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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

REPORT OF SCRUTINIZER

*[Pursuant to Section 108 & 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies
(Management and Administration) Rules, 2014]*

The Chairman

M/s. Wheels India Limited,

21, Patullos Road,

Chennai - 600002

Dear Sir,

We, M/s. S Dhanapal & Associates, a firm of Practising Company Secretaries, represented by Senior Partner Mr.S.Dhanapal who has been appointed as Scrutinizer for the purpose of conducting the Postal Ballot and scrutinizing the voting process for passing of resolutions as set out in the notice of postal ballot dated 30.10.2020 in terms of provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 of **M/s. Wheels India Limited** (L35921TN1960PLC004175) , submit our report as under:

1. As informed to us by the Company, in view of the continuing restrictions on movement of persons at several places in the country caused by the outbreak of COVID – 19 and the relevant MCA Circulars thereon, the Company has completed the dispatch of Postal Ballot Notice in electronic mode on 07.11.2020, to its members whose name(s) appeared on the Register of Members / list of beneficiaries as on 02.11.2020 and who had registered their e-mail addresses with the Company or with the Depositories or with the Company's RTA.



2. As per the Postal Ballot Notice dated 30.10.2020, the Shareholders of the Company had only one option to vote on the resolutions i.e. through the e-voting facility. Shareholders were allowed to cast their votes through e-voting facility on the designated website <https://www.cdslindia.com> of Central Depository Services Limited (CDSL).
3. As per the Postal Ballot Notice dated 30.10.2020, due to limited availability of postal and courier services, on account of threat posed by COVID-19 pandemic, the notice was sent only to those Members whose e-mail addresses were registered with the Company/ Depositories/ RTA. The Members whose e-mail addresses were not registered were given the option to update their e-mail id with the RTA of the Company by sending their request to investor@cameoindia.com. On successfully updating the e-mail id, the shareholders could receive a copy of the notice of the postal ballot.
4. The e-voting facility commenced on 9.00 A.M. on 10th November, 2020 and concluded at 05.00 P.M. on 9th December, 2020.
5. All the votes casted electronically up to the close of working hours i.e. 5.00 P.M. on, Wednesday, 09th December, 2020 were considered for my scrutiny, being the last date and time fixed by the Company for receipt e-voting on CDSL portal as per the notice of postal ballot dated 30.10.2020.
6. The e- votes casted and received after the closing hours i.e. 5.00 P.M. on Wednesday, 09th December, 2020 were not considered for my scrutiny.
7. A summary of the votes casted electronically is given below. The Voting Rights of the members is in proportion to their share of paid up equity share capital of the Company as on cut-off date 02.11.2020 and as per Register of Members of the Company.



RESOLUTION No.1 - Approval for Re-classification of Titan Europe Limited from the 'Promoter and Promoter Group' Category to the 'Public Shareholder Category.'

(i) Voted in favour of the resolution:

Number of Members voted	Number of valid votes cast by them (Shares)	% of total number of valid votes cast
80	20241309	99.99

(ii) Voted against the resolution:

Number of Members voted	Number of valid votes cast by them (Shares)	% of total number of valid votes cast
4	58	0.01

(iii) Invalid Votes:

Number of Members voted	Number of valid votes cast by them (Shares)	% of total number of valid votes cast
0	0	0



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8. In terms of the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 all the documents relating to postal ballot and e-voting received from Central Depository Services Limited shall remain under my custody until the Minutes are signed and approved by the Chairman and the same will be handed over to the Company after the declaration of the results.
9. Taking note of the above voting results, with regard to the resolutions as contained in the said notice, the Chairman may accordingly declare the result of the voting (e- voting) by postal ballot.

Thanking You,

Yours faithfully,

For S DHANAPAL & ASSOCIATES

(a firm of Practising Company Secretaries)



S.Dhanapal

Sr.Partner

Membership #F6881

CP #7028

UDIN: F006881B001449795

Place: Chennai

Date: 09.12.2020

SD