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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.

July 14, 2022

To  
**National Stock Exchange of India Limited,**  
The Manager, Listing Department,  
"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

**Symbol: WHEELS**

**Scrip Code: 590073**

Dear Sir/ Madam,

**Subject: Voting Results along with Scrutinizer's Report – AGM 2022**

The 63<sup>rd</sup> Annual General Meeting (AGM) of Wheels India Limited was held on Wednesday, **July 13, 2022 at 10.15 A.M.** through video conferencing 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
2. Consolidated Scrutinizer's Report dated July 13, 2022

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.: a/a

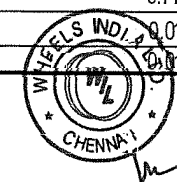
PLEASE ADDRESS ALL COMMUNICATIONS TO THE FACTORY



| DATE OF AGM  | July 13, 2022 |
|--|---------------|
| TOTAL NO.OF. SHAREHOLDERS AS ON RECORD DATE                            | 17,197        |
| NO. OF. SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR PROXY: | 0             |
| PROMOTER & PROMOTER GROUP  | 0             |
| PUBLIC   | 0             |
| NO. OF. SHAREHOLDERS ATTENDED THE MEETING THROUGH VIDEO CONFERENCING   | 65            |
| PROMOTER & PROMOTER GROUP  | 3             |
| PUBLIC   | 62            |

1. To approve and adopt the Audited Financial Statements, including the Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 and reports of the Directors' and Auditors thereon

| 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       | 13843428          | 13843428           | 100                                      | 13843428              | 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      | 13843428          | 13843428           | 100                                      | 13843428              | 0                   | 100                                  | 0                                 |
| PUBLIC-INSTITUTIONS  | E-VOTING       | 4881174           | 4809027            | 98.52                                    | 4809027               | 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      | 4881174           | 4809027            | 98.52                                    | 4809027               | 0                   | 100                                  | 0                                 |
| PUBLIC-NON INSTITUTIONS  | E-VOTING       | 5339956           | 1791179            | 33.54                                    | 1790989               | 190                 | 99.99                                | 0.01                              |
|  | POLL           |                   | 0                  | 0  | 0                     | 0                   | 0                                    | 0                                 |
|  | POSTAL_BALLOT  |                   | 0                  | 0  | 0                     | 0                   | 0                                    | 0                                 |
|  | VENUE-VOTING   |                   | 53                 | 0  | 51                    | 2                   | 96.23                                | 3.77                              |
|  | SUB TOTAL      | 5339956           | 1791232            | 33.54                                    | 1791040               | 192                 | 99.99                                | 0.01                              |
| GRAND TOTAL  |                | 24064558          | 20443687           | 84.95                                    | 20443495              | 192                 | 99.99                                | 0.01                              |



