

## Notice to the Shareholders

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NOTICE is hereby given that the Fifty Sixth Annual General Meeting of the Shareholders of the Company will be held on Thursday, August 13, 2015, at 11.00 a.m. at "The Music Academy", 168 (Old No.306), T T K Road, Chennai 600014, to transact the following business:

### ORDINARY BUSINESS

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

RESOLVED THAT the Audited Balance Sheet as at 31st March, 2015 and the Profit & Loss Statement, Cash Flow Statement for the year ended 31st March, 2015 together with the Reports of the Directors and Auditors thereon, be approved and adopted.

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

RESOLVED THAT an Interim Dividend of Rs. 3/- per share already paid on the paid-up capital of the Company consisting of 1,20,32,279 equity shares of Rs. 10/- each amounting to Rs.3,60,96,837 be and is hereby confirmed and recorded.

RESOLVED FURTHER THAT, as recommended by the Directors, a Final dividend of Rs. 4.50 per share (45%) on the paid-up capital consisting of 1,20,32,279 equity shares, absorbing Rs. 5,41,45,255.50 (Rupees five crores forty one lakhs forty five thousand two hundred and fifty five and fifty paise only), be approved and the same is hereby declared payable for the year ended 31st March, 2015 as Final Dividend.

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

RESOLVED THAT Mr S Viji (DIN 00139043), a Director retiring by rotation, being eligible for re-election, be and is hereby re-elected as a Director of the Company liable for retirement by rotation.

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

RESOLVED THAT M/s Sundaram & Srinivasan, Chartered Accountants, Chennai (ICAI Registration Number 004207S), the retiring auditors, be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and that the Statutory Auditors be paid an audit fee of Rs. 26.00 Lakhs (excluding service tax and reimbursement of out of pocket expenses).

### SPECIAL BUSINESS

5. 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 applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the rules made thereunder, the approval of the members be and is hereby accorded to the change in designation of Mr S Ram (DIN 00018309) as a non-whole-time Director liable to retire by rotation and his re-appointment as a non-executive Chairman on and from 1.9.2015 and be paid remuneration with effect from 1.9.2015 on the terms and conditions including remuneration as set out hereunder:-

Commission not exceeding 1% of the net profits of the Company as may be decided by the Nomination and Remuneration Committee. Sitting fees for attending Meetings of Board / Committees. Perquisites – Company car with driver and telephone facility

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things that may in their absolute discretion consider necessary, proper, expedient, desirable or appropriate and take all necessary and desirable steps for the aforesaid purpose and matters incidental thereto.

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

RESOLVED THAT Mr Christopher M B Akers (DIN 06979883) who was appointed as a Director of the



Company in the casual vacancy caused by the resignation of Mr JMA Akers, and who, in terms of Section 161 of the Companies Act, 2013 holds office upto the date of this Annual General Meeting and who is eligible for appointment and in respect of whom the Company has received a notice, in writing from a member, under Section 160 of the Companies Act, 2013 be and is hereby appointed as a Director of the Company, liable to retirement by rotation.

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

RESOLVED THAT Mr Paul G Reitz (DIN 07159137), who was appointed as an Additional Director of the Company with effect from April 23, 2015 by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 and who holds office upto the date of the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member, under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retirement by rotation.

8. 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 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors, M/s. Geeyes and Co, Cost and Management Accountants, firm Registration Number 00044 appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2016, be paid a remuneration of Rs. 7.00 lakhs (Rupees Seven Lakhs) per annum excluding service tax and travel and reimbursement of out-of-pocket expenses.

Regd. Office:  
21, Patullos Road  
Chennai 600 002  
May 18, 2015

By Order of the Board  
**S Srivathsan**  
Chief Financial Officer  
& Secretary

#### NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting (Meeting) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the Proxy need not be a member of the Company. For appointment of a proxy to be effective, the proxy form (enclosed) shall be duly filled, stamped, executed and lodged with the Registered Office of the Company at least 48 hours before the time fixed for the commencement of the Meeting.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send to the Company a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 1.8.2015 to 13.8.2015 (both days inclusive) for payment of dividend on equity shares.
5. Final Dividend, as recommended by the Board of Directors, if declared at the meeting, shall be paid to those members whose name(s) appear in the Register of Members of the Company as on 13.8.2015. In respect of shares held in Electronic form, the dividend will be paid on the basis of beneficial ownership as per details furnished by the Depositories for this purpose.

