this notice as a separate annexure. The Scrutinizer will submit his report to the Company after completion of the scrutiny and the results of the e-voting will be announced by the Company on its website – www.wheelsindia.com within two days of the Annual General Meeting.



Annexure to the Notice

Explanatory Statement under Section 102 of the Companies Act, 2013

SPECIAL BUSINESS

Item No 5

At the Annual General Meeting (AGM) held on 8.9.2014 the shareholders approved the appointment of Mr. S Ram, as Whole-time Executive Chairman liable to retire by rotation. At the AGM held on 13.8.2015 the shareholders approved the appointment of Mr. S Ram, as Non-Executive Chairman with effect from 1.9.2015 liable to retire by rotation and approved payment of commission and other remuneration as detailed in the said resolution.

Mr S Ram is retiring by rotation at this AGM and is seeking reappointment. Approval is sought by way of Special Resolution for the payment of remuneration to him as detailed in the Notice convening this AGM. A brief profile of Mr. S Ram, as required to be given pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 has been given in the Corporate Governance report forming part of the Directors Report. Accordingly the resolution contained require the consent of the Members. Mr S Ram is interested in this resolution to the extent of remuneration payable to him. Mr S Viji (DIN 139043), Director, Mr Srivats Ram (DIN 63415), Managing Director are related to Mr. S Ram and are deemed to be interested in the said resolution. None of the other directors or Key Managerial Personnel of the Company either directly or through their relatives are in any way concerned or interested, whether financially or otherwise in this resolution.

Item No 6

The Board, on the recommendations of the Audit Committee, has approved the appointment of the Cost Auditors, M/s. Geeyes & Co, Cost and Management Accountants, at a remuneration of Rs. 7.00 lakhs (Rupees Seven Lakhs only) per annum plus travel and reimbursement of out of pocket expenses, at actuals, to conduct the audit of the cost records of the Company for the financial year ending 31 March, 2017.

In accordance with the provisions of the Section 148 of the Companies Act 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing the resolution as set out in the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2017. The Board recommends the resolution set forth in the Notice for the approval of the Members. None of the Directors/Key Managerial Personnel/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Regd. Office:
21, Patullos Road
Chennai 600 002
Date: 25.5.2016

By Order of the Board
S Srivathsan
Chief Financial Officer
& Secretary





WHEELS INDIA LIMITED

Corporate Identity Number: L35921TN1960PLC004175
Registered Office: 21, Patullos Road, Chennai – 600 002, Tamil Nadu
Phone : 044-2623 4300; Fax: 044-2625 7121
Website: www.wheelsindia.com

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

DP ID		Name & Address of the Registered Shareholder
Client ID/Regd. Folio No.		
No. of Shares held		

I Certify that I am a registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the 57th ANNUAL GENERAL MEETING of the Company at the MusicAcademy, 168, T.T.K Road, Royapettah, Chennai – 600 014, Tamil Nadu on Wednesday, August 10, 2016 at 11:00 a.m.

Member's / Proxy's Signature

Form No. MGT-11 PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	L35921TN1960PLC004175		
Name of the Company	WHEELS INDIA LIMITED		
Registered Office	21, Patullos Road, Chennai – 600 002, Tamil Nadu		
Name of the Member(s)			
Registered address			
E-mail ID			
Folio No/Client ID		DP ID	
I/We, being the member(s) of Shares of the above named Company, hereby appoint			
1.	Name		Signature
	Address		
	E-mail ID		
	or failing him		
2.	Name		Signature
	Address		
	E-mail ID		
	or failing him		
3.	Name		Signature
	Address		
	E-mail ID		

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Wednesday August 10, 2016 at 11:00 a.m at the Music Academy, 168, T.T.K Road, Royapettah, Chennai – 600 014, Tamil Nadu and at any adjournment thereof in respect of such resolutions as are indicated overleaf.

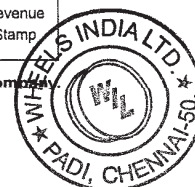
Signed this.....day of.....2016.

Signature of shareholder : _____

Signature of Proxy holder(s) : _____

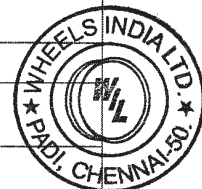


Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.





Resolution Number	Resolution	Vote (Optional)		
		For	Against	Abstain
Ordinary Business				
1	Adopt the audited Financial Statements including the consolidated Financial Statements of the Company for the year ended 31st March, 2016, and the reports of the Directors and Auditors thereon.			
2	Record and confirm the interim dividend paid and declare final dividend for the year ended 31st March, 2016.			
3	Elect a Director in the place of Mr. S Ram (DIN 00018309), who retires by rotation and being eligible, offers himself for re-election.			
4	Appointment of M/s Sundaram & Srinivasan, Chartered Accountants as the Statutory Auditors of the Company.			
Special Business				
5	Payment of remuneration / commission to Mr. S Ram (DIN 00018309).			
6	Payment of Remuneration to Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31 March 2017.			



ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	User ID	Password / PIN
160704012		

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) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- iv) Click on Shareholders.
- v) 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.
- vi) Next enter the Image Verification as displayed and Click on Login.
- vii) 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.
- viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> • 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 as mentioned in instruction (iv).

- ix) After entering these details appropriately, click on "SUBMIT" tab.
- x) 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.
- xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xiii) 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.
- xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv) 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.
- xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii) 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.
- xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.



xx) Note for Non – Individual Shareholders and Custodians

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

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

