

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.

11.8.2016

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

Dear Sir,

**Sub: Details regarding the voting results-AGM held on 10th August 2016**

**Ref: Reg.44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015**

As required under the above regulation, we are submitting the details in the prescribed format regarding E-voting and polling results for the resolutions passed at the 57<sup>th</sup> Annual General Meeting of the Company held on 10th August 2016.

Thanking you,

Yours faithfully  
For **WHEELS INDIA LIMITED**

  
**S Srivathsan**  
CFO & Secretary

CC: Bombay Stock Exchange Limited  
Floor 25, P J Towers, Dalal Street  
Mumbai - 400 001

PLEASE ADDRESS ALL COMMUNICATIONS TO THE FACTORY

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  
R. Prathepa, B.C.S., A.C.S  
T. Murugan, B.Sc., A.C.A., A.C.S

# S Dhanapal & Associates

## Practising Company Secretaries

Branch Office :

K.K. Nagar  
M22-E, Sri Subah Colony,  
Munusamy Road, K.K. Nagar,  
Chennai - 600 078.  
Ph. : 044-2366 1875 / 4206 6360  
E-Mail : murugantnp@yahoo.co.in

Suite No. 103, First Floor, Kaveri Complex,  
No. 96/104, Nungambakkam High Road,  
(Next to Ganpat Hotel & ICICI Bank)  
Nungambakkam, Chennai - 600 034.  
Phone No. 044-45530256 / 257  
Direct Number : 044 - 42652127  
E-mail: csdhanapal@gmail.com  
website: www.csdhanapal.com

### Report of Scrutinizer

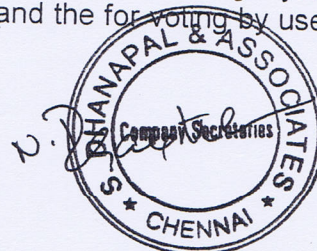
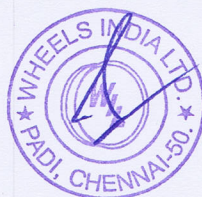
[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman  
57<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
M/s. Wheels India Limited  
Chennai

Dear Sir,

I, N.Ramanathan, Partner of M/s. S Dhanapal & Associates, a firm of Practising Company Secretaries, was appointed as Scrutinizer by the Board of Directors of M/s. Wheels India Limited ("the Company") for the purpose of scrutinizing e-voting process (remote e-voting) and poll taken at the 57<sup>th</sup> Annual General Meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) in respect of the below mentioned resolutions proposed at the 57<sup>th</sup> Annual General meeting of the Equity Shareholders of M/s. Wheels India Limited, held on Wednesday, the 10<sup>th</sup> day of August, 2016 at 11.00 A.M. at The Music Academy, 168(Old No.306), TTK Road, Chennai – 600 014, submit the combined results of voting by electronic means (remote e-voting) & poll as under.

The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by using polling papers by the shareholders on the resolutions proposed in the Notice of the 57<sup>th</sup> Annual General Meeting of the Company is the responsibility of the Company. My responsibility as a Scrutinizer is to ensure that the voting process, through electronic means and by use of polling papers at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favour or against if any to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Central Depository Services Limited (CDSL) and the for voting by use of polling papers at the meeting.



# S Dhanapal & Associates

## Practising Company Secretaries

The consolidated results of the voting are as under:

**Resolution No. 1 - Adoption of the Audited Financial Statements including the consolidated Financial Statements for the year ended 31st March, 2016 together with the Reports of the Directors and Auditors thereon**

	No. of Shares	No. of Members
Total Votes Cast	10548207	81
Less: Invalid votes	646	5
Net Valid votes cast	10547561	76
Votes cast in favour	10547561	76
Votes Cast against	Nil	Nil

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

% of total valid votes cast against the resolution: Nil

**Resolution No. 2 – Declaration of Dividend**

	No. of Shares	No. of Members
Total Votes Cast	10548207	81
Less: Invalid votes	646	5
Net Valid votes cast	10547561	76
Votes cast in favour	10547561	76
Votes Cast against	Nil	Nil

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

% of total valid votes cast against the resolution: Nil

**Resolution No. 3 – Re-appointment of Mr. S Ram (DIN 00018309), Director, retiring by rotation**

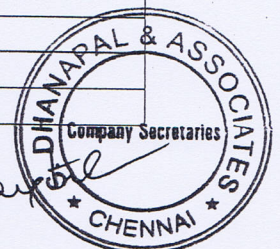
	No. of Shares	No. of Members
Total Votes Cast	10548207	81
Less: Invalid votes	646	5
Net Valid votes cast	10547561	76
Votes cast in favour	10547561	76
Votes Cast against	Nil	Nil