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6. Members holding shares in demat form are hereby informed that bank particulars registered against their accounts will be used by the Company for payment of Dividend. Changes in bank details are only to be advised to the Depository Participants by the Members. Members who are holding shares in physical form and desirous of registering bank particulars or changing banking bank particulars already registered against their respective folios are requested to write to the Company.
7. Pursuant to the provisions of Section 205 A of the Companies Act, 1956, as amended, dividend declared for the financial year ended 2008-09 from the date of declaration of dividend and thereafter, which remain unclaimed for a period of 7 years will be transferred to the Investor Education and Protection Fund of the Central Government. Members who have not encashed the dividend warrant(s) so far for the above financial year or any subsequent financial year are requested to make their claim to the Share Department of the Company at Padi, Chennai - 600050. It may also be noted that once the unclaimed dividend is transferred to the Government, as above, no claim shall lie against the Fund or the Company in respect of such amount.
8. In accordance with provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, postal ballot / remote e-voting facility have been provided to the members. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
9. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. The details indicating the process and manner for voting by electronic means, the time schedule including the time period during which the votes may be cast by remote e-voting, the details of the login ID, the process and manner for generating or receiving the password and for casting of vote in a secure manner are provided to the shareholders. The route map for the venue of the AGM is also provided to the Shareholders.
10. The Board of Directors has appointed Mr S Dhanapal, Partner, M/s S Dhanapal & Associates, Practising Company Secretaries, Chennai, as the Scrutinizer, for conducting the postal ballot and e-voting process in a fair and transparent manner. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facilities enabling the members to cast their vote in a secure manner. It may be noted that this e-voting facility is optional. The e-voting facility will be available at the link [www.evotingindia.com](http://www.evotingindia.com) during the following voting period: The e-voting period would commence on 10.8.2015 (9:00 am) and end on 12.8.2015 (5:00 pm).
11. During the above period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 6.8.2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder cannot change it subsequently.
12. The procedure and instructions for e-voting is furnished in this notice as a separate annexure. Pursuant to Clause 35B (ii) of the Listing Agreement, to enable those shareholders who do not have access to e-voting facility, the Company has enabled a Postal ballot facility. A member desiring to exercise vote by postal ballot is requested to carefully read the instructions printed in the Postal Ballot Form 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 close of working hours (5.00 PM) on 12.8.2015.
- The Scrutinizer will submit his report to the Company after completion of the scrutiny and the results of the ballot / e-voting will be announced by the Company on its website – [www.wheelsindia.com](http://www.wheelsindia.com) within two days of the Annual General Meeting.



## Annexure to the Notice

### Explanatory Statement under Section 102 of the Companies Act, 2013

#### SPECIAL BUSINESS

##### Item No 5

At the 55th Annual General Meeting held on 8.9.2014 the shareholders approved the appointment of Mr S Ram, Whole-time Executive Chairman liable to retire by rotation.

It is proposed that on and from 1.9.2015 Mr S Ram will relinquish his position as an Executive Chairman and function as a Non-Whole time Director liable to retire by rotation in his designation as Non-Executive Chairman. This change in terms of the designation and remuneration of Mr S Ram will require prior approval of the shareholders by way of special resolution. The revised remuneration payable to him as Non-Executive Chairman as detailed in the resolution will be effective from 1st September 2015. A brief profile of Mr S Ram, as required to be given pursuant the Listing Agreement, has been given in the Corporate Governance report forming part of the Directors Report. Company has received a notice in writing proposing his candidature for the office of the Director.

