

Telephone Nos. :  
Regd. Office : (044) 28522745  
Factory : (044) 26234300  
(044) 26258511



Telefax : 044 - 26257121  
Web : www.wheelsindia.com

## WHEELS INDIA LIMITED

Corporate Identity Number : L35921TN1960PLC004175

Registered Office :  
21, Patullos Road, Chennai - 600 002.

Factory :  
Padi, Chennai - 600 050.

July 30, 2018

To,  
The Manager  
Listing Department,  
National Stock Exchange of India Limited  
"Exchange Plaza", C-1, Block G  
Bandra-Kurla Complex, Bandra (E),  
Mumbai – 400 051.

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

Dear Sir(s),

**Sub: Result of Postal Ballot Process pursuant to provisions of Section 110 of the Companies Act, 2013 read with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

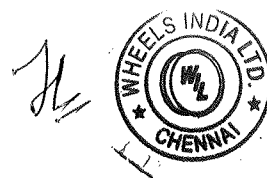
Pursuant to provisions of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company had conducted the process of Postal Ballot for seeking the consent of the shareholders' approval for the following Resolutions:

1. Increase in Authorised Share Capital;
2. Alteration of Capital Clause of Memorandum of Association;
3. Alteration of Articles of Association consequent to increase in Authorised Share Capital;
4. Issue of Bonus Shares.

The voting period (both for e-voting and postal ballot) was open on June 29, 2018 10:00 a.m. (IST) and ended on July 28, 2018 at 5:00 p.m (IST).

Further pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the result of the voting by Postal Ballot (including e-voting). We are also enclosing Scrutinizer's Report dated July 30, 2018 for your kind reference.

The said Postal Ballot result shall be hosted on the website of the Company, www.wheelsindia.com and also on website of Central Depository Services (India) Limited (CDSL), www.evotingindia.com.



PLEASE ADDRESS ALL COMMUNICATIONS TO THE FACTORY

Based on Scrutinizer's Report dated, July 30, 2018, all the resolutions as set out in the notice were declared as passed with requisite majority.

Kindly take on your record, and disseminate in your website.

Thanking you,

Yours faithfully,

**For Wheels India Limited**

**S Ram**  
**Chairman**



Encl.: As above

CC:

1. National Securities Depository Limited, Trade World, 41b Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013
2. Central Depository Services (India) Limited, Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, Mumbai 400 013.
3. Cameo Corporate Services Limited, "Subramnian Building", 1 Club House Road, Chennai – 600002

NAME OF THE COMPANY: WIL-WHEELS INDIA LIMITED

DATE OF NOTICE OF POSTAL BALLOT	22-Jun-18
TOTAL NO.OF SHAREHOLDERS AS ON RECORD DATE	7331
NO.OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR PROXY:	Not applicable
PROMOTER & PROMOTER GROUP	Not applicable
PUBLIC	Not applicable
NO.OF SHAREHOLDERS ATTENDED THE MEETING THROUGH VIDEO CONFERENCING	Not applicable
PROMOTER & PROMOTER GROUP	Not applicable
PUBLIC	Not applicable

**I.ORDINARY RESOLUTION FOR INCREASE IN AUTHORISED SHARE CAPITAL**

PARTICULARS	MODE OF VOTING	Ordinary Resolution						
		NO OF SHARES HELD (1)	NO OF VOTES POLLED (2)	% OF SHARES POLLED ON OUTSTANDING SHARES (3)=(2/1)*100	NO OF VOTES IN FAVOUR (4)	NO OF VOTES AGAINST (5)	% OF VOTES IN FAVOUR ON VOTES POLLED (6)=(4/2)*100	% OF VOTES AGAINST ON VOTE POLLED (7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP	E-VOTING POLL POSTAL_BALLOT VENUE-VOTING SUB TOTAL	9024209	9024209	100	9024209	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING POLL POSTAL_BALLOT VENUE-VOTING SUB TOTAL	1090207	901861	82.72	901861	0	100	0
PUBLIC-NON INSTITUTIONS	E-VOTING POLL POSTAL_BALLOT VENUE-VOTING SUB TOTAL	1917863	628462	32.77	628461	1	100	0
<b>GRAND TOTAL</b>		<b>12032279</b>	<b>10594038</b>	<b>88.05</b>	<b>10594037</b>	<b>1</b>	<b>100</b>	<b>0</b>



