July 20, 2023

## To

National Stock Exchange of India Limited, The Manager, Listing Department, "Exchange Plaza", C-1, Block G, Bandra-Kurla Complex, Bandra (E), Mumbai - 400051

Symbol: WHEELS

## To

BSE Limited
The Corporate Relationship Department, ${ }^{\text {st }}$ Floor New Trading Wing, Rotunda Building, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001

Scrip Code: 590073

Dear Sir / Madam,
Subject: Voting Results along with Scrutinizer's Report - AGM 2023
The $64^{\text {th }}$ Annual General Meeting (AGM) of Wheels India Limited was held on Wednesday, July 19, 2023 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 19, 2023

Kindly take into your record and disseminate on your website.
Thanking you.
Yours faithfully,
For Wheels India Limited

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LAKSHMI LAKSHMI
VISWANATHA VISWANATHAN
N KUNISSERY Date:2023.07.20
K V Lakshmi
Company Secretary \& Compliance Officer
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Encl.: a/a

Wheels India Limited
Voting results - 64 ${ }^{\text {th }}$ AGM 2023

| General information about company |  |
| :--- | :---: |
| Scrip code | 590073 |
| NSE Symbol | WHEELS |
| MSEI Symbol | NLL |
| ISIN | INE715A01015 |
| Name of the company | Wheels India Limited |
| Type of meeting | AGM |
| Date of the meeting / last day of receipt of postal ballot forms (in case of | $19-07-2023$ |
| Postal Ballot) | 10:15 AM |
| Start time of the meeting | $10: 37$ AM |
| End time of the meeting |  |


| Scrutinizer Details |  |
| :--- | :--- |
| Name of the Scrutinizer | N. Ramanathan, Partner |
| Firms Name | M/s. S Dhanapal \& Associates LLP, |
| Qualification | a firm of Practising Company Secretaries |
| Membership Number | CS |
| Date of Board Meeting in which appointed | F6605 |
| Date of Issuance of Report to the company | $18-05-2023$ |


| Voting results |  |
| :--- | ---: |
| Record date | $12-07-2023$ |
| Total number of shareholders on record date | 16383 |
| No. of shareholders present in the meeting either in person or through proxy | 0 |
| a) Promoters and Promoter group | 0 |
| b) Public |  |
| No. of shareholders attended the meeting through video conferencing | 3 |
| a) Promoters and Promoter group | 60 |
| b) Public | $\mathbf{8}$ |
| No. of resolution passed in the meeting | $\mathbf{8}$ |

Type of Business: Ordinary

| Resolution (1) |  |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Resolution required: (Ordinary / Special) |  |  |  | Ordinary |  |  |  |  |
| Whether promoter/promoter group are interested in the agenda/resolution? |  |  |  | No |  |  |  |  |
| Description of resolution considered |  |  |  | To adopt the Audited Financial Statements for the financial year ended March 31, 2023 along with the Report of the Board of Directors and Auditor's thereon |  |  |  |  |
| Category | Mode of voting | No. of shares held | No. of votes polled | \% of Votes polled on outstanding shares | No. of votes - in favour | No. of votes - against | \% of votes in favour on votes polled | \% of Votes against on votes polled |
|  |  | (1) | (2) | (3) $=[(2) /(1)]^{* 100}$ | (4) | (5) | (6) $=[(4) /(2)]^{* 100}$ | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 14133286 | 14133286 | 100.0000 | 14133286 | 0 | 100.0000 | 0.0000 |
|  | Poll |  | 0 | 0.0000 | 0 | 0 | 0 | 0 |
|  | Postal Ballot (if applicable) |  | 0 | 0.0000 | 0 | 0 | 0 | 0 |
|  | Total | 14133286 | 14133286 | 100.0000 | 14133286 | 0 | 100.0000 | 0.0000 |
| PublicInstitutions | E-Voting | 4867314 | 4621766 | 94.9552 | 4621766 | 0 | 100.0000 | 0.0000 |
|  | Poll |  | 0 | 0.0000 | 0 | 0 | 0 | 0 |
|  | Postal Ballot (if applicable) |  | 0 | 0.0000 | 0 | 0 | 0 | 0 |
|  | Total | 4867314 | 4621766 | 94.9552 | 4621766 | 0 | 100.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | 5063958 | 1504858 | 29.7170 | 1504856 | 2 | 99.9999 | 0.0001 |
|  | Poll |  | 0 | 0.0000 | 0 | 0 | 0 | 0 |
|  | Postal Ballot (if applicable) |  | 0 | 0.0000 | 0 | 0 | 0 | 0 |
|  | Total | 5063958 | 1504858 | 29.7170 | 1504856 | 2 | 99.9999 | 0.0001 |
| Total |  | 24064558 | 20259910 | 84.1898 | 20259908 | 2 | 100.0000 | 0.0000 |
| Whether resolution is Pass or Not. |  |  |  |  |  |  | Yes |  |

