

Telephone Nos. :
Regd. Office : (044) 28522745
Factory : (044) 26234300
(044) 26258511



Telefax : 044 - 26257121
Web : www.wheelsindia.com

WHEELS INDIA LIMITED

Corporate Identity Number : L35921TN1960PLC004175

Registered Office :
21, Patullos Road, Chennai - 600 002.

Factory :
Padi, Chennai - 600 050.

16.08.2018

To,
The Manager
Listing Department,
National Stock Exchange of India Limited
"Exchange Plaza", C-1, Block G
Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051.

To,
BSE Limited
The Corporate Relationship Department
1st Floor New Trading Wing, Rotunda Building
Phiroze Jeejeebhoy Towers, Dalal Street
Mumbai - 400 001

Dear Sir,

Sub: Voting Results along with Scrutinizer's Report

The 59th Annual General Meeting (AGM) of the Wheels India Limited was held on Tuesday, the 14th day of August, 2018 at 11.00 a.m. at 'The Music Academy' and the entire business mentioned in the notice were transacted.

In this regard, please find enclosed the following:

1. Voting Results as required under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
2. Consolidated Scrutinizer's Report dated August 16, 2018.

Kindly take into your record, and disseminate on your website.

Thanking you,

Yours faithfully,

For WHEELS INDIA LIMITED

K. V. Lakshmi

K V Lakshmi
Company Secretary & Compliance Officer



Encl.: As above

PLEASE ADDRESS ALL COMMUNICATIONS TO THE FACTORY

NAME OF THE COMPANY: WHEELS INDIA LIMITED

DATE OF AGM	14-Aug-18
TOTAL NO.OF. SHAREHOLDERS AS ON RECORD DATE	9038
NO.OF. SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR PROXY:	1365
Promoter & Promoter Group	4
Public	1361
NO.OF. SHAREHOLDERS ATTENDED THE MEETING THROUGH VIDEO CONFERENCING	Not applicable
Promoter & Promoter Group	Not applicable
Public	Not applicable

1. ADOPT THE AUDITED FINANCIAL STATEMENTS INCLUDING THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 AND THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON.

PARTICULARS	MODE OF VOTING	Ordinary Resolution						
		NO OF SHARES HELD (1)	NO OF VOTES POLLED (2)	% OF SHARES POLLED ON OUTSTANDING SHARES (3)=(2/1)*100	NO OF VOTES IN FAVOUR (4)	NO OF VOTES AGAINST (5)	% OF VOTES IN FAVOUR ON VOTES POLLED (6)=(4/2)*100	% OF VOTES AGAINST ON VOTE POLLED (7)=(5/2)*100
PROMOTER AND PROMOTER~GROUP	E-VOTING	9024209	9024209	100	9024209	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL-BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	9024209	9024209	100	9024209	0	100	0
	E-VOTING	1048158	867869	82.8	867869	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL-BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	1048158	867869	82.8	867869	0	100	0
	E-VOTING	1959912	763940	38.98	763940	0	100	0
	POLL		4712	0	4712	0	100	0
	POSTAL-BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	1959912	768652	39.22	768652	0	100	0
		12032279	10660730	88.6	10660730	0	100	0
GRAND TOTAL								





2. RECORD AND CONFIRM THE INTERIM DIVIDEND PAID AND DECLARE FINAL DIVIDEND FOR THE YEAR ENDED 31ST MARCH 2018.

PARTICULARS	Resolution Required: (Ordinary/Special)		Ordinary Resolution						
	Whether promoter/ promoter groups are interested in the agenda/resolution?	No	(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP		No	9024209	9024209	100	9024209	0	100	0
	E-VOTING								
	POLL								
	POSTAL BALLOT								
	VENUE-VOTING								
	SUB TOTAL		9024209	9024209	100	9024209	0	100	0
PUBLIC-INSTITUTIONS		No	1048158	867869	82.8	867869	0	100	0
	E-VOTING								
	POLL								
	POSTAL BALLOT								
	VENUE-VOTING								
	SUB TOTAL		1048158	867869	82.8	867869	0	100	0
PUBLIC-NON INSTITUTIONS		No	1959912	763940	38.98	763940	0	100	0
	E-VOTING								
	POLL			4712		4712	0	100	0
	POSTAL BALLOT								
	VENUE-VOTING								
	SUB TOTAL		1959912	768652	39.22	768652	0	100	0
GRAND TOTAL		No	12032279	10660730	88.6	10660730	0	100	0

3. ELECT A DIRECTOR IN THE PLACE OF MR. PAUL G REITZ (DIN 07159137), WHO RETIRES BY ROTATION AND BEING ELIGIBLE , OFFERS HIMSELF FOR RE-ELECTION.