*Handwritten signature*

**2. ORDINARY RESOLUTION FOR ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION**

PARTICULARS	Ordinary Resolution									
	Resolution Required (Ordinary/Special)									
	Whether promoter/ promoter groups are interested in the									
	No					Yes				
	(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100			
	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED			
PROMOTER AND PROMOTER-GROUP	9024209	9024209	100	9024209	0	100	0			
		0	0	0	0	0	0			
		0	0	0	0	0	0			
		0	0	0	0	0	0			
<b>SUB TOTAL</b>	<b>9024209</b>	<b>9024209</b>	<b>100</b>	<b>9024209</b>	<b>0</b>	<b>100</b>	<b>0</b>			
PUBLIC-INSTITUTIONS	1090207	901861	82.72	901861	0	100	0			
		0	0	0	0	0	0			
		0	0	0	0	0	0			
		0	0	0	0	0	0			
<b>SUB TOTAL</b>	<b>1090207</b>	<b>901861</b>	<b>82.72</b>	<b>901861</b>	<b>0</b>	<b>100</b>	<b>0</b>			
PUBLIC-NON INSTITUTIONS	1917863	628462	32.77	628461	1	100	0			
		0	0	0	0	0	0			
		39506	0	39506	0	100	0			
		0	0	0	0	0	0			
<b>SUB TOTAL</b>	<b>1917863</b>	<b>667968</b>	<b>34.83</b>	<b>667967</b>	<b>1</b>	<b>100</b>	<b>0</b>			
<b>GRAND TOTAL</b>	<b>12032279</b>	<b>10594038</b>	<b>88.05</b>	<b>10594037</b>	<b>1</b>	<b>100</b>	<b>0</b>			

**3. SPECIAL RESOLUTION FOR ALTERATION OF ARTICLES OF ASSOCIATION CONSEQUENT TO INCREASE IN AUTHORISED SHARE CAPITAL**

PARTICULARS	Special Resolution									
	Resolution Required (Ordinary/Special)									
	Whether promoter/ promoter groups are interested in the									
	No					Yes				
	(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100			
	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED			
PROMOTER AND PROMOTER-GROUP	9024209	9024209	100	9024209	0	100	0			
		0	0	0	0	0	0			
		0	0	0	0	0	0			
		0	0	0	0	0	0			
<b>SUB TOTAL</b>	<b>9024209</b>	<b>9024209</b>	<b>100</b>	<b>9024209</b>	<b>0</b>	<b>100</b>	<b>0</b>			
PUBLIC-INSTITUTIONS	1090207	901861	82.72	901861	0	100	0			
		0	0	0	0	0	0			
		0	0	0	0	0	0			
		0	0	0	0	0	0			
<b>SUB TOTAL</b>	<b>1090207</b>	<b>901861</b>	<b>82.72</b>	<b>901861</b>	<b>0</b>	<b>100</b>	<b>0</b>			
PUBLIC-NON INSTITUTIONS	1917863	628462	32.77	628461	1	100	0			
		0	0	0	0	0	0			
		39506	0	39506	0	100	0			
		0	0	0	0	0	0			
<b>SUB TOTAL</b>	<b>1917863</b>	<b>667968</b>	<b>34.83</b>	<b>667967</b>	<b>1</b>	<b>100</b>	<b>0</b>			
<b>GRAND TOTAL</b>	<b>12032279</b>	<b>10594038</b>	<b>88.05</b>	<b>10594037</b>	<b>1</b>	<b>100</b>	<b>0</b>			



**4. ORDINARY RESOLUTION FOR ISSUE OF BONUS SHARES**

PARTICULARS	Resolution Required:(Ordinary/Special)		Ordinary Resolution						
	MODE OF VOTING	Whether promoter/ promoter groups are interested in the	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES (3)=(2/1)*100	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED (6)=(4/2)*100	% OF VOTES AGAINST ON VOTE POLLED (7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP	E-VOTING		9024209	9024209	100	9024209	0	100	0
	POLL			0	0	0	0	0	0
	POSTAL_BALLOT			0	0	0	0	0	0
	VENUE-VOTING			0	0	0	0	0	0
	<b>SUB TOTAL</b>		<b>9024209</b>	<b>9024209</b>	<b>100</b>	<b>9024209</b>	<b>0</b>	<b>100</b>	<b>0</b>
PUBLIC-INSTITUTIONS	E-VOTING		1090207	901861	82.72	901861	0	100	0
	POLL			0	0	0	0	0	0
	POSTAL_BALLOT			0	0	0	0	0	0
	VENUE-VOTING			0	0	0	0	0	0
	<b>SUB TOTAL</b>		<b>1090207</b>	<b>901861</b>	<b>82.72</b>	<b>901861</b>	<b>0</b>	<b>100</b>	<b>0</b>
PUBLIC-NON INSTITUTIONS	E-VOTING		1917863	628462	32.77	628462	0	100	0
	POLL			0	0	0	0	0	0
	POSTAL_BALLOT			39506	0	39506	0	100	0
	VENUE-VOTING			0	0	0	0	0	0
	<b>SUB TOTAL</b>		<b>1917863</b>	<b>667968</b>	<b>34.83</b>	<b>667968</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>GRAND TOTAL</b>		<b>12032279</b>	<b>10594038</b>	<b>88.05</b>	<b>10594038</b>	<b>0</b>	<b>100</b>	<b>0</b>	



