

Partners

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N. Ramanathan, B.Com., F.C.S  
Smita Chirimar, M.Com., F.C.S  
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T. Murugan, B.Sc., A.C.A., A.C.S

## S Dhanapal & Associates Practising Company Secretaries

Branch Office :

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"Muthukumaran Illam"  
M22-E, Sri Subah Colony,  
Munusamy Road, K.K. Nagar,  
Chennai - 600 078.

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### Report of Scrutinizer

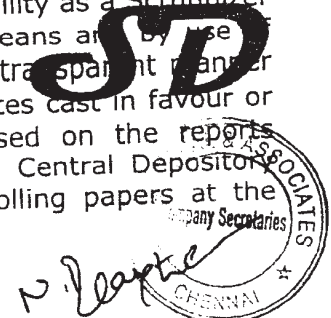
[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman  
58<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 58<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 58<sup>th</sup> Annual General meeting of the Equity Shareholders of M/s. Wheels India Limited, held on Thursday, the 10<sup>th</sup> day of August, 2017 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 58<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 scrutinizor'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.



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, 2017 together with the Reports of the Directors and Auditors thereon**

	No. of Shares	No. of Members
Total Votes Cast	<b>10649015</b>	<b>62</b>
Less: Invalid votes	<b>15</b>	<b>4</b>
Net Valid votes cast	<b>10649000</b>	<b>58</b>
Votes cast in favour	<b>10649000</b>	<b>58</b>
Votes Cast against	<b>Nil</b>	<b>Nil</b>

% of total valid votes cast in favour of the resolution: 100%  
 % of total valid votes cast against the resolution: Nil

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

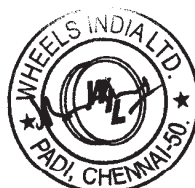
	No. of Shares	No. of Members
Total Votes Cast	<b>10649015</b>	<b>62</b>
Less: Invalid votes	<b>15</b>	<b>4</b>
Net Valid votes cast	<b>10649000</b>	<b>58</b>
Votes cast in favour	<b>10649000</b>	<b>58</b>
Votes Cast against	<b>Nil</b>	<b>Nil</b>

% 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. Christopher M B Akers (DIN 06979883), Director, retiring by rotation**

	No. of Shares	No. of Members
Total Votes Cast	<b>10649015</b>	<b>62</b>
Less: Invalid votes	<b>15</b>	<b>4</b>
Net Valid votes cast	<b>10649000</b>	<b>58</b>
Votes cast in favour	<b>10647639</b>	<b>57</b>
Votes Cast against	<b>1361</b>	<b>1</b>

% of total valid votes cast in favour of the resolution: 99.99%  
 % of total valid votes cast against the resolution: 0.01%



*Handwritten signature of Christopher M B Akers*  
 Christopher M B Akers  
 Director

# S Dhanapal & Associates

Practising Company Secretaries

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

	No. of Shares	No. of Members
Total Votes Cast	<b>10649015</b>	<b>62</b>
Less: Invalid votes	<b>15</b>	<b>4</b>
Net Valid votes cast	<b>10649000</b>	<b>58</b>
Votes cast in favour	<b>10649000</b>	<b>58</b>
Votes Cast against	<b>Nil</b>	<b>Nil</b>

**% of total valid votes cast in favour of the resolution: 100%**

**% of total valid votes cast against the resolution: Nil**

**Resolution No. 5 – Ratification of remuneration of Cost Auditors - M/s.Geeyes and Co.**

	No. of Shares	No. of Members
Total Votes Cast	<b>10649015</b>	<b>62</b>
Less: Invalid votes	<b>15</b>	<b>4</b>
Net Valid votes cast	<b>10649000</b>	<b>58</b>
Votes cast in favour	<b>10649000</b>	<b>58</b>
Votes Cast against	<b>Nil</b>	<b>Nil</b>

**% of total valid votes cast in favour of the resolution: 100%**

**% of total valid votes cast against the resolution: Nil**

Thanking you,

Dated: 10.08.2017

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

  
N. Ramanathan  
Partner

Membership # F6665  
CP # 11084