2. To declare dividend at Rs.8.30 per share (83%) on the paid-up share capital for the year ended March 31, 2022.

| 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<br>(3)=(2/1)*100 | NO OF VOTES IN FAVOUR<br>(4) | NO OF VOTES AGAINST<br>(5) | % OF VOTES IN FAVOUR ON VOTES POLLED<br>(6)=(4/2)*100 | % OF VOTES AGAINST ON VOTE POLLED<br>(7)=(5/2)*100 |
|  |                 | (1)               | (2)                | (3)=(2/1)*100   | (4)                          | (5)                        | (6)=(4/2)*100   | (7)=(5/2)*100                                      |
| PROMOTER AND PROMOTER~GROUP  | E-VOTING        | 13843428          | 13843428           | 100   | 13843428                     | 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  |
|  | <b>SUBTOTAL</b> | <b>13843428</b>   | <b>13843428</b>    | <b>100</b>  | <b>13843428</b>              | <b>0</b>                   | <b>100</b>  | <b>0</b>   |
| PUBLIC-INSTITUTIONS  | E-VOTING        | 4881174           | 4811083            | 98.56   | 4811083                      | 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  |
|  | <b>SUBTOTAL</b> | <b>4881174</b>    | <b>4811083</b>     | <b>98.56</b>  | <b>4811083</b>               | <b>0</b>                   | <b>100</b>  | <b>0</b>   |
| PUBLIC-NON INSTITUTIONS  | E-VOTING        | 5339956           | 1791179            | 33.54   | 1790989                      | 190                        | 99.99   | 0.01   |
|  | POLL            |                   | 0                  | 0   | 0                            | 0                          | 0   | 0  |
|  | POSTAL_BALLOT   |                   | 0                  | 0   | 0                            | 0                          | 0   | 0  |
|  | VENUE-VOTING    |                   | 53                 | 0   | 51                           | 2                          | 96.23   | 3.77   |
|  | <b>SUBTOTAL</b> | <b>5339956</b>    | <b>1791232</b>     | <b>33.54</b>  | <b>1791040</b>               | <b>192</b>                 | <b>99.99</b>  | <b>0.01</b>  |
| <b>GRAND TOTAL</b>   |                 | <b>24064558</b>   | <b>20445743</b>    | <b>84.96</b>  | <b>20445551</b>              | <b>192</b>                 | <b>99.99</b>  | <b>0.01</b>  |



**3. To approve reappointment of M/s Brahmayya & Co, Chartered Accountants (Firm Registration no.000511S) as the Statutory Auditor of the Company for the second term of five years and fixation of remuneration**

Resolution Required:(Ordinary/Special)

Ordinary Resolution

Whether promoter/ promoter groups are interested in the agenda/resolution?

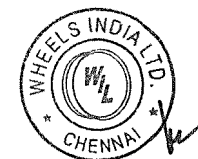
No

| PARTICULARS                 | MODE OF VOTING   | NO OF SHARES HELD | NO OF VOTES POLLED | % OF SHARES POLLED ON OUTSTANDING SHARES<br>(3)=(2/1)*100 | NO OF VOTES IN FAVOUR | NO OF VOTES AGAINST | % OF VOTES IN FAVOUR ON VOTES POLLED<br>(6)=(4/2)*100 | % OF VOTES AGAINST ON VOTE POLLED<br>(7)=(5/2)*100 |
|-----------------------------|------------------|-------------------|--------------------|---|-----------------------|---------------------|---|--|
|                             |                  | (1)               | (2)                | (3)=(2/1)*100   | (4)                   | (5)                 | (6)=(4/2)*100   | (7)=(5/2)*100                                      |
| PROMOTER AND PROMOTER~GROUP | E-VOTING         | 13843428          | 13843428           | 100   | 13843428              | 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  |
|                             | <b>SUB TOTAL</b> | <b>13843428</b>   | <b>13843428</b>    | <b>100</b>  | <b>13843428</b>       | <b>0</b>            | <b>100</b>  | <b>0</b>   |
| PUBLIC-INSTITUTIONS         | E-VOTING         | 4881174           | 4811083            | 98.56   | 4811083               | 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  |
|                             | <b>SUBTOTAL</b>  | <b>4881174</b>    | <b>4811083</b>     | <b>98.56</b>  | <b>4811083</b>        | <b>0</b>            | <b>100</b>  | <b>0</b>   |
| PUBLIC-NON INSTITUTIONS     | E-VOTING         | 5339956           | 1791179            | 33.54   | 1790989               | 190                 | 99.99   | 0.01   |
|                             | POLL             |                   | 0                  | 0   | 0                     | 0                   | 0   | 0  |
|                             | POSTAL_BALLOT    |                   | 0                  | 0   | 0                     | 0                   | 0   | 0  |
|                             | VENUE-VOTING     |                   | 53                 | 0   | 51                    | 2                   | 96.23   | 3.77   |
|                             | <b>SUBTOTAL</b>  | <b>5339956</b>    | <b>1791232</b>     | <b>33.54</b>  | <b>1791040</b>        | <b>192</b>          | <b>99.99</b>  | <b>0.01</b>  |
| <b>GRAND TOTAL</b>          |                  | <b>24064558</b>   | <b>20445743</b>    | <b>84.96</b>  | <b>20445551</b>       | <b>192</b>          | <b>99.99</b>  | <b>0.01</b>  |