*M*

Suite No. 103, First Floor, Kaveri Complex  
No. 96/104, Nungambakkam High Road  
(Near to NABARD & ICICI Bank)  
Nungambakkam, Chennai - 600 014  
Phone No. 044 - 4553 0256  
4553 0257 / 4265 2127  
E-mail: csdhanapal@gmail.com  
website: www.csdhanapal.com

# S Dhanapal & Associates

## Practising Company Secretaries

### Partners

S. Dhanapal, B.Com., B.A.B.L., F.C.S.  
N. Ramanathan, B.Com., F.C.S.  
Smita Chirimar, M.Com., F.C.S., DCG(ICSI)  
R. Pratheeps, B.C.S., A.C.S.

### REPORT OF SCRUTINIZER

[Pursuant to Section 108 & 110 of the Companies Act, 2013 and Rules 20 and 22 of the  
Companies (Management and Administration) Rules, 2014]

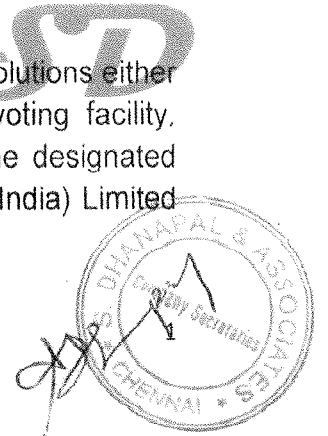
To

The Chairman  
**M/s. Wheels India Limited,**  
21, Pattulos Road,  
Chennai - 600002

Dear Sir,

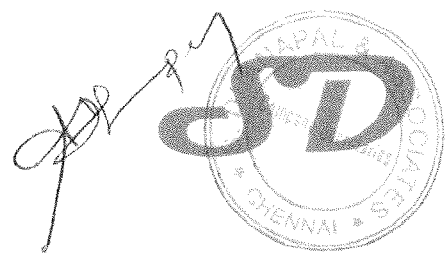
I, S. Dhanapal, Senior Partner of M/s. S Dhanapal & Associates, a firm of Practising Company Secretaries, appointed as Scrutinizer for the purpose of conducting the Postal Ballot and scrutinizing the voting process for passing of resolutions as set out in the notice of postal ballot dated **22.06.2018** in terms of provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, submit my report as under:

1. The Company had completed on 28.06.2018 dispatch of Postal Ballot Forms along with postage prepaid business reply envelope to its members whose name(s) appeared on the Register of Members / list of beneficiaries as on **26.06.2018**.
2. The shareholders of the Company had option to vote on the resolutions either through the postal ballot forms physically or through the e-voting facility. Shareholders opting for e-voting facility, cast their votes on the designated website [www.evotingindia.com](http://www.evotingindia.com) of Central Depository Services (India) Limited (CDSL).



**S Dhanapal & Associates**  
Practising Company Secretaries

3. The physical postal ballot forms were received by and kept under safe custody of the Registrar and Transfer Agents of the Company, **M/s.Cameo Corporate Services Limited**, before commencing the scrutiny of such postal ballot forms.
4. The postal ballot forms were handed over to my office on close of working hours of **28.07.2018** for my scrutiny.
5. With the support of the Registrar and Transfer Agent, the Postal Ballot forms were scrutinized and signatures of Members, who had cast their votes, were verified as also the shareholding was matched / confirmed with the Register of Members of the Company / list of beneficiaries as on **26.06.2018** maintained by them.
6. All Postal Ballot Forms received and votes cast electronically upto the close of working hours on **28.07.2018** were considered for scrutiny, being the last date and time fixed by the Company for receipt of the duly completed postal ballot forms and e-voting on CDSL portal as per the notice of postal ballot dated **22.06.2018**
7. Envelopes containing Postal Ballot forms received after the close of working hours on **28.07.2018** were not considered for scrutiny.
8. It was informed by the Company that the envelopes containing Postal Ballot forms undelivered by the postal authorities aggregated to **202** numbers and are kept separately by the Company.
9. There appears no defaced or mutilated Postal Ballot Forms.
10. Physical ballots where there is signature mismatch/missing were considered invalid.
11. A summary of the votes cast electronically and physical Postal ballot forms received, is given below:



The image shows a handwritten signature in black ink, which appears to be 'S Dhanapal', written over a circular stamp. The stamp contains the text 'S Dhanapal & Associates' around the top and 'CHENNAI' at the bottom, with a large 'SD' in the center.

