

S Dhanapal & Associates

Practising Company Secretaries

Partners

S. Dhanapal, B.Com., B.A.B.L., F.C.S
N. Ramanathan, B.Com., F.C.S
Smita Chirimar, M.Com., A.C.S
R. Pratheeps, B.C.S., A.C.S

Report of Scrutinizer

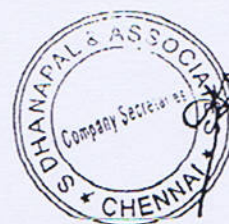
[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
56th Annual General Meeting of the Equity Shareholders of
M/s. Wheels India Limited
Chennai

Dear Sir,

I, S. Dhanapal, Senior 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), ballot and poll taken at the 56th 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 56th Annual General meeting of the Equity Shareholders of M/s. Wheels India Limited, held on Thursday, the 13th day of August, 2015 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), ballot & 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 and ballot by the shareholders on the resolutions proposed in the Notice of the 56th 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, ballot and by use of polling papers at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizers 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), voting by ballot and the for voting by use of polling papers at the meeting.



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The consolidated results of the voting are as under:

Resolution No. 1 - Adoption of 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

	No. of Shares	No. of Members
Total Votes Cast	10706887	274
Less: Invalid votes	924	11
Net Valid votes cast	10705963	263
Votes cast in favour	10705963	263
Votes Cast against	0	0

% 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	10706887	274
Less: Invalid votes	924	11
Net Valid votes cast	10705963	263
Votes cast in favour	10705963	263
Votes Cast against	0	0

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

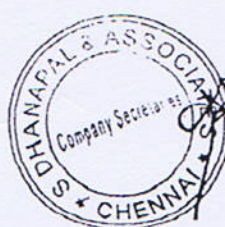
% of total valid votes cast against the resolution: Nil

Resolution No. 3 – Re-appointment of Mr. S Viji (DIN 00139043), Director, retiring by rotation

	No. of Shares	No. of Members
Total Votes Cast	10706887	274
Less: Invalid votes	924	11
Net Valid votes cast	10705963	263
Votes cast in favour	10704494	260
Votes Cast against	1469	3

% of total valid votes cast in favour of the resolution: 99.986

% of total valid votes cast against the resolution: 0.014



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Resolution No. 4 - Appointment of M/s Sundaram & Srinivasan, Chartered Accountants, Chennai, as the Statutory Auditors of the Company

	No. of Shares	No. of Members
Total Votes Cast	10706887	274
Less: Invalid votes	924	11
Net Valid votes cast	10705963	263
Votes cast in favour	10705658	260
Votes Cast against	305	3

% of total valid votes cast in favour of the resolution: 99.997

% of total valid votes cast against the resolution: 0.003

Resolution No. 5 - Reappointment 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

	No. of Shares	No. of Members
Total Votes Cast	10706887	274
Less: Invalid votes	924	11
Net Valid votes cast	10705963	263
Votes cast in favour	10705952	261
Votes Cast against	11	2

% of total valid votes cast in favour of the resolution: 99.999

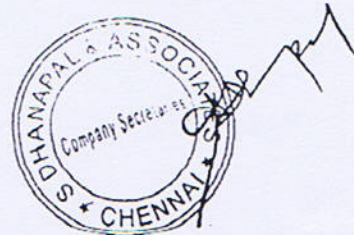
% of total valid votes cast against the resolution: 0.001

Resolution No. 6 - Appointment of Mr. Christopher M B Akers (DIN 06979883) as a Director of the Company, liable to retirement by rotation

	No. of Shares	No. of Members
Total Votes Cast	10706887	274
Less: Invalid votes	924	11
Net Valid votes cast	10705963	263
Votes cast in favour	10705653	259
Votes Cast against	310	4

% of total valid votes cast in favour of the resolution: 99.997

% of total valid votes cast against the resolution: 0.003



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Resolution No. 7 - Appointment of Mr. Paul G Reitz (DIN 07159137) as a Director of the Company, liable to retirement by rotation

	No. of Shares	No. of Members
Total Votes Cast	10706887	274
Less: Invalid votes	924	11
Net Valid votes cast	10705963	263
Votes cast in favour	10705653	259
Votes Cast against	310	4

% of total valid votes cast in favour of the resolution: 99.997

% of total valid votes cast against the resolution: 0.003

Resolution No. 8 - Ratification of remuneration of Cost Auditors - M/s.Geeyes and Co.

	No. of Shares	No. of Members
Total Votes Cast	10706887	274
Less: Invalid votes	924	11
Net Valid votes cast	10705963	263
Votes cast in favour	10705658	260
Votes Cast against	305	3

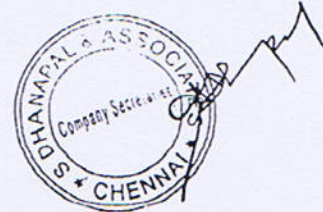
% of total valid votes cast in favour of the resolution: 99.997

% of total valid votes cast against the resolution: 0.003

Thanking you,

Dated: 14.08.2015

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



S. Dhanapal
Sr. Partner
Membership # F6881
CP # 7028