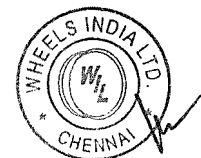
**4. To ratify remuneration to Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2023.**

| 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<br>(3)=(2/1)*100 | NO OF VOTES IN FAVOUR | NO OF VOTES AGAINST | % OF VOTES IN FAVOUR ON VOTES POLLED<br>(6)=(4/2)*100 | % OF VOTES AGAINST ON VOTE POLLED<br>(7)=(5/2)*100 |
|  |                 | (1)               | (2)                | (3)=(2/1)*100   | (4)                   | (5)                 | (6)=(4/2)*100   | (7)=(5/2)*100                                      |
| PROMOTER AND PROMOTER-GROUP  | E-VOTING        | 13843428          | 13843428           | 100   | 13843428              | 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  |
|  | <b>SUBTOTAL</b> | <b>13843428</b>   | <b>13843428</b>    | <b>100</b>  | <b>13843428</b>       | <b>0</b>            | <b>100</b>  | <b>0</b>   |
| PUBLIC-INSTITUTIONS  | E-VOTING        | 4881174           | 4811083            | 98.56   | 4811083               | 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  |
|  | <b>SUBTOTAL</b> | <b>4881174</b>    | <b>4811083</b>     | <b>98.56</b>  | <b>4811083</b>        | <b>0</b>            | <b>100</b>  | <b>0</b>   |
| PUBLIC-NON INSTITUTIONS  | E-VOTING        | 5339956           | 1791179            | 33.54   | 1790989               | 190                 | 99.99   | 0.01   |
|  | POLL            |                   | 0                  | 0   | 0                     | 0                   | 0   | 0  |
|  | POSTAL_BALLOT   |                   | 0                  | 0   | 0                     | 0                   | 0   | 0  |
|  | VENUE-VOTING    |                   | 53                 | 0   | 51                    | 2                   | 96.23   | 3.77   |
|  | <b>SUBTOTAL</b> | <b>5339956</b>    | <b>1791232</b>     | <b>33.54</b>  | <b>1791040</b>        | <b>192</b>          | <b>99.99</b>  | <b>0.01</b>  |
| <b>GRAND TOTAL</b>   |                 | <b>24064558</b>   | <b>20445743</b>    | <b>84.96</b>  | <b>20445551</b>       | <b>192</b>          | <b>99.99</b>  | <b>0.01</b>  |



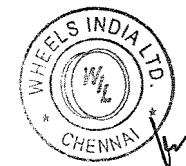
5. To approve reclassification of M/s. T. V. Sundram Iyengar & Sons Private Limited (TVSS) from Promoter and Promoter Group Category to Public Category of the Company

