



# 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 • E-mail:investorservices@wheelsindia.com

## NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

### To the members of the Company,

Notice is hereby given that the resolutions set out below are circulated for approval of members of the Company to be accorded by Postal Ballot including Electronic Voting (e-voting), pursuant to Section 110 and all other applicable provisions of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force). The Statement pursuant to Section 102(1) of the Act setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on June 22, 2018 has appointed Mr. S Dhanapal, (Membership No. FCS 6881) of M/s S Dhanapal & Associates, Practicing Company Secretaries as Scrutinizer for conducting the Postal Ballot including e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed in Postal Ballot Form and return the same duly completed so as to reach the Scrutinizer not later than 5:00 p.m. (IST) on Saturday, July 28, 2018. Postal Ballot Forms received after the said time and date will be treated as if the reply from such Members has not been received.

Members desiring to opt for the e-voting facility are requested to read the instructions in the note under the Section "Instructions for shareholders voting electronically"

The Scrutinizer will submit his report to the Chairman of the Company after the completion of scrutiny, and the results of voting by means of Postal Ballot (including voting through electronic means) will be announced not later than 48 hours

of conclusion of the voting through Postal Ballot. The said results would be communicated to the Stock Exchanges and simultaneously be uploaded on the Company's website: www.wheelsindia.com and on the website of CDSL www.evotingindia.com.

### SPECIAL BUSINESS

#### 1. Increase in Authorised Share Capital

**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 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs. 20,00,00,000 (Rupees Twenty Crores only) divided into 2,00,00,000 Equity Shares of Rs. 10/- each to Rs. 50,00,00,000 (Rupees Fifty Crores) divided into 5,00,00,000 Equity Shares of Rs. 10/- each by creation of additional 3,00,00,000 (Three Crores) Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company and Clause V of the Memorandum of Association and Article 4 of the Articles of Association be altered accordingly".

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be authorized to take such steps as may be necessary including delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other Officer(s) to do all such acts, deeds, matters and things, as may be considered necessary, desirable and expedient for giving effect to this resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company."



## **2. Alteration in the Capital Clause of Memorandum of Association**

**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 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the rules framed thereunder, the consent of the members of the Company be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following Clause V.

“V. The Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crores) divided into 5,00,00,000 Equity Shares of Rs. 10/- each. The Company has the power from time to time to increase or reduce its capital and to issue any shares in the original on new capital as equity or preference shares and to attach to any class or classes of such shares any preference, rights, privileges or priorities in payment of dividends or distribution of assets or otherwise over any other shares or to subject the same to any restrictions, limitations, or conditions and to vary the regulations of the Company, as far as necessary to give effect to the same and upon the sub division of any shares to apportion the right to participate in profits in any manner”.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be authorized to take such steps as may be necessary including delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other Officer(s) to do all such acts, deeds, matters and things, as may be considered necessary, desirable and expedient for giving effect to this resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company.”

## **3. Alteration in Articles of Association consequent to increase in Authorised Share Capital.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Article 4

of the Articles of Association of the Company be substituted by the following:

“4. The Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crores) divided into 5,00,00,000 Equity Shares of Rs. 10/- each”.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be authorized to take such steps as may be necessary including delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other Officer(s) be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered necessary, desirable and expedient for giving effect to this resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company.”

## **4. To issue Bonus Shares**

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

**“RESOLVED THAT**, in accordance with Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Company and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time) and further subject to such permissions, sanctions and approvals as may be required in this regard, approval of the Company be and is hereby accorded for capitalization of Rs. 12,03,22,790/- (Rupees Twelve Crore three lakhs twenty two thousand seven hundred and ninety only) standing to the credit of the Securities Premium Account for the purpose of issuance of bonus shares of Rs. 10/- each, credited as fully paid-up equity shares to the holders of existing equity share(s) of the company, whose names appear in the Register of Members maintained by the Company / Registrar & Share transfer agent and the List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on such Record Date as fixed by the Board in the proportion of 1 ( one ) Bonus equity share of Rs. 10/- each for every 1 (one) existing equity share(s) of Rs. 10/- each held by the Members/Beneficial Owners”.