PARTICULARS	Resolution Required: (Ordinary/Special)		Ordinary Resolution						
	Whether promoter/ promoter groups are interested in the agenda/resolution?	No	(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP		No	9024209	9024209	100	9024209	0	100	0
	E-VOTING								
	POLL								
	POSTAL BALLOT								
	VENUE-VOTING								
	SUB TOTAL		9024209	9024209	100	9024209	0	100	0
PUBLIC-INSTITUTIONS		No	1048158	867869	82.8	865066	2803	99.68	0.32
	E-VOTING								
	POLL								
	POSTAL BALLOT								
	VENUE-VOTING								
	SUB TOTAL		1048158	867869	82.8	865066	2803	99.68	0.32
PUBLIC-NON INSTITUTIONS		No	1959912	763940	38.98	763940	0	100	0
	E-VOTING								
	POLL			4712		4712	0	100	0
	POSTAL BALLOT								
	VENUE-VOTING								
	SUB TOTAL		1959912	768652	39.22	768652	0	100	0
GRAND TOTAL		No	12032279	10660730	88.6	1065927	2803	99.97	0.03

4. PAYMENT OF REMUNERATION TO COST AUDITORS TO CONDUCT THE AUDIT OF THE COST RECORDS OF THE COMPANY FOR THE FINANCIAL YEAR ENDING 31ST MARCH, 2019.

Resolution Required:(Ordinary/Special)		Ordinary Resolution						
Whether promoter/ promoter groups are interested in the agenda/resolution?		No						
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP	E-VOTING	9024209	9024209	100	9024209	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL		9024209	9024209	100	9024209	0	100
PUBLIC-INSTITUTIONS	E-VOTING	1048158	867869	82.8	867869	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL		1048158	867869	82.8	867869	0	100
PUBLIC-NON INSTITUTIONS	E-VOTING	1959912	763940	38.98	763940	0	100	0
	POLL		4712	0	4712	0	100	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL		1959912	768652	39.22	768652	0	100
GRAND TOTAL		12032279	10660730	88.6	10660730	0	100	0

5. APPROVAL FOR RE-APPOINTMENT OF MR SRIVATS RAM AS MANAGING DIRECTOR FOR A PERIOD OF 5 YEARS WITH EFFECT FROM 01.05.2018 AND THE TERMS OF HIS REMUNERATION.

Resolution Required:(Ordinary/Special)		Ordinary Resolution						
Whether promoter/ promoter groups are interested in the agenda/resolution?		No						
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP	E-VOTING	9024209	9024209	100	9024209	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL		9024209	9024209	100	9024209	0	100
PUBLIC-INSTITUTIONS	E-VOTING	1048158	867869	82.8	867869	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL		1048158	867869	82.8	867869	0	100
PUBLIC-NON INSTITUTIONS	E-VOTING	1959912	763940	38.98	763940	0	100	0
	POLL		4712	0	4712	0	100	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL		1959912	768652	39.22	768652	0	100
GRAND TOTAL		12032279	10660730	88.6	10660730	0	100	0



6. APPROVAL FOR CONTINUATION OF THE DIRECTORSHIP OF MR S. RAM, CHAIRMAN AND NON EXECUTIVE DIRECTOR WITH EFFECT FROM 1ST APRIL 2019, TILL THE DATE HE BECOMES LIABLE TO RETIRE BY ROTATION.

