



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.