Type of Business: Ordinary

| Resolution (2) |  |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution? |  |  |  | Ordinary |  |  |  |  |
|  |  |  |  | No |  |  |  |  |
| Description of resolution considered |  |  |  | To declare final dividend and confirm interim dividend for the financial year 2022-23 |  |  |  |  |
| Category | Mode of voting | No. of shares held | No. of votes polled | \% of Votes polled on outstanding shares | No. of votes - in favour | No. of votes - against | $\%$ of votes in favour on votes polled | \% of Votes against on votes polled |
|  |  | (1) | (2) | $(3)=[(2) /(1)]^{* 100}$ | (4) | (5) | (6) $=[(4) /(2)]^{*} 100$ | $(7)=[(5) /(2)] * 100$ |
| Promoter <br> and <br> Promoter <br> Group | E-Voting | 14133286 | 14133286 | 100.0000 | 14133286 | 0 | 100.0000 | 0.0000 |
|  | Poll |  | 0 | 0.0000 | 0 | 0 | 0 | 0 |
|  | Postal Ballot (if applicable) |  | 0 | 0.0000 <br> 100.0000 | 0 | 0 | 0 | 0 |
|  | Total | 14133286 | 14133286 |  | 14133286 | 0 | 100.0000 | 0.0000 |
| PublicInstitutions | E-Voting | 4867314 | 4621766 | 94.9552 <br> 0.0000 <br> 0.0000 <br> 94.9552 | 4621766 | 0 | 100.0000 | 0.0000 |
|  | Poll |  | $0$ |  | 0 | 0 | 0 | 0 |
|  | Postal Ballot (if applicable) |  | 0 |  | 0 | 0 | 0 | 0 |
|  | Total | 4867314 | 4621766 |  | 4621766 | 0 | 100.0000 | 0.0000 |
| Public- <br> Non <br> Institutions | E-Voting | 5063958 | 1504858 | 29.7170 | 1504856 | 2 | 99.9999 | 0.0001 |
|  | Poll |  | $0$ | 0.0000 | 0 | 0 | 0 | 0 |
|  | Postal Ballot (if applicable) |  | 0 | 0.0000 | 0 | 0 | 0 | 0 |
|  | Total | 5063958 | 1504858 | 29.7170 | 1504856 | 2 | 99.9999 | 0.0001 |
| Total |  | 24064558 | 20259910 | 84.1898 | 20259908 | 2 | 100.0000 | 0.0000 |
|  |  |  |  | Whether resolution is Pass or Not. |  |  | Yes |  |