| 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<br>(3)=(2/1)*100 | NO OF VOTES IN FAVOUR<br>(4) | NO OF VOTES AGAINST<br>(5) | % OF VOTES IN FAVOUR ON VOTES POLLED<br>(6)=(4/2)*100 | % OF VOTES AGAINST ON VOTE POLLED<br>(7)=(5/2)*100 |
|  |                  | (1)               | (2)                | (3)=(2/1)*100   | (4)                          | (5)                        | (6)=(4/2)*100   | (7)=(5/2)*100                                      |
| PROMOTER AND PROMOTER~GROUP  | E-VOTING         | 13843428          | 13843428           | 100   | 13843428                     | 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  |
|  | <b>SUB TOTAL</b> | <b>13843428</b>   | <b>13843428</b>    | <b>100</b>  | <b>13843428</b>              | <b>0</b>                   | <b>100</b>  | <b>0</b>   |
| PUBLIC-INSTITUTIONS  | E-VOTING         | 4881174           | 4811083            | 98.56   | 4811083                      | 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  |
|  | <b>SUBTOTAL</b>  | <b>4881174</b>    | <b>4811083</b>     | <b>98.56</b>  | <b>4811083</b>               | <b>0</b>                   | <b>100</b>  | <b>0</b>   |
| PUBLIC-NON INSTITUTIONS  | E-VOTING         | 5339956           | 1791179            | 33.54   | 1790949                      | 230                        | 99.99   | 0.01   |
|  | POLL             |                   | 0                  | 0   | 0                            | 0                          | 0   | 0  |
|  | POSTAL_BALLOT    |                   | 0                  | 0   | 0                            | 0                          | 0   | 0  |
|  | VENUE-VOTING     |                   | 53                 | 0   | 51                           | 2                          | 96.23   | 3.77   |
|  | <b>SUBTOTAL</b>  | <b>5339956</b>    | <b>1791232</b>     | <b>33.54</b>  | <b>1791000</b>               | <b>232</b>                 | <b>99.99</b>  | <b>0.01</b>  |
| <b>GRAND TOTAL</b>   |                  | <b>24064558</b>   | <b>20445743</b>    | <b>84.96</b>  | <b>20445511</b>              | <b>232</b>                 | <b>99.99</b>  | <b>0.01</b>  |



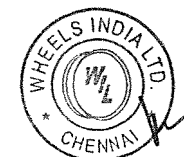
**6. To reappoint Mr. S Ram (DIN: 00018309) as Director liable to retire by rotation and approve his continuation on the Board**

| 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         | 13843428          | 13843428           | 100                                      | 13843428              | 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                                 |
|  | <b>SUB TOTAL</b> | <b>13843428</b>   | <b>13843428</b>    | <b>100</b>                               | <b>13843428</b>       | <b>0</b>            | <b>100</b>                           | <b>0</b>                          |
| PUBLIC-INSTITUTIONS  | E-VOTING         | 4881174           | 4811083            | 98.56                                    | 4811083               | 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                                 |
|  | <b>SUBTOTAL</b>  | <b>4881174</b>    | <b>4811083</b>     | <b>98.56</b>                             | <b>4811083</b>        | <b>0</b>            | <b>100</b>                           | <b>0</b>                          |
| PUBLIC-NON INSTITUTIONS  | E-VOTING         | 5339956           | 1791179            | 33.54                                    | 1790989               | 190                 | 99.99                                | 0.01                              |
|  | POLL             |                   | 0                  | 0  | 0                     | 0                   | 0                                    | 0                                 |
|  | POSTAL_BALLOT    |                   | 0                  | 0  | 0                     | 0                   | 0                                    | 0                                 |
|  | VENUE-VOTING     |                   | 53                 | 0  | 51                    | 2                   | 96.23                                | 3.77                              |
|  | <b>SUB TOTAL</b> | <b>5339956</b>    | <b>1791232</b>     | <b>33.54</b>                             | <b>1791040</b>        | <b>192</b>          | <b>99.99</b>                         | <b>0.01</b>                       |
| <b>GRAND TOTAL</b>   |                  | <b>24064558</b>   | <b>20445743</b>    | <b>84.96</b>                             | <b>20445551</b>       | <b>192</b>          | <b>99.99</b>                         | <b>0.01</b>                       |



**7. To approve continuance of Mr. S Prasad (DIN: 00063667), Independent Director, till the completion of his second term of reappointment.**