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

% of total valid votes cast against the resolution: Nil

**Resolution No. 4 – Appointment of M/s Sundaram & Srinivasan, Chartered Accountants, Chennai, as the Statutory Auditors of the Company**

	No. of Shares	No. of Members
Total Votes Cast	10548207	81
Less: Invalid votes	646	5
Net Valid votes cast	10547561	76
Votes cast in favour	10547561	76
Votes Cast against	Nil	Nil



# S Dhanapal & Associates

Practising Company Secretaries

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

% of total valid votes cast against the resolution: Nil

**Resolution No. 5 – Remuneration to Mr S Ram (DIN 00018309), non-executive Chairman**

	No. of Shares	No. of Members
Total Votes Cast	10548207	81
Less: Invalid votes	646	5
Net Valid votes cast	10547561	76
Votes cast in favour	10547561	76
Votes Cast against	Nil	Nil

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

% of total valid votes cast against the resolution: Nil

**Resolution No. 6 – Ratification of remuneration of Cost Auditors - M/s.Geeyes and Co.**

	No. of Shares	No. of Members
Total Votes Cast	10548207	81
Less: Invalid votes	646	5
Net Valid votes cast	10547561	76
Votes cast in favour	10547561	76
Votes Cast against	Nil	Nil

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

% of total valid votes cast against the resolution: Nil

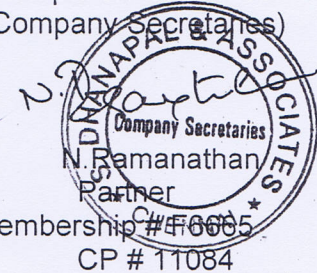
Thanking you,

Yours faithfully,

For S Dhanapal & Associates

(A firm of Practising Company Secretaries)

Dated: 10.08.2016



# SD

NAME OF THE COMPANY: WIL-WHEELS INDIA LIMITED

I ADOPT THE AUDIT THE FINANCIAL STATEMENTS INCLUDING THE CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED 31ST MARCH 2016

ORDINARY

Resolution Required: (Ordinary/Special)

Whether promoter/ promoter groups are interested in the agenda/resolution?

PARTICULARS	MODE OF VOTING	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
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP	E-VOTING	9024209	9024209	100.00	9024209	0	100.00	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	SUB TOTAL	9024209	9024209	100.00	9024209	0	100.00	0
PUBLIC-INSTITUTIONS	E-VOTING	914933	733717	80.19	733717	0	100.00	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	SUB TOTAL	914933	733717	80.19	733717	0	100.00	0
PUBLIC-NON INSTITUTIONS	E-VOTING	2093137	785320	37.52	785320	0	100.00	0
	POLL		4315	0.21	4315	0	100.00	0
	POSTAL BALLOT		0	0	0	0	0	0
	SUB TOTAL	2093137	789635	37.72	789635	0	100.00	0
<b>GRAND TOTAL</b>		<b>12032279</b>	<b>10547561</b>	<b>87.66</b>	<b>10547561</b>	<b>0</b>	<b>100.00</b>	<b>0</b>

2 DECLARATION OF FINAL DIVIDEND

Resolution Required: (Ordinary/Special)

Whether promoter/ promoter groups are interested in the agenda/resolution?

ORDINARY

Resolution Required: (Ordinary/Special)

Whether promoter/ promoter groups are interested in the agenda/resolution?

PARTICULARS	MODE OF VOTING	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
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP	E-VOTING	9024209	9024209	100.00	9024209	0	100.00	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	SUB TOTAL	9024209	9024209	100.00	9024209	0	100.00	0
PUBLIC-INSTITUTIONS	E-VOTING	914933	733717	80.19	733717	0	100.00	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	SUB TOTAL	914933	733717	80.19	733717	0	100.00	0
PUBLIC-NON INSTITUTIONS	E-VOTING	2093137	785320	37.52	785320	0	100.00	0
	POLL		4315	0.21	4315	0	100.00	0
	POSTAL BALLOT		0	0.00	0	0	0	0
	SUB TOTAL	2093137	789635	37.72	789635	0	100.00	0
<b>GRAND TOTAL</b>		<b>12032279</b>	<b>10547561</b>	<b>87.66</b>	<b>10547561</b>	<b>0</b>	<b>100.00</b>	<b>0</b>

3.MR S RAM, A DIRECTOR RETIRING BY ROTATION AND BEING ELIGIBLE FOR REELECTION

Resolution Required: (Ordinary/Special)

Whether promoter/ promoter groups are interested in the agenda/resolution?