Type of Business: Ordinary

| Resolution (3) |  |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Resolution required: (Ordinary / Special) |  |  |  | Special |  |  |  |  |
| Whether promoter/promoter group are interested in the agenda/resolution? |  |  |  | No |  |  |  |  |
| Description of resolution considered |  |  |  | To appoint Mr. S Viji (DIN: 00139043), Director retiring by rotation, being eligible for re-election |  |  |  |  |
| Category | Mode of voting | No. of shares held | No. of votes polled | \% of Votes polled on outstanding shares | No. of votes - in favour | No. of votes - against | \% of votes in favour on votes polled | \% of Votes against on votes polled |
|  |  | (1) | (2) | (3) $=[(2) /(1)]^{* 100}$ | (4) | (5) | $(6)=[(4) /(2)] * 100$ | (7) $=[(5) /(2)]^{* 100}$ |
| Promoter and Promoter Group | E-Voting | 14133286 | 14133286 | 100.0000 | 14133286 | 0 | 100.0000 | 0.0000 |
|  | Poll |  | 0 | 0.0000 | 0 | 0 | 0 | 0 |
|  | Postal Ballot (if applicable) |  | 0 | 0.0000 | 0 | 0 | 0 | 0 |
|  | Total | 14133286 | 14133286 | 100.0000 | 14133286 | 0 | 100.0000 | 0.0000 |
| PublicInstitutions | E-Voting | 4867314 | 4621766 | 94.9552 | 4573259 | 48507 | 98.9505 | 1.0495 |
|  | Poll |  | 0 | 0.0000 | 0 | 0 | 0 | 0 |
|  | Postal Ballot (if applicable) |  | 0 | 0.0000 | 0 | 0 | 0 | 0 |
|  | Total | 4867314 | 4621766 | 94.9552 | 4573259 | 48507 | 98.9505 | 1.0495 |
| Public- Non Institutions | E-Voting | 5063958 | 1504858 | 29.7170 | 1504856 | 2 | 99.9999 | 0.0001 |
|  | Poll |  | 0 | 0.0000 | 0 | 0 | 0 | 0 |
|  | Postal Ballot (if applicable) |  | 0 | 0.0000 | 0 | 0 | 0 | 0 |
|  | Total | 5063958 | 1504858 | 29.7170 | 1504856 | 2 | 99.9999 | 0.0001 |
| Total |  | 24064558 | 20259910 | 84.1898 | 20211401 | 48509 | 99.7606 | 0.2394 |
|  |  |  |  | Whether resolution is Pass or Not. |  |  | Yes |  |

Type of Business: Special

| Resolution (4) |  |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Resolution required: (Ordinary / Special) |  |  |  | Ordinary |  |  |  |  |
| Whether promoter/promoter group are interested in the agenda/resolution? |  |  |  | No |  |  |  |  |
| Description of resolution considered |  |  |  | To ratify the remuneration payable to Cost Auditor of the Company for the financial year ending March 31, 2024 |  |  |  |  |
| Category | Mode of voting | No. of shares held | No. of votes polled | \% of Votes polled on outstanding shares | No. of votes - in favour | No. of votes - against | \% of votes in favour on votes polled | \% of Votes against on votes polled |
|  |  | (1) | (2) | (3) $=[(2) /(1)]^{* 100}$ | (4) | (5) | (6) $=[(4) /(2)]^{* 100}$ | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 14133286 | 14133286 | 100.0000 | 14133286 | 0 | 100.0000 | 0.0000 |
|  | Poll |  | 0 | 0.0000 | 0 | 0 | 0 | 0 |
|  | Postal Ballot (if applicable) |  | 0 | 0.0000 | 0 | 0 | 0 | 0 |
|  | Total | 14133286 | 14133286 | 100.0000 | 14133286 | 0 | 100.0000 | 0.0000 |
| PublicInstitutions | E-Voting | 4867314 | 4621766 | 94.9552 | 4621766 | 0 | 100.0000 | 0.0000 |
|  | Poll |  | 0 | 0.0000 | 0 | 0 | 0 | 0 |
|  | Postal Ballot (if applicable) |  | 0 | 0.0000 | 0 | 0 | 0 | 0 |
|  | Total | 4867314 | 4621766 | 94.9552 | 4621766 | 0 | 100.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | 5063958 | 1504858 | 29.7170 | 1504856 | 2 | 99.9999 | 0.0001 |
|  | Poll |  | 0 | 0.0000 | 0 | 0 | 0 | 0 |
|  | Postal Ballot (if applicable) |  | 0 | 0.0000 | 0 | 0 | 0 | 0 |
|  | Total | 5063958 | 1504858 | 29.7170 | 1504856 | 2 | 99.9999 | 0.0001 |
|  | Total | 24064558 | 20259910 | 84.1898 | 20259908 | 2 | 100.0000 | 0.0000 |
| Whether resolution is Pass or Not. |  |  |  |  |  |  | Yes |  |

