



WHEELS INDIA LIMITED

CIN: L35921TN1960PLC004175

Registered Office: 21 Patullos Road, Chennai, Tamil Nadu, 600002

Tel no.: + 91 44 26234300; Fax no.: +91 44 26257121

Website: www.wheelsindia.com; Email ID: investorservices@wheelsindia.com

POSTAL BALLOT NOTICE

NOTICE PURSUANT TO SECTIONS 108 AND 110 OF THE COMPANIES ACT, 2013 AND RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 READ WITH SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED.

Dear Member(s),

Notice is hereby given pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Companies Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the General Circular No. 14/ 2020 dated April 8, 2020, the General Circular No. 17/ 2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020 and General Circular No. 33/ 2020 dated September 28, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19" issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") and all other applicable rules framed under the Companies Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter, to the members of Wheels India Limited ("Company"), to consider and if thought fit to pass the resolution set out herein below as an ordinary resolution through postal ballot by way of electronic means (i.e., via remote e-voting). Due to difficulty in dispatch of the Notice along with the explanatory statement and postal ballot form by post or courier, on account of threat posed by COVID-19 and

as permitted under the MCA Circulars, the Company is sending the Notice in electronic form only.

The proposed resolution along with the explanatory statement pursuant to Section 102 of the Companies Act and other applicable laws setting out the material facts and the reasons for the proposed resolution is appended for your consideration.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act read with the rules framed thereunder and the MCA Circulars, the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice. The members can vote on resolution through remote e-voting facility only. Assent or dissent of the members on the resolution mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars.

Pursuant to the provisions of Section 110 of the Companies Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company ("Board") has appointed Mr. S Dhanapal (Membership No: FCS 6881) of M/s. S. Dhanapal & Associates, Practicing Company Secretaries, as the scrutinizer for conducting the postal ballot process in a fair and transparent manner.

Members are requested to follow the procedure and instructions for remote e-voting as stated below. The Company has engaged the services of Central Depository Services Limited for providing remote e-voting facility to its members. Only members as on 2nd November 2020 are entitled to vote, and any other person who is not a member of the Company shall treat this Notice for information purpose only. The remote



e-voting commences on 10th November 2020, at 9:00 am (IST) and ends on 9th December 2020 at 5:00 pm (IST). The remote e-voting module shall be disabled for voting thereafter. Once the vote on the resolution is cast, the member will not be allowed to change it subsequently. The instructions for E-voting are given in the notes forming part of this notice.

Upon the completion of the scrutiny of the Postal Ballot / E-voting data in a fair and transparent manner, the Scrutinizer will submit his report to the Chairman or any person authorised by him. The results of the Postal Ballot shall be announced within 48 hours and shall be communicated to National Stock Exchange of India Limited (where the shares of the Company are listed) and BSE Ltd., Mumbai. It will also be displayed on the Company's website www.wheelsindia.com and website of CDSL at www.evotingindia.com

The last date of E-voting shall be the date on which the resolution shall be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:

APPROVAL FOR RE-CLASSIFICATION OF TITAN EUROPE LIMITED FROM THE 'PROMOTER AND PROMOTER GROUP' CATEGORY TO THE 'PUBLIC SHAREHOLDER' CATEGORY

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations") including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted hereinafter, and all other applicable laws, rules, regulations and guidelines, if any, and subject to necessary approvals from the stock exchanges where the equity shares of the Company are listed ("Stock Exchanges") and statutory authorities as may be necessary, and in pursuant to the letter dated July 9, 2020 from Titan Europe Limited ("Titan") a member of the 'promoter and promoter group' of the Company (as defined under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018), and taken on record by the Board of

Directors on 3rd August 2020 of the Company ("Board"), seeking the reclassification of its status to the 'public shareholder' category, the consent of the members of the Company be and is hereby accorded to reclassify Titan's status from being a member of the 'promoter and promoter group' category to the 'public shareholder' category of the Company.

RESOLVED FURTHER THAT on receiving an approval of the Stock Exchanges for re-classification of Titan's status, the Company shall effect such re-classification in the 'Statement of Shareholding Pattern' from the immediately succeeding quarter in accordance with the Regulation 31 of the Listing Regulations and will ensure necessary compliance with all applicable provisions of law.

RESOLVED FURTHER THAT for the purpose of giving effect to the said resolution, Mr. Srivats Ram, Managing Director and Ms. K V Lakshmi, Company Secretary be are hereby severally authorised to take all such actions including actions required to receive approval of the Stock Exchanges and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary to effect the above resolution.

