



# WHEELS INDIA LIMITED

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

## POSTAL BALLOT NOTICE

### TO THE MEMBERS OF THE COMPANY

NOTICE pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, for obtaining the consent of the Members through postal ballot under Section 81(1A) of the Companies Act, 1956 for issue of equity capital.

The Company has appointed Mr. S. Dhanapal, Practicing Company Secretary of M/s. S. Dhanapal & Associates, Chennai as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed, in the attached self addressed postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours (5.30 P.M.) on Wednesday, 30th January, 2013. The Scrutinizer after the completion of the scrutiny will submit his report to the Company. The results of the postal ballot will be declared by the Chairman or in his absence, by the Managing Director or in his absence, the Chairman of the Audit Committee on Tuesday, 5th February, 2013 at 4.35 P.M. at the Corporate office of the Company at Padi, Chennai-600 050 or at the Registered office of the Company at 21, Patullos Road, Chennai – 600 002. The results will also be put up on the Company's website [www.wheelsindia.com](http://www.wheelsindia.com) besides communicating to the stock exchanges where the shares of the Company are listed and shall also be intimated through a press release in newspapers.

The Resolutions, if approved will be taken as passed effectively on the date of declaration of results.

1. To consider and, if thought fit, to pass with or without modification, the following resolution as **SPECIAL RESOLUTION**:

**RESOLVED THAT**, pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendments, modifications, variation or re-enactment thereof) (the "Companies Act"), the Foreign Exchange Management Act, 1999, as amended ("FEMA"), rules, regulations, guidelines, notifications and circulars prescribed by the Securities and Exchange Board of India ("SEBI") including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "ICDR Regulations"), the Reserve Bank of India ("RBI") and the Government of India ("GoI") and/or any other competent authorities as may be required and clarifications, if any issued thereon from time to time, the equity listing agreements entered into by the Company with the stock exchanges where the Company's equity shares of face value of Rs. 10 each (the "Equity Shares") are listed (the "Listing Agreement"), and subject to any approval, consent, permission and/or sanction of GoI, SEBI, RBI and the stock exchanges, as may be required, and the enabling provisions of the Memorandum of Association and the Articles of Association of the Company, and subject to all other necessary approvals, permissions, consents and/or sanctions of concerned statutory and other relevant authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company or any Committee thereof (herein referred to as the "Board", which term shall include any Committee thereof constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution to the extent permitted by law), consent, authority and approval is hereby accorded to the Board to create, issue and allot in one or more tranches Equity Shares of Rs 10/- each or securities convertible into Equity Shares for an amount not exceeding Rs 100 crores (Rupees One Hundred Crores only) (including premium) with or without a green shoe option,



including but not limited to institutional placement programme or Qualified institutional placement programme, public issue or preferential allotment or private placement or book building, or a combination thereof, as may be decided by the "Board", to any person including but not limited to foreign/resident investors (whether institutions, incorporated bodies, mutual funds and/or individuals or otherwise), foreign institutional investors, Indian and/or multilateral financial institutions (public or private), banks, mutual funds, non-resident Indians, employees of the Company, and any other categories of investors, whether they be holders of Equity Shares of the Company or not (including with and/or without provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted), (collectively referred to as the "Investors") at such time or times, at such price or prices or premium or in such a manner and on such terms and conditions as the "Board" may decide, including the discretion to determine the categories of Investors to whom the issue and allotment shall be made to the exclusion of all other categories of Investors at the time of such issue and allotment considering the prevailing market conditions and other relevant factors wherever necessary as may be decided by the Board in its absolute discretion at the time of issue of Equity Shares in one or more offerings/tranches.

**RESOLVED FURTHER THAT:**

- (a) the Equity Shares to be so created, issued and allotted shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company;
- (b) the relevant date for the purposes of determining the floor price of the Equity Shares (where applicable) would be in accordance with the guidelines prescribed by SEBI, RBI, Govt through its various departments or any other regulator, as applicable; and
- (c) the Equity Shares to be so created, issued and allotted shall rank pari passu with the existing Equity Shares of the Company in all respects, except the right as to dividend which shall be from the relevant financial year in which they are allotted and/or as provided under the terms of the issue/offering in the relevant offering documents.

**RESOLVED FURTHER THAT** the approval is hereby accorded to the Board to appoint lead managers, underwriters, credit rating agency, guarantors, depositories, custodians, registrars, trustees, bankers, lawyers, advisors and all such agencies as may be involved or concerned in such offerings of the Equity Shares and to remunerate them by way of commission, brokerage, fees or the like (including reimbursement of their actual expenses) and also to enter into and execute all such arrangements, contracts/agreements, memorandum, documents, etc., with such agencies and also to seek the listing of such Equity Shares on one or more recognized stock exchange(s).