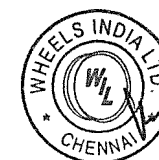
| Resolution Required:(Ordinary/Special)                                     |                  |                   |                    | Special Resolution  |                       |                     |   |  |
|--|------------------|-------------------|--------------------|---|-----------------------|---------------------|---|--|
| 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<br>(3)=(2/1)*100 | NO OF VOTES IN FAVOUR | NO OF VOTES AGAINST | % OF VOTES IN FAVOUR ON VOTES POLLED<br>(6)=(4/2)*100 | % OF VOTES AGAINST ON VOTE POLLED<br>(7)=(5/2)*100 |
|  |                  | (1)               | (2)                | (3)=(2/1)*100   | (4)                   | (5)                 | (6)=(4/2)*100   | (7)=(5/2)*100                                      |
| PROMOTER AND PROMOTER~GROUP  | E-VOTING         | 13843428          | 13843428           | 100   | 13843428              | 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  |
|  | <b>SUB TOTAL</b> | <b>13843428</b>   | <b>13843428</b>    | <b>100</b>  | <b>13843428</b>       | <b>0</b>            | <b>100</b>  | <b>0</b>   |
| PUBLIC-INSTITUTIONS  | E-VOTING         | 4881174           | 4811083            | 98.56   | 3048659               | 1762424             | 63.37   | 36.63  |
|  | POLL             |                   | 0                  | 0   | 0                     | 0                   | 0   | 0  |
|  | POSTAL_BALLOT    |                   | 0                  | 0   | 0                     | 0                   | 0   | 0  |
|  | VENUE-VOTING     |                   | 0                  | 0   | 0                     | 0                   | 0   | 0  |
|  | <b>SUB TOTAL</b> | <b>4881174</b>    | <b>4811083</b>     | <b>98.56</b>  | <b>3048659</b>        | <b>1762424</b>      | <b>63.37</b>  | <b>36.63</b>                                       |
| PUBLIC-NON INSTITUTIONS  | E-VOTING         | 5339956           | 1787979            | 33.48   | 1787789               | 190                 | 99.99   | 0.01   |
|  | POLL             |                   | 0                  | 0   | 0                     | 0                   | 0   | 0  |
|  | POSTAL_BALLOT    |                   | 0                  | 0   | 0                     | 0                   | 0   | 0  |
|  | VENUE-VOTING     |                   | 53                 | 0   | 51                    | 2                   | 96.23   | 3.77   |
|  | <b>SUB TOTAL</b> | <b>5339956</b>    | <b>1788032</b>     | <b>33.48</b>  | <b>1787840</b>        | <b>192</b>          | <b>99.99</b>  | <b>0.01</b>  |
| <b>GRAND TOTAL</b>   |                  | <b>24064558</b>   | <b>20442543</b>    | <b>84.95</b>  | <b>18679927</b>       | <b>1762616</b>      | <b>91.38</b>  | <b>8.62</b>  |





8. To approve the payment of commission to Mr. S Ram (DIN: 00018309), Chairman (Non-Executive) of the Company pursuant to SEBI LODR Regulations, 2015 as amended.

| 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<br>(3)=(2/1)*100 | NO OF VOTES IN FAVOUR | NO OF VOTES AGAINST | % OF VOTES IN FAVOUR ON VOTES POLLED<br>(6)=(4/2)*100 | % OF VOTES AGAINST ON VOTE POLLED<br>(7)=(5/2)*100 |
|  |                  | (1)               | (2)                |   | (4)                   | (5)                 |   |  |
| PROMOTER AND PROMOTER-GROUP  | E-VOTING         | 13843428          | 13843428           | 100   | 13843428              | 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  |
|  | <b>SUB TOTAL</b> | <b>13843428</b>   | <b>13843428</b>    | <b>100</b>  | <b>13843428</b>       | <b>0</b>            | <b>100</b>  | <b>0</b>   |
| PUBLIC-INSTITUTIONS  | E-VOTING         | 4881174           | 4811083            | 98.56   | 4811083               | 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  |
|  | <b>SUBTOTAL</b>  | <b>4881174</b>    | <b>4811083</b>     | <b>98.56</b>  | <b>4811083</b>        | <b>0</b>            | <b>100</b>  | <b>0</b>   |
| PUBLIC-NON INSTITUTIONS  | E-VOTING         | 5339956           | 1791179            | 33.54   | 1790109               | 1070                | 99.94   | 0.06   |
|  | POLL             |                   | 0                  | 0   | 0                     | 0                   | 0   | 0  |
|  | POSTAL_BALLOT    |                   | 0                  | 0   | 0                     | 0                   | 0   | 0  |
|  | VENUE-VOTING     |                   | 53                 | 0   | 51                    | 2                   | 96.23   | 3.77   |
|  | <b>SUB TOTAL</b> | <b>5339956</b>    | <b>1791232</b>     | <b>33.54</b>  | <b>1790160</b>        | <b>1072</b>         | <b>99.94</b>  | <b>0.06</b>  |
| <b>GRAND TOTAL</b>   |                  | <b>24064558</b>   | <b>20445743</b>    | <b>84.96</b>  | <b>20444671</b>       | <b>1072</b>         | <b>99.99</b>  | <b>0.01</b>  |