Accordingly the resolution contained require the consent of the Members. Mr S Ram is interested in this resolution to the extent of the remuneration payable to him. Mr S Viji (DIN 00139043), Director, Mr Srivats Ram (DIN 00063415), Managing Director and relatives of Mr S Ram are deemed to be interested in the said resolution. None of the other directors or Key Managerial Personnel of the Company either directly or through their relatives are in any way concerned or interested, whether financially or otherwise in this resolution.

##### Item No 6

Mr Christopher M B Akers was appointed as a Director of the Company with effect from 30.10.2014 in the casual vacancy caused by the resignation of Mr J M A Akers. He holds office upto the date of this Annual General Meeting and is eligible for election.

A notice, in writing, under Section 160 of the Companies Act, 2013 has been received from a Member of the Company signifying his intention to propose Mr Christopher M B Akers as a candidate for the office of the Director. Accordingly the resolution contained require the consent of the members. A brief profile of Mr Christopher M B Akers has been given in the Corporate Governance report forming part of the Directors Report.

None of the Directors and Key Managerial Personnel of the Company or their relatives, except Mr Christopher M B Akers, is in any way, interested or concerned in this resolution.

##### Item No 7

Mr Paul G Reitz who was appointed as an Additional Director of the Company under Section 161 of the Companies Act, 2013 effective April 23, 2015, holds office up to the date of this Annual General Meeting, and is eligible for appointment as Director. The Company has received notice under Section 160 of the Companies Act, 2013 signifying intention to propose the candidature of Mr Paul G Reitz for the office of the Director. Accordingly the resolution contained require the consent of the Members.

A brief profile of Mr Paul G Reitz has been given in the Corporate Governance report forming part of the Directors Report. None of the Directors and Key Managerial Personnel of the Company or their relatives, except Mr Paul G Reitz, is in any way, interested or concerned in this resolution.

##### Item No 8

The Board, on the recommendations of the Audit Committee, has approved the appointment of the Cost Auditors, M/s. Geeyes & Co, Cost & Management Accountants, at a remuneration of Rs 7.00 lakhs (Rupees Seven Lakhs only) per annum plus travel and reimbursement of out of pocket expenses, at actuals, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2016.

In accordance with the provisions of the Section 148 of the Companies Act 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing the resolution as set out in the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2016. The Board recommends the resolution set forth in the Notice for the approval of the Members. None of the Directors/Key Managerial Personnel/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Regd. Office:  
21, Patullus Road  
Chennai 600 002  
May 18, 2015

By Order of the Board  
S Srivatsan  
Chief Financial Officer  
& Secretary

## PROCEDURE AND INSTRUCTIONS FOR E-VOTING

In case of members receiving e-mail:

- i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- ii) Click on "Shareholders" tab.
- iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company) and then enter the Captcha Code 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. If you are a first time user follow the steps given below.
- vi) Now, fill up the following details in the appropriate boxes:

|                         |   |
|-------------------------|---|
| PAN *                   | Enter your 10 digit alpha-numeric * PAN issued by Income Tax Department                 |
| DOB #                   | Enter the Date of Birth as recorded in your demat account / folio in dd/mm/yyyy format. |
| Dividend Bank Details # | Enter the Dividend Bank Details as recorded in your demat account / folio.              |

\* Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name followed by last 8 digits of Folio No / Client ID in the PAN field. In case the Folio No is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg. If your name is Ramesh Kumar with Folio number 838 then enter RA00000838 in the PAN field.

# Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- vii) After entering these details appropriately, click on "SUBMIT" tab.
- viii) 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.
- ix) Members holding shares in physical form will then reach directly the Company selection screen. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- x) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xii) 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.
- xiii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- xiv) 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.
- xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- 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 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.

In case of members receiving the physical copy:

- A) Please follow all steps referred above to cast vote.
- B) 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

### Route Map

56th Annual General Meeting

Date : August 13, 2015

Day : Thursday

Time : 11:00 a.m.

Venue : Music Academy  
168, T.T.K. Road  
Royapettah  
Chennai 600 014  
Tamil Nadu