ORDINARY

Resolution Required: (Ordinary/Special)

Whether promoter/ promoter groups are interested in the agenda/resolution?

PARTICULARS	MODE OF VOTING	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
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP	E-VOTING	9024209	9024209	100	9024209	0	100.00	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	SUB TOTAL	9024209	9024209	100	9024209	0	100.00	0
PUBLIC-INSTITUTIONS	E-VOTING	914933	733717	80.19	733717	0	100.00	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	SUB TOTAL	914933	733717	80.19	733717	0	100.00	0
PUBLIC-NON INSTITUTIONS	E-VOTING	2093137	785320	37.52	785320	0	100.00	0
	POLL		4315	0.21	4315	0	100.00	0
	POSTAL BALLOT		0	0	0	0	0	0
	SUB TOTAL	2093137	789635	37.72	789635	0	100.00	0
<b>GRAND TOTAL</b>		<b>12032279</b>	<b>10547561</b>	<b>87.66</b>	<b>10547561</b>	<b>0</b>	<b>100.00</b>	<b>0</b>





4. APPOINTMENT OF M/s SUNDARAM AND SRINIVASAN CHARTERED ACCOUNTANTS AS THE STATUTORY AUDITORS OF THE COMPANY

PARTICULARS	MODE OF VOTING	ORDINARY						
		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
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP	E-VOTING POLL	9024209	9024209	100.00	9024209	0	100.00	0
	POSTAL BALLOT		0	0	0	0	0	0
	SUB TOTAL	9024209	9024209	100.00	9024209	0	100.00	0
PUBLIC-INSTITUTIONS	E-VOTING POLL	914933	733717	80.19	733717	0	100.00	0
	POSTAL BALLOT		0	0	0	0	0	0
	SUB TOTAL	914933	733717	80.19	733717	0	100.00	0
PUBLIC-NON INSTITUTIONS	E-VOTING POLL	2093137	785320	37.52	785320	0	100.00	0
	POSTAL BALLOT		4315	0.21	4315	0	100.00	0
	SUB TOTAL	2093137	789635	37.72	789635	0	100.00	0
<b>GRAND TOTAL</b>		<b>12032279</b>	<b>10547561</b>	<b>87.66</b>	<b>10547561</b>	<b>0</b>	<b>100.00</b>	<b>0</b>

5. PAYMENT OF REMUNERATION / COMMISSION TO MR S RAM

PARTICULARS	MODE OF VOTING	SPECIAL						
		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
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP	E-VOTING POLL	9024209	9024209	100	9024209	0	100.00	0
	POSTAL BALLOT		0	0	0	0	0	0
	SUB TOTAL	9024209	9024209	100	9024209	0	100.00	0
PUBLIC-INSTITUTIONS	E-VOTING POLL	914933	733717	80.19	733717	0	100.00	0
	POSTAL BALLOT		0	0	0	0	0	0
	SUB TOTAL	914933	733717	80.19	733717	0	100.00	0
PUBLIC-NON INSTITUTIONS	E-VOTING POLL	2093137	785320	37.52	785320	0	100.00	0
	POSTAL BALLOT		4315	0.21	4315	0	100.00	0
	SUB TOTAL	2093137	789635	37.72	789635	0	100.00	0
<b>GRAND TOTAL</b>		<b>12032279</b>	<b>10547561</b>	<b>87.66</b>	<b>10547561</b>	<b>0</b>	<b>100.00</b>	<b>0</b>

6. PAYMENT OF REMUNERATION TO COST AUDITORS TO CONDUCT THE AUDIT

PARTICULARS	MODE OF VOTING	Ordinary						
		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
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP	E-VOTING POLL	9024209	9024209	100	9024209	0	100.00	0
	POSTAL BALLOT		0	0	0	0	0	0
	SUB TOTAL	9024209	9024209	100	9024209	0	100.00	0
PUBLIC-INSTITUTIONS	E-VOTING POLL	914933	733717	80.19	733717	0	100.00	0
	POSTAL BALLOT		0	0	0	0	0	0
	SUB TOTAL	914933	733717	80.19	733717	0	100.00	0
PUBLIC-NON INSTITUTIONS	E-VOTING POLL	2093137	785320	37.52	785320	0	100.00	0
	POSTAL BALLOT		4315	0.21	4315	0	100.00	0
	SUB TOTAL	2093137	789635	37.72	789635	0	100.00	0
<b>GRAND TOTAL</b>		<b>12032279</b>	<b>10547561</b>	<b>87.66</b>	<b>10547561</b>	<b>0</b>	<b>100.00</b>	<b>0</b>