**“RESOLVED FURTHER THAT** the bonus equity shares so allotted shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank pari passu with the existing Equity Shares”.

**“RESOLVED FURTHER THAT** in the case of members who hold shares in dematerialised form, the bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and in the case of members who hold equity shares in certificate form, the share certificate(s) in respect of the bonus equity shares shall be despatched, within such time as prescribed by law and the relevant authorities”.

**“RESOLVED FURTHER THAT** the issue and allotment of the bonus equity shares to Non-Resident Indians (NRIs), Persons of Indian origin/ Overseas Corporate Bodies and other Foreign Investors, be subject to the approval of Reserve Bank of India (RBI) or any other regulatory authority, if any, as may be required”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including delegation of any of the powers herein conferred to Mr. Srivats Ram, Managing Director of the Company”.

**By Order of the Board of Directors**

**K V LAKSHMI**  
**Company Secretary**

Place: Chennai,  
Date: June 22, 2018

**REGISTERED OFFICE:**

21, Patullos Road, Chennai 600 002

CIN: L35921TN1960PLC004175

Tel.: +91 4426234300 Fax : +91 44 26257121

E-mail:investorservices@wheelsindia.com,

Website: www.wheelsindia.com

## **NOTES:**

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.
2. This Notice along with the Postal Ballot Form is being sent to all Members, whose names are appearing in the Register of Members / Statement of beneficial ownership maintained by the Depositories-National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as well as members holding shares physically as on the close of business hours on June 26, 2018 (“cut-off date”). Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on the cut-off date.
3. Members may also note that the Notice of Postal Ballot will be available on the Company’s website: www.wheelsindia.com and on the website of CDSL www.evotingindia.com
4. Resolution passed by the members through Postal Ballot and e-voting are deemed to have been passed effectively at a General Meeting of the Members.
5. As per Section 110 of the Act, read with applicable rules of the Companies (Management and Administration) Rules, 2014 (as amended), notice of Postal Ballot may be served to the Members through electronic means. Members who have registered their e-mail IDs with depositories or with the company for communication purposes are being sent this Notice of Postal Ballot along with the form by Email and Members who have not registered their Email Ids will receive notice of Postal Ballot along with form through permitted means. The details of dispatch will be published in the newspaper.
6. A Member cannot exercise his / her vote through proxy.
7. Mr. S Dhanapal, (Membership No. FCS 6881) of M/s S Dhanapal & Associates, Practicing Company Secretaries is appointed as Scrutinizer for conducting the Postal Ballot to scrutinize the Physical Ballot and the e-voting process in a fair and transparent manner.
8. In compliance with the provisions of section 108 of the Companies Act 2013 read with the Companies (Management and Administration) Rules, 2014 and any amendments thereto and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), the Members are informed that the Company is offering e-voting facility as an alternate mode of voting which will enable the members to cast their votes electronically. Necessary arrangements



have been made by the Company with CDSL to facilitate e-voting. E-voting is optional and Members shall have the option to vote either through e-voting or through Postal Ballot Form. The detailed procedure with respect to e-voting is mentioned under the heading “Instructions for shareholders voting electronically”

9. The voting will commence on June 29, 2018, 10.00 a.m. (IST). The members are requested to note that:
  - a. The e-voting period will commence from June 29, 2018, 10.00 a.m. (IST) and ends on July 28, 2018, 5.00 p.m. (IST). Please note that e-voting module will be disabled for Voting after the said time and date. Once the Vote on resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. During the period, shareholders holding shares either in physical form or in dematerialized form as on the cut-off date, Tuesday, June 26, 2018 may cast their votes electronically.
  - b. Duly completed Postal Ballot Form should reach the Scrutinizer on or before July 28, 2018, 5.00 p.m. (IST). Postal Ballot Forms received after the said time and date will be treated as if the reply from such Members have not been received.
  - c. A person who is not a member of the Company as on the cut-off date i.e. Tuesday, June 26, 2018 should treat this notice for information purpose only.
10. Any Member who has not received the Postal Ballot Form may write to the Registrar & Share Transfer Agents (RTA) of the Company i.e. Cameo Corporate Services Limited, “Subramanian Building” #1, Club House Road, Chennai – 600002, Ph:-044 - 2846 0390/91/92/93/94 for obtaining a duplicate /additional form.
11. A member can opt for only one mode of voting i.e. either through e-voting or by Postal Ballot Form. If a Member casts vote by both the modes, then voting done through e-voting shall prevail and Postal Ballot Form shall be treated as invalid.
12. The Scrutinizer shall submit the Consolidated Scrutinizer Report to the Chairman or any person authorised by him.
13. The resolution, if passed by requisite majority, shall be deemed to have been passed on the date of announcement of the result by the company.

14. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.wheelsindia.com](http://www.wheelsindia.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately after the declaration of results by the Chairman or any person authorised by him in writing. The results shall also be immediately forwarded to the National Stock Exchange Limited, Mumbai and BSE Limited, Mumbai.

**Instructions for shareholders voting electronically:**

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on Shareholders Tab.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>• 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.</li> <li>• 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.</li> </ul>



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"> <li>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 (iii).</li> </ul>
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- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant **“Wheels India Limited”**.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) 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.
- (xvii) 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.
- (xviii) 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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



## STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

### Item No. 1, 2 & 3

#### **Increase in Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum and Articles of Association.**

The Authorised Share Capital of the Company is presently Rs. 20 crores. Considering the outstanding reserves of the Company, the Board of Directors of the Company at their meeting held on June 22, 2018 have considered subject to the approval of the members, Capitalisation of Rs. 12,03,22,790/- standing to the credit of Securities Premium Account as on March 31, 2018 by way of issue of Bonus Shares to the eligible shareholders in the ratio of 1 (One) Bonus Equity Shares of Rs. 10/- each for every 1 (one) Equity Share held as on the record date viz., August 9, 2018. Since the paid up capital post bonus issue will exceed the authorised share capital, it is also proposed to increase the authorised capital of the Company.

The Board of Directors considered increase in the Authorised Share Capital of the Company which is presently Rs. 20 crores to Rs. 50 crores by creation of 3,00,00,000 (Three Crores) Equity Shares of Rs. 10/- each. In view of the above, it is necessary to amend Clause V of the Memorandum of Association and Article 4 of the Articles of Association consequent to increase in the Authorised Share Capital from Rs. 20 crores to Rs. 50 crores. In this connection, the Board of Directors recommends the amendment to the Capital Clause V in the Memorandum of Association and Article 4 of Articles of Association for the approval of the Members.

The Resolutions as set out in item no. 1, 2 & 3 of the Notice is accordingly submitted to the members for consideration and approval.

Relevant documents referred in respect of the said item are open for inspection by the members at the Registered Office of the Company on all working days except holidays, between 2.30 p.m. and 4.30 p.m. up to the date of the declaration of the results of Postal Ballot.

None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the passing of the Resolution at Item No.1, 2 & 3.

### Item No. 4

#### **To issue Bonus Shares.**

The Board of Directors, at their meeting held on June 22, 2018 recommended an issue of Bonus Shares in the proportion of one new equity share of the Company for every existing equity share of the Company held by the members as on the record date by way of capitalization of Securities Premium Account.

Pursuant to the provision of Section 63 and other applicable provisions, issue of bonus shares of the Company requires the approval of the members of the Company.

The Resolutions as set out in item no. 4 of the Notice is accordingly submitted to the members for its consideration and approval.

Relevant documents referred in respect of the said item are open for inspection by the members at the Registered Office of the Company on all working days except holidays, between 2.30 p.m. and 4.30 p.m. up to the date of the declaration of the results of Postal Ballot.

None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the passing of the Resolution at Item No. 4 except to the extent of their respective shareholdings in the Company.

**By Order of the Board of Directors**

**K V LAKSHMI**  
Company Secretary

Place: Chennai,

Date: June 22, 2018

#### **REGISTERED OFFICE:**

21, Patullos Road, Chennai 600 002

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