Type of Business: Special

| Resolution (5) |  |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Resolution required: (Ordinary / Special) |  |  |  | Ordinary |  |  |  |  |
| Whether promoter/promoter group are interested in the agenda/resolution? |  |  |  | No |  |  |  |  |
| Description of resolution considered |  |  |  | To approve the payment of commission to Non-Executive Independent Directors for a period of five years |  |  |  |  |
| Category | Mode of voting | No. of shares held | No. of votes polled | \% of Votes polled on outstanding shares | No. of votes - in favour | No. of votes - against | \% of votes in favour on votes polled | \% of Votes against on votes polled |
|  |  | (1) | (2) | (3) $=[(2) /(1)]^{*} 100$ | (4) | (5) | $(6)=[(4) /(2)]^{*} 100$ | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 14133286 | 14133286 | 100.0000 | 14133286 | 0 | 100.0000 | 0.0000 |
|  | Poll |  | 0 | 0.0000 | 0 | 0 | 0 | 0 |
|  | Postal Ballot (if applicable) |  | 0 | 0.0000 | 0 | 0 | 0 | 0 |
|  | Total | 14133286 | 14133286 | 100.0000 | 14133286 | 0 | 100.0000 | 0.0000 |
| PublicInstitutions | E-Voting | 4867314 | 4621766 | 94.9552 | 2895041 | 1726725 | 62.6393 | 37.3607 |
|  | Poll |  | 0 | 0.0000 | 0 | 0 | 0 | 0 |
|  | Postal Ballot (if applicable) |  | 0 | 0.0000 | 0 | 0 | 0 | 0 |
|  | Total | 4867314 | 4621766 | 94.9552 | 2895041 | 1726725 | 62.6393 | 37.3607 |
| Public- Non Institutions | E-Voting | 5063958 | 1501658 | 29.6538 | 1500776 | 882 | 99.9413 | 0.0587 |
|  | Poll |  | 0 | 0.0000 | 0 | 0 | 0 | 0 |
|  | Postal Ballot (if applicable) |  | 0 | 0.0000 | 0 | 0 | 0 | 0 |
|  | Total | 5063958 | 1501658 | 29.6538 | 1500776 | 882 | 99.9413 | 0.0587 |
| Total |  | 24064558 | 20256710 | 84.1765 | 18529103 | 1727607 | 91.4714 | 8.5286 |
| Whether resolution is Pass or Not. |  |  |  |  |  |  | Yes |  |

Type of Business: Special

| Resolution (6) |  |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Resolution required: (Ordinary / Special) |  |  |  | Ordinary |  |  |  |  |
| Whether promoter/promoter group are interested in the agenda/resolution? |  |  |  | No |  |  |  |  |
| Description of resolution considered |  |  |  | To approve the re-appointment of Mr. Srivats Ram (DIN:00063415) as Managing Director of the Company for a period of five years |  |  |  |  |
| Category | Mode of voting | No. of shares held | No. of votes polled | \% of Votes polled on outstanding shares | No. of votes - in favour | No. of votes <br> - against | \% of votes in favour on votes polled | \% of Votes against on votes polled |
|  |  | (1) | (2) | (3) $=[(2) /(1)]^{*} 100$ | (4) | (5) | $(6)=[(4) /(2)]^{*} 100$ | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 14133286 | 14133286 | 100.0000 | 14133286 | 0 | 100.0000 | 0.0000 |
|  | Poll |  | 0 | 0.0000 | 0 | 0 | 0 | 0 |
|  | Postal Ballot (if applicable) |  | 0 | 0.0000 | 0 | 0 | 0 | 0 |
|  | Total | 14133286 | 14133286 | 100.0000 | 14133286 | 0 | 100.0000 | 0.0000 |
| PublicInstitutions | E-Voting | 4867314 | 4621766 | 94.9552 | 2895041 | 1726725 | 62.6393 | 37.3607 |
|  | Poll |  | 0 | 0.0000 | 0 | 0 | 0 | 0 |
|  | Postal Ballot (if applicable) |  | 0 | 0.0000 | 0 | 0 | 0 | 0 |
|  | Total | 4867314 | 4621766 | 94.9552 | 2895041 | 1726725 | 62.6393 | 37.3607 |
| Public- Non Institutions | E-Voting | 5063958 | 1504858 | 29.7170 | 1504856 | 2 | 99.9999 | 0.0001 |
|  | Poll |  | 0 | 0.0000 | 0 | 0 | 0 | 0 |
|  | Postal Ballot (if applicable) |  | 0 | 0.0000 | 0 | 0 | 0 | 0 |
|  | Total | 5063958 | 1504858 | 29.7170 | 1504856 | 2 | 99.9999 | 0.0001 |
|  | Total | 24064558 | 20259910 | 84.1898 | 18533183 | 1726727 | 91.4771 | 8.5229 |
| Whether resolution is Pass or Not. |  |  |  |  |  |  | Yes |  |