**Resolution No. 1: Increase in Authorised Share Capital from Rs.20.00 Crores to Rs.50.00 Crores**

	No. of Equity shares Voted			No. of Members voted		
	e-voting (electronic)	Physical Ballot Forms	Total	e-voting (electronic)	Physical Ballot Forms	Total
Total votes cast	10554532	41529	10596061	53	189	242
Less: invalid votes	0	2023	2023	0	5	5
Net valid votes cast	10554532	39506	10594038	53	184	237
Votes cast in favour	10554531	39506	10594037	52	184	236
Votes Cast against	1	0	1	1	0	1

% of total votes cast in favour of the resolution: 99.9999%

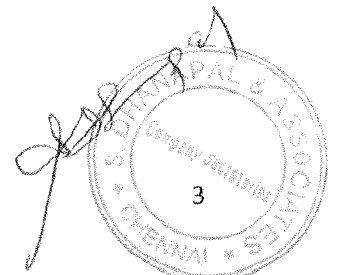
% of total votes cast against the resolution: 00.0001%

**Resolution No. 2: Alteration in the Capital Clause of Memorandum of Association**

	No. of Equity shares Voted			No. of Members voted		
	e-voting (electronic)	Physical Ballot Forms	Total	e-voting (electronic)	Physical Ballot Forms	Total
Total votes cast	10554532	41529	10596061	53	189	242
Less: invalid votes	0	2023	2023	0	5	5
Net valid votes cast	10554532	39506	10594038	53	184	237
Votes cast in favour	10554531	39506	10594037	52	184	236
Votes Cast against	1	0	1	1	0	1

% of total votes cast in favour of the resolution: 99.9999%

% of total votes cast against the resolution: 00.0001%





**Resolution No. 3: Alteration in Articles of Association consequent to increase in Authorised Share Capital**

	No. of Equity shares Voted			No. of Members voted		
	e-voting (electronic)	Physical Ballot Forms	Total	e-voting (electronic)	Physical Ballot Forms	Total
Total votes cast	10554532	41529	10596061	53	189	242
Less: invalid votes	0	2023	2023	0	5	5
Net valid votes cast	10554532	39506	10594038	53	184	237
Votes cast in favour	10554531	39506	10594037	52	184	236
Votes Cast against	1	0	1	1	0	1

% of total votes cast in favour of the resolution: 99.9999%

% of total votes cast against the resolution: 00.0001 %

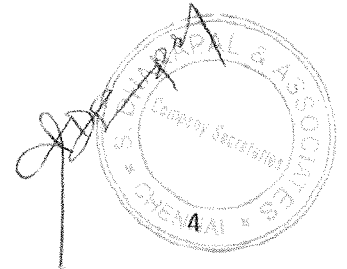
**Resolution No. 4: Issue of Bonus Shares**

	No. of Equity shares Voted			No. of Members voted		
	e-voting (electronic)	Physical Ballot Forms	Total	e-voting (electronic)	Physical Ballot Forms	Total
Total votes cast	10554532	41529	10596061	53	189	242
Less: invalid votes	0	2023	2023	0	5	5
Net valid votes cast	10554532	39506	10594038	53	184	237
Votes cast in favour	10554532	39506	10594038	53	184	237
Votes Cast against	0	0	0	0	0	0

% of total votes cast in favour of the resolution: 100.00%

% of total votes cast against the resolution: 0.00%

**SD**

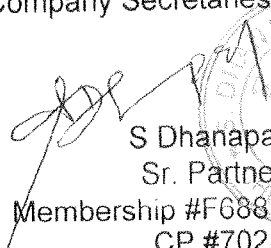


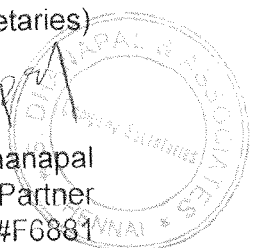
**S Dhanapal & Associates**  
Practising Company Secretaries

12. In terms of the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 all the documents relating to postal ballot and e-voting shall remain under my custody until the Minutes are signed and approved by the Chairman and the same will be handed over to the Company after the declaration of the results.
13. In view of the above voting results, the resolution as contained in the said notice has received requisite majority, therefore, the Chairman may accordingly declare the result of the voting (both physical as well as electronic) by postal ballot.

Thanking You,  
Yours faithfully,  
For S Dhanapal & Associates  
(A firm of Practising Company Secretaries)

Place: Chennai  
Date: 30.07.2018

  
S Dhanapal  
Sr. Partner  
Membership #F6881  
CP #7028



**SD**