

## Notice to the Shareholders

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NOTICE is hereby given that the Fifty Seventh Annual General Meeting of the Shareholders of the Company will be held on Wednesday August 10, 2016, 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 Financial Statements, including the Consolidated Financial Statements, of the Company for the year ended 31st March 2016 and the Board's and Auditors' Reports thereon, be and are hereby 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. 3.50 (35%) per equity share of Rs 10/- each, already paid on the paid-up capital of the Company amounting to Rs.4,21,12,976.50 be and is hereby confirmed and recorded.

RESOLVED FURTHER THAT, as recommended by the Directors, a Final dividend of Rs 5.50 per share (55%) on the paid-up capital consisting of 1,20,32,279 equity shares, absorbing Rs. 6,61,77,534.50 (Rupees Six crore sixty one lakhs seventy seven thousand five hundred and thirty four and fifty paise only), be approved and the same is hereby declared payable for the year ended 31st March, 2016 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 Ram (DIN 00018309), 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. 32.00 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 Mr S Ram (DIN 18309) appointed and designated as Chairman, who has been re-elected as a Director of the Company liable for retirement by rotation be paid a remuneration as detailed below:-

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 authorised 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 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 2017, be paid a remuneration of Rs 7.00 lakhs (Rupees Seven Lakhs only) per annum excluding service tax and travel and reimbursement of out-of-pocket expenses.

Regd. Office:  
21, Patullos Road  
Chennai 600 002  
Date: 25.5.2016

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 authorised representative to attend the Meeting are requested to send to the Company a certified

copy of the board resolution authorising 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 1.8.2016 to 10.8.2016 (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 10.8.2016. 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.
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.

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7. Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, 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 - 600 050. 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, remote e-voting facility have been provided to the members. The facility for voting either through electronic voting system 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.
- Members intending to vote at the venue are requested to bring their photo identity card.
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 if 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.
10. The Board of Directors has appointed Mr N.Ramanathan Partner, M/s S Dhanapal & Associates, Practising Company Secretaries, Chennai, as the Scrutinizer, for conducting the 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 7.8.2016 (9:00 AM) and end on 9.8.2016 (5:00 P.M.).
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 03.08.2016 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.
- The Scrutinizer will submit his report to the Company after completion of the scrutiny and the results of the 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 Annual General Meeting (AGM) held on 8.9.2014 the shareholders approved the appointment of Mr. S Ram, as Whole-time Executive Chairman liable to retire by rotation. At the AGM held on 13.8.2015 the shareholders approved the appointment of Mr. S Ram, as Non-Executive Chairman with effect from 1.9.2015 liable to retire by rotation and approved payment of commission and other remuneration as detailed in the said resolution.

Mr S Ram is retiring by rotation at this AGM and is seeking reappointment. Approval is sought by way of Special Resolution for the payment of remuneration to him as detailed in the Notice convening this AGM. A brief profile of Mr. S Ram, as required to be given pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 has been given in the Corporate Governance report forming part of the Directors Report. Accordingly the resolution contained require the consent of the Members. Mr S Ram is interested in this resolution to the extent of remuneration payable to him. Mr S Viji (DIN 139043), Director, Mr Srivats Ram (DIN 63415), Managing Director are related to Mr. S Ram and 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

The Board, on the recommendations of the Audit Committee, has approved the appointment of the Cost Auditors, M/s. Geeyes & Co, Cost and 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 31 March, 2017.

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, 2017. 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, Patullos Road  
Chennai 600 002  
Date: 25.5.2016

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