Resolution Required:(Ordinary/Special)		Special Resolution						
Whether promoter/ promoter groups are interested in the agenda/resolution?		No						
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP	E-VOTING	9024209	9024209	100	9024209	0	100	0
	POLL		0		0	0	0	0
	POSTAL BALLOT		0		0	0	0	0
	VENUE-VOTING		0		0	0	0	0
	SUB TOTAL	9024209	9024209	100	9024209	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING	1048158	867869	82.8	867869	0	100	0
	POLL		0		0	0	0	0
	POSTAL BALLOT		0		0	0	0	0
	VENUE-VOTING		0		0	0	0	0
	SUB TOTAL	1048158	867869	82.8	867869	0	100	0
PUBLIC-NON INSTITUTIONS	E-VOTING	1959912	763940	38.98	763940	0	100	0
	POLL		4712		4711	1	99.99	0.01
	POSTAL BALLOT		0		0	0	0	0
	VENUE-VOTING		0		0	0	0	0
	SUB TOTAL	1959912	768652	39.22	768651	1	100	0
GRAND TOTAL		12032279	10660730	88.6	10660729	1	100	0



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Phone No. 044 - 4553 0256
4553 0257 / 4265 2127
E-mail: csdhanapal@gmail.com
website: www.csdhanapal.com

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., F.C.S, DCG(ICSI)
R. Pratheepa, B.C.S., A.C.S

FORM NO. MGT-13
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,
59th 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 59th 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 59th Annual General meeting of the Equity Shareholders of M/s.Wheels India Limited, held on Tuesday, the 14th day of August, 2018 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 59th 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 Scrutinizer'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.



N. Ramanathan

The consolidated results of the voting are as under:

Resolution No. 1 - Adopt the Audited Financial Statements including the consolidated Financial Statements for the year ended 31st March, 2018 and the Reports of the Directors and Auditors thereon

	No. of Shares	No. of Members
Total Votes Cast	10661235	62
Less: Invalid votes	505	2
Net Valid votes cast	10660730	60
Votes cast in favour	10660730	60
Votes Cast against	Nil	Nil

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

Resolution No. 2 – Record and confirm the interim dividend paid and declare final dividend for the year ended 31st March 2018

	No. of Shares	No. of Members
Total Votes Cast	10661235	62
Less: Invalid votes	505	2
Net Valid votes cast	10660730	60
Votes cast in favour	10660730	60
Votes Cast against	Nil	Nil

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

Resolution No. 3 – Elect a Director in the place of Mr. Paul G Reitz (DIN 07159137), who retires by rotation and being eligible, offers himself for re-election

	No. of Shares	No. of Members
Total Votes Cast	10661235	62
Less: Invalid votes	505	2
Net Valid votes cast	10660730	60
Votes cast in favour	10657927	57
Votes Cast against	2803	3

% of total valid votes cast in favour of the resolution: 99.97%
 % of total valid votes cast against the resolution: 0.03%



SD

P. Reitz

S Dhanapal & Associates

Practising Company Secretaries

Resolution No. 4 – Payment of remuneration to Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2019.

	No. of Shares	No. of Members
Total Votes Cast	10661235	62
Less: Invalid votes	505	2
Net Valid votes cast	10660730	60
Votes cast in favour	10660730	60
Votes Cast against	Nil	Nil

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

% of total valid votes cast against the resolution: Nil

Resolution No. 5 – Approval for re-appointment of Mr Srivats Ram as Managing Director for a period of 5 years with effect from 01.05.2018 and the terms of his remuneration.

	No. of Shares	No. of Members
Total Votes Cast	10661235	62
Less: Invalid votes	505	2
Net Valid votes cast	10660730	60
Votes cast in favour	10660730	60
Votes Cast against	Nil	Nil

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

% of total valid votes cast against the resolution: Nil

Resolution No. 6 – Approval for continuation of the Directorship of Mr S. Ram, Chairman and Non Executive Director with effect from 1st April 2019, till the date he becomes liable to retire by rotation

	No. of Shares	No. of Members
Total Votes Cast	10661235	62
Less: Invalid votes	505	2
Net Valid votes cast	10660730	60
Votes cast in favour	10660729	59
Votes Cast against	1	1

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

% of total valid votes cast against the resolution: 0.001%

Thanking you,

Place: Chennai
Dated: 16.08.2018

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

N. Ramanathan
N.Ramanathan
Partner
M. No.F6665
C. P. No. 11084