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorised to form a committee to finalise and approve the preliminary and the final offer documents, determine the form, terms and timing of the issue(s)/ offering(s), including the type of Security(ies) to be issued and allotted, the class of investors to whom the Equity Shares are to be issued and allotted, number of Equity Shares to be issued and allotted in each tranche, issue price, face value, number of Equity Shares, listings on one or more stock exchanges in India and/or abroad and related or incidental matters as the Board or such Committee may in its absolute discretion deems fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues in India and/or abroad, and to do all acts, deeds, matters and things or otherwise as it may in its absolute discretion deem fit and to settle any questions or difficulties that may arise in regard to the issue(s)/ offering(s) and allotment of any of the aforesaid Equity Shares, utilisation of issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit.

By Order of the Board  
For Wheels India Ltd

**S Srivathsan**  
President (Finance) & Secretary

Place: Chennai  
Date: 14-12-2012



## **Explanatory Statement under Section 173 of the Companies Act, 1956**

The Company is in the midst of modernization and capacity expansion programme for its Commercial Vehicle wheels, Passenger Car wheels, Off High-way Equipment wheels at the different locations of Company's factories. Besides, in order to finance for working capital needs with the expected growth in sales, it is considered prudent to have higher net owned funds. Considering the above factors, it is proposed that the Company raises equity from the public not exceeding Rs. 100 Crores. This will also ensure the Company complies with the listing agreement stipulation that every listed company should have atleast 25% of its equity held by public.

The resolutions as set out in the notice would enable the Company to undertake fresh issue of equity capital, in such form, terms, timing of the issue(s)/ offering(s) etc. as may be decided by the committee of the Board formed in this regard, once the same are approved by the members of the Company. Accordingly the resolutions are submitted to the members for consideration and approval.

The Directors of the Company may be deemed to be concerned or interested in the passing of the Resolution to the extent of equity shares issued/allotted to the companies in which they are directors or members. Save as aforesaid, none of the directors of the Company is in any way interested in this Resolution.

By order of the Board  
For Wheels India Ltd

**S Srivathsan**  
President(Finance) & Secretary

Place : Chennai  
Date : 14-12-2012

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## INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot form in all respects shall send it to the scrutinizer in the attached self addressed postage prepaid envelope. However envelopes containing postal ballot form, if deposited in person or sent by courier at the expense of the members, will also be accepted. Voting through any other form or photocopy of the postal ballot form will not be considered valid.
2. The self addressed envelope bears the address of the scrutinizer.
3. This form should be completed and signed by the member. In case of joint holding, the Form should be completed and signed by the first named Member and in his absence by the next named Member. The signature of the Member on this Postal Ballot Form should be as per the specimen signature registered with the company or furnished by the National Securities Depository Limited/ Central Depository Services (India) Limited to the Company, in respect of shares held in the physical form or dematerialized form, respectively.
4. In case shares are held by companies, trusts, societies, etc, the duly completed Postal Ballot form should be accompanied by certified copy of the Board Resolution/ Authority together with attested specimen signature(s) of the duly authorized signatory (ies). Postal Ballot Form signed by the holder of power of attorney for and on behalf of a shareholder of the company must be accompanied by the copy of Power of Attorney duly certified by Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a Public Office and authorized to use the seal of his office. If the same is already registered with the Company, please quote the Registration No. beneath the signature.
5. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelopes as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
6. A tick (✓) mark should be placed in the relevant box signifying assent/ dissent for the resolution, as the case may be, before mailing the Postal Ballot Form.
7. There will be only one Postal Ballot Form for every folio irrespective of the number of Joint Member(s).
8. Members are entitled to cast their votes differently i.e all the votes either in favour or against.
9. Duly completed postal ballot form should reach the Scrutinizer on or before the close of working hours (5.30 P.M.) on Wednesday, 30<sup>th</sup> January, 2013.
10. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
11. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on Friday, 21<sup>st</sup> December, 2012.
12. Votes will be considered invalid on the following grounds:
  - a. If the member's signature does not tally.
  - b. If the member has marked all his shares both in favour and also against the special resolution
  - c. If the postal ballot is unsigned
  - d. If the ballot paper is received torn or defaced or mutilated to an extent that it is difficult for the scrutinizer to identify either the member or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or on one or more of the above grounds.
13. The Scrutinizer's decision on the validity of the Postal Ballot will be final.