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4553 0257 / 4265 2127  
E-mail: csdhanapal@gmail.com  
secretarial@csdhanapal.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)

### **FORM NO. MGT-13** **REPORT OF SCRUTINIZER**

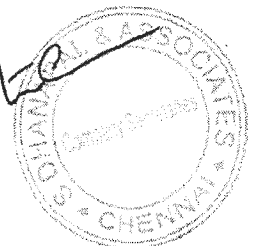
*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies  
(Management and Administration) Rules, 2014]*

To  
**The Chairman,**  
63<sup>rd</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 the voting process taken in connection with the 63<sup>rd</sup> Annual General Meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) in respect of the below mentioned resolutions proposed at the said Annual General Meeting, held on Wednesday, 13<sup>th</sup> July, 2022 at 10.15 A.M. by video Conferencing / Other Audio Visual means (VC / OAVM). I submit the combined results of voting by electronic means (remote e-voting) & (e-voting at the AGM) as under.

The Compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to voting through electronic means by the ~~shareholders~~ on the resolutions proposed in the Notice of the 63<sup>rd</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 is 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, based on the reports generated from the electronic voting system provided by Central Depository Services Limited (CDSL).

*S. Dhanapal*  


The consolidated results of the voting are as under:

**Resolution No. 1 -To approve and adopt the Audited Financial Statements of the Company including the Consolidated Financial Statements, for the year ended 31st March 2022, and the reports of the Directors and Auditors thereon (Ordinary Business - Ordinary Resolution)**

| Particulars          | No. of Shares | No. of Members |
|----------------------|---------------|----------------|
| Total Votes Cast     | 20443687      | 113            |
| Less: Invalid votes  | 0             | 0              |
| Net Valid votes cast | 20443687      | 113            |
| Votes cast in favour | 20443495      | 111            |
| Votes Cast against   | 192           | 2              |

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

% of total valid votes cast against the resolution: 0.01%

**Resolution No. 2 -To declare dividend at Rs. 8.30 per share (83%) on the paid-up share capital for the year ended 31st March 2022 (Ordinary Business - Ordinary Resolution)**

| Particulars          | No. of Shares | No. of Members |
|----------------------|---------------|----------------|
| Total Votes Cast     | 20445743      | 114            |
| Less: Invalid votes  | 0             | 0              |
| Net Valid votes cast | 20445743      | 114            |
| Votes cast in favour | 20445551      | 112            |
| Votes Cast against   | 192           | 2              |

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

% of total valid votes cast against the resolution: 0.01 %

**Resolution No. 3 -To approve Re-appointment of M/s. Brahmayya and Co., Chartered Accounts (Firm Registration no. 000511S) as the Statutory Auditor of the Company for a second term of five consecutive years and fixation of Remuneration(Ordinary Business - Ordinary Resolution)**

| Particulars          | No. of Shares | No. of Members |
|----------------------|---------------|----------------|
| Total Votes Cast     | 20445743      | 114            |
| Less: Invalid votes  | 0             | 0              |
| Net Valid votes cast | 20445743      | 114            |
| Votes cast in favour | 20445551      | 112            |
| Votes Cast against   | 192           | 2              |