RESOLVED FURTHER THAT all actions taken or required to be taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolution are hereby approved, ratified, and confirmed in all respects.

RESOLVED FURTHER THAT Ms. K V Lakshmi, Company Secretary be and is hereby authorized to issue a certified true copy of the aforesaid resolution wherever necessary."

By order of the Board of Directors
For Wheels India Limited
Sd/-

Place: Chennai
Date: 30.10.2020

K V Lakshmi
Company Secretary
(Membership No.: A13030)

Registered Office:

21 Patullos Road, Chennai, Tamil Nadu, 600002
E-mail ID: investorservices@wheelsindia.com
Website: www.wheelsindia.com
Tel no.: +91 44 26234300
CIN: L35921TN1960PLC004175



NOTES AND INSTRUCTIONS:

1. The explanatory statement pursuant to Section 102 of the Companies Act read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, setting out material facts and reasons in relation to the proposed business is annexed hereto.
2. The Notice is being sent to all the members, whose names appear in the register of members/ list of beneficial owners as received from National Securities Depository Limited (“NSDL”)/ Central Depository Services (India) Limited (“CDSL”) as on Monday the 2nd November 2020 (“Cut -off Date”) which will be considered for the purposes of remote e-voting.
3. Due to limited availability of postal and courier services, on account of threat posed by COVID-19 pandemic, the Company is sending the Notice electronically to all the members whose e-mail addresses are registered with the Company or with the depository participants or with the Company’s registrar and share transfer agent i.e., M/s Cameo Corporate Services Limited, and express its inability to dispatch hard copy of the Notice along with postal ballot form and postage prepaid self-addressed business reply envelope to the members whose email address are not registered. To facilitate such members to receive this Notice electronically and cast their vote electronically, the members are requested to register their email id to Registrar and Share Transfer Agent of the Company i.e., Cameo Corporate Services Limited at investor@cameoindia.com with the name of the registered shareholder(s), folio number, DP ID / Client ID and no. of equity shares held from the email address to register and enable them to exercise their vote on special business as set out in the Postal Ballot Notice through remote e-voting facility provided by CDSL.
4. Only a member holding Equity shares as on the Cut Off Date is entitled to exercise his / her vote through remote e-voting facility only and a person who is not a member as on the aforesaid date should treat this Notice for information purposes only.
5. The Notice has also been placed on Company’s website: www.wheelsindia.com and on website of CDSL: www.evotingindia.com and will also be available on the website of stock exchanges i.e., www.nseindia.com
6. The Board of Directors of the Company (“Board”) has appointed Mr. S.Dhanapal (Membership No: FCS 6881) of M/s. S. Dhanapal & Associates, Practicing Company Secretaries, as the scrutinizer for conducting the postal ballot process in a fair and transparent manner. (“Scrutinizer”).
7. A member cannot exercise his vote by proxy on postal ballot. All members are requested to cast their votes only through remote e-voting as per the procedure provided herein.
8. The resolution passed by the members through postal ballot are deemed to have been passed as if they have been passed at a duly convened general meeting of the members.
9. Corporate / Institutional members (i.e., other than individuals, HUF, NRI etc.) are also required to send scanned certified true copy (in pdf format) of the board resolution/ authority letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer with a copy marked to the Company.
10. Members holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat accounts;
11. A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the resolution;
12. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.



13. Voting through electronic means

- a. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Companies Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI Listing Regulations, MCA Circulars and any other applicable laws, the Company has extended remote e-voting facility to enable the members to cast their votes electronically through the remote e-voting services provided by Central Depository Services Limited (“CDSL”).
- b. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	10th November 2020 at 9:00 AM
End of remote e-voting	9th December 2020 at 5:00 PM

- c. The remote e-voting module shall be disabled by Central Depository Services Limited at 5:00 pm (IST) on December 9, 2020. Once the vote on the resolution is cast, a member will not be allowed to change it subsequently.
- d. The procedure and instructions for remote e-voting are as follows:
 - (i) The members should log on to the e-voting website www.evotingindia.com.
 - (ii) Click on Members.
 - (iii) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for

CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI / EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company / Depository participant are requested to use the first two letters of their names and the 8 digits of the sequence number in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vii) After entering these details appropriately, click on “SUBMIT” tab.



- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolution of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (x) Click on the EVSN for the relevant **Wheels India Limited** on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Members can also cast their vote using CDSL's mobile app m-Voting available based mobiles. The m-Voting app can be downloaded from Google Play store. Apple and windows phone users can download the app from the App Store and the Window Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) **Note for Non-Individual Members and Custodians**
- Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the



accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual members are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investorservices@wheelsindia.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533 or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic

means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533, 022-23058542 / 43.

PROCESS FOR THOSE MEMBERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTION PROPOSED IN THIS NOTICE:

1. For Physical Members - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company / RTA email id.
2. For Demat members, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company / RTA email id.
3. The Company / RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned members.



EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

APPROVAL FOR RE-CLASSIFICATION OF CERTAIN MEMBERS OF THE 'PROMOTER AND PROMOTER GROUP' CATEGORY OF THE COMPANY TO 'PUBLIC SHAREHOLDER' CATEGORY

1. Titan Europe Limited ("Titan"), a member of the promoter and promoter group of the Company, vide its letter dated July 9, 2020 ("Request Letter"), has sought reclassification of its status from the 'promoter and promoter group' category to the 'public shareholder' category in accordance with Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"). The Company informed the Stock Exchanges of the receipt of the Request Letter on July 10, 2020.
 - (a) As on the date of the Request Letter, Titan does not hold any equity shares of the Company;
 - (b) At the time of initial acquisition of shares of the Company, Titan had entered into certain arrangements with the Company and its promoters, which granted Titan certain management rights in the Company. Upon disposal of the entire shareholding in the Company, these arrangements have been terminated and Titan no longer engages in the management or day to day affairs of the Company. Further, Titan no longer has any Directors nominated by it on the Board of Directors of the Company;
 - (c) It no longer holds any special rights, through formal and informal arrangement, or have any influence over the business and policy decisions made by the Company;
2. Regulation 31A of the Listing Regulations provides a regulatory mechanism for re-classification of members of the 'promoter and promoter group' category to 'public shareholder' category subject to fulfillment of conditions as provided therein.
3. In its Request Letter, Titan has informed the Company that:
 - (a) It does not hold more than 10% of the total voting rights in the Company (and its current holding in the Company is "nil");
 - (b) It does not exercise control over the affairs of the Company, directly and indirectly;
 - (c) It does not have any special rights with respect to the Company, through formal or informal arrangement, including through any shareholder agreements;
 - (d) It is not represented on the board of directors of the Company;
 - (e) It is not acting as key managerial personnel in the Company;
 - (f) None of Titan's representatives act as Key Managerial Personnel in the Company;
 - (g) It is not a wilful defaulter as per the guidelines issued by the Reserve Bank of India; and
 - (h) It has not been categorized as a fugitive economic offender.
4. In addition to the above, Titan has confirmed that:
 - (d) It is not involved in the day-to-day activities of the Company;
 - (e) It is not privy to any price sensitive information relating to the Company and its securities; and
 - (f) It does not exercise control over the affairs of the Company, directly or indirectly.



5. Titan, in its Request Letter, has also undertaken to comply with the requirements specified in Regulation 31A(4) of the Listing Regulations, failing which, they shall automatically be reclassified as persons belonging to the 'promoter and promoter group' of the Company, as applicable.
6. Further, as required under regulation 31A(3)(c) of the Listing Regulations, it may be noted that:
 - (a) The Company is in compliant with the requirement of minimum public shareholding norms under Regulation 28 of the Listing Regulations;
 - (b) The Company's equity shares have not been suspended for trading by the Stock Exchanges; and
 - (c) The Company does not have any outstanding dues to Securities and Exchange Board of India, the Stock Exchanges or the depositories.
7. In view of the above and on the basis of the confirmations received from Titan, and in consideration with compliance of Regulation 31A of the Listing Regulations, the Board at its meeting held on 3rd August 2020 has considered

Titan's request made by way of the Request Letter and approved its re-classification from 'promoter and promoter group' category to 'public shareholder' category, subject to approval of the members, the Stock Exchanges or any other regulatory body, as may be required.

8. None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the resolution set out in the Notice.
9. The Board of Directors of the Company recommends the Ordinary Resolution as set out in the Notice for approval of the members.

By order of the Board of Directors
For Wheels India Limited
Sd/-

Place: Chennai
Date: 30.10.2020

K V Lakshmi
Company Secretary
(Membership No.: A13030)

Registered Office:

21 Patullos Road, Chennai, Tamil Nadu, 600002
E-mail ID: investorservices@wheelsindia.com
Website: www.wheelsindia.com
Tel no.: +91 44 26234300
CIN: L35921TN1960PLC004175