

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., A.C.S
S. Chandrasekar, F.C.S. A.I.C.S (UK)
R. Pratheepa, B.C.S., A.C.S

Report of Scrutinizer

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

To,
The Chairman / Managing Director
M/s. Wheels India Limited,
No.21, Patullos Road,
Chennai – 600 002

Dear Sir,

I, S.Dhanapal, Senior Partner of M/s. S Dhanapal & Associates, a firm of Practising Company Secretaries, appointed as Scrutinizer for the purpose of conducting the postal ballot for passing of resolution as set out in the notice of postal ballot dated 20th February 2015 in terms of provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, submit my report as under:

- 1.1 The Company had completed on 02.03.2015 the despatch of Postal Ballot Forms along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 24.02.2015.
- 1.2 The shareholders of the Company had options to vote on the resolutions either through the postal ballot form physically or through e-voting facility. Shareholders opting for e-voting facility, cast their votes on the designated website <https://www.evotingindia.com> of Central Depository Services Limited (CDSL).
- 1.3 The physical postal ballot forms were received by and kept under safe custody of the Registrar and Transfer Agent of the Company, M/s. Cameo Corporate Services Limited, before commencing the scrutiny of such postal ballot forms.
- 1.4 The postal ballot forms were handed over to me on close of working hours of 01.04.2015 for my scrutiny.
- 1.5 With the support of the Registrar and Transfer Agent, the Postal Ballot Forms were scrutinized and signatures of Members, who had cast their votes were verified as also the shareholding was matched/ confirmed with the Register of Members of the Company/ list of beneficiaries as on 24.02.2015 maintained by them.




- 1.6 All Postal Ballot Forms received and votes cast electronically upto the close of working hours on 01.04.2015 were considered for my scrutiny, being the last date and time fixed by the Company for receipt of the duly completed postal ballot forms and e-voting on CDSL portal as per the notice of postal ballot dated 20.02.2015.
- 1.7 Envelopes containing Postal Ballot Forms received after the close of working hours of 01.04.2015 were not considered for my scrutiny.
- 1.8 It was informed by the Registrar and Share Transfer Agents of Company, M/s. Cameo Corporate Services Limited that the envelopes containing Postal Ballot Forms undelivered by the postal authorities aggregated to 27 numbers and are kept separately by them.
- 1.9 There appears no defaced or mutilated Postal Ballot Forms.
- 1.10 One member had cast vote both on e-voting and through physical postal ballot form. The vote cast through electronic voting has been taken for the purpose of the result of voting and vote cast through postal ballot has been treated as invalid.
2. A summary of the votes cast electronically and physical Postal Ballot Forms received are given below:

Resolution – Appointment of Ms.Bharati Rao as an Independent Director

	No. of Shares			No. of Members		
	E-voting (Electronic)	Physical Ballot Forms	Total	E-voting (Electronic)	Physical Ballot Forms	Total
Total votes cast	7378006	3320055	10698061	37	429	466
Less: Invalid votes	0	1981	1981	0	3	3
Net Valid votes cast	7378006	3318074	10696080	37	426	463
Votes cast in favour	7377570	3317293	10694863	34	420	454
Votes Cast against	436	781	1217	3	6	9

% of total votes cast in favour of the resolution: 99.99 %
 % of total votes cast against the resolution : 0.01%



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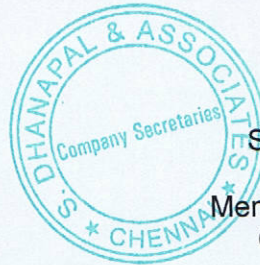
3. In terms of the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, all the documents relating to postal Ballot and e-Voting shall remain under my custody until the Minutes are signed and approved by the Chairman and the same will be handed over to the Company after the declaration of the results.
4. In view of the above voting results, the resolution as contained in the said notice have received requisite majority, therefore, the Company may accordingly declare the result of the voting (both physical as well as electronic) by postal ballot.

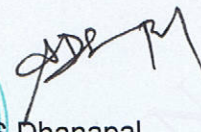
Thanking you,

Place: Chennai
Dated: 03.04.2015

Yours faithfully,

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




S. Dhanapal
Partner
Membership # F6881
CP. # 7028

SD