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

% of total valid votes cast against the resolution: 0.01%

*N. Dhanapal*



**Resolution No. 4 – To Ratify Remuneration to Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March 2023(Special Business – Ordinary Resolution)**

| Particulars          | No. of Shares | No. of Members |
|----------------------|---------------|----------------|
| Total Votes Cast     | 20445743      | 114            |
| Less: Invalid votes  | 0             | 0              |
| Net Valid votes cast | 20445743      | 114            |
| Votes cast in favour | 20445551      | 112            |
| Votes Cast against   | 192           | 2              |

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

% of total valid votes cast against the resolution: 0.01%

**Resolution No. 5 – To Approve Re-classification of M/s. T. V. Sundram Iyengar and Sons Private Limited (TVSS) status from Promoter and Promoter Group category to public category of the Company pursuant to SEBI (LODR) Regulations,2015 (Special Business – Ordinary Resolution)**

| Particulars          | No. of Shares | No. of Members |
|----------------------|---------------|----------------|
| Total Votes Cast     | 20445743      | 114            |
| Less: Invalid votes  | 0             | 0              |
| Net Valid votes cast | 20445743      | 114            |
| Votes cast in favour | 20445511      | 110            |
| Votes Cast against   | 232           | 4              |

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

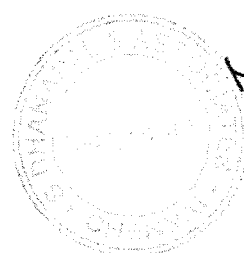
% of total valid votes cast against the resolution: 0.01%

**Resolution No. 6 – To Reappoint Mr. Ram (DIN: 00018309) as Director liable to retire by rotation and approve his continuation on the Board (Special Business – Special Resolution)**

| Particulars          | No. of Shares | No. of Members |
|----------------------|---------------|----------------|
| Total Votes Cast     | 20445743      | 114            |
| Less: Invalid votes  | 0             | 0              |
| Net Valid votes cast | 20445743      | 114            |
| Votes cast in favour | 20445551      | 112            |
| Votes Cast against   | 192           | 2              |

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

% of total valid votes cast against the resolution: 0.01%



# S Dhanapal & Associates

Practising Company Secretaries

**Resolution No. 7 - To approve continuance of Mr. S Prasad (DIN:00063667), Independent Director, till the completion of his second term of re-appointment(Special Business - Special Resolution)**

| Particulars          | No. of Shares | No. of Members |
|----------------------|---------------|----------------|
| Total Votes Cast     | 20442543      | 112            |
| Less: Invalid votes  | 0             | 0              |
| Net Valid votes cast | 20442543      | 112            |
| Votes cast in favour | 18679927      | 102            |
| Votes Cast against   | 1762616       | 10             |

% of total valid votes cast in favour of the resolution:91.38 %

% of total valid votes cast against the resolution: 8.62%

**Resolution No. 8- To Approve the payment of commission to Mr. S Ram (DIN 00018309), Chairman (Non-Executive) of the Company pursuant to SEBI (LODR) Regulations, 2015, as amended (Special Business - Special Resolution)**

| Particulars          | No. of Shares | No. of Members |
|----------------------|---------------|----------------|
| Total Votes Cast     | 20445743      | 114            |
| Less: Invalid votes  | 0             | 0              |
| Net Valid votes cast | 20445743      | 114            |
| Votes cast in favour | 20444671      | 110            |
| Votes Cast against   | 1072          | 4              |

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

% of total valid votes cast against the resolution:0.01%

The Chairman may declare the results as above in accordance with the provisions of Companies Act, 2013.

Thanking you,

Yours faith fully,

For S DHANAPAL & ASSOCIATES

(A firm of Practising Company Secretaries)

N. Ramana than

Partner

M. No.F6665

C. P. No. 11084

UDIN:F006665D000612512

Place: Chennai

Dated: 13.07.2022