Type of Business: Special

| Resolution (7) |  |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Resolution required: (Ordinary / Special) |  |  |  | Special |  |  |  |  |
| Whether promoter/promoter group are interested in the agenda/resolution? |  |  |  | No |  |  |  |  |
| Description of resolution considered |  |  |  | To approve the re-appointment of Mr. R Raghuttama Rao (DIN:0014623) as an Independent Director of the Company for a second term of five years |  |  |  |  |
| Category | Mode of voting | No. of shares held | No. of votes polled | \% of Votes polled on outstanding shares | No. of votes - in favour | No. of votes against | \% of votes in favour on votes polled | \% of Votes against on votes polled |
|  |  | (1) | (2) | (3) $=[(2) /(1)]^{* 100}$ | (4) | (5) | (6) $=[(4) /(2)]^{* 100}$ | (7) $=[(5) /(2)]^{* 100}$ |
| Promoter and Promoter Group | E-Voting | 14133286 | 14133286 | 100.0000 | 14133286 | 0 | 100.0000 | 0.0000 |
|  | Poll |  | 0 | 0.0000 | 0 | 0 | 0 | 0 |
|  | Postal Ballot (if applicable) |  | 0 | 0.0000 | 0 | 0 | 0 | 0 |
|  | Total | 14133286 | 14133286 | 100.0000 | 14133286 | 0 | 100.0000 | 0.0000 |
| PublicInstitutions | E-Voting | 4867314 | 4621766 | 94.9552 | 4621766 | 0 | 100.0000 | 0.0000 |
|  | Poll |  | 0 | 0.0000 | 0 | 0 | 0 | 0 |
|  | Postal Ballot (if applicable) |  | 0 | 0.0000 | 0 | 0 | 0 | 0 |
|  | Total | 4867314 | 4621766 | 94.9552 | 4621766 | 0 | 100.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | 5063958 | 1504858 | 29.7170 | 1504836 | 22 | 99.9985 | 0.0015 |
|  | Poll |  | 0 | 0.0000 | 0 | 0 | 0 | 0 |
|  | Postal Ballot (if applicable) |  | 0 | 0.0000 | 0 | 0 | 0 | 0 |
|  | Total | 5063958 | 1504858 | 29.7170 | 1504836 | 22 | 99.9985 | 0.0015 |
|  | Total | 24064558 | 20259910 | 84.1898 | 20259888 | 22 | 99.9999 | 0.0001 |
| Whether resolution is Pass or Not. |  |  |  |  |  |  | Yes |  |


| Resolution (8) |  |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Resolution required: (Ordinary / Special) |  |  |  | Special |  |  |  |  |
| Whether promoter/promoter group are interested in the agenda/resolution? |  |  |  | No |  |  |  |  |
| Description of resolution considered |  |  |  | To approve the commission payable to Mr. S Ram (DIN:00018309), Non-Executive Chairman of the Company under Regulation 17(6)(ca) of the SEBI LODR |  |  |  |  |
| Category | Mode of voting | No. of shares held | No. of votes polled | \% of Votes polled on outstanding shares | No. of votes - in favour | No. of votes - against | \% of votes in favour on votes polled | \% of Votes against on votes polled |
|  |  | (1) | (2) | (3) $=[(2) /(1)]^{* 100}$ | (4) | (5) | $(6)=[(4) /(2)]^{* 100}$ | (7) $=[(5) /(2)]^{* 100}$ |
| Promoter and Promoter Group | E-Voting | 14133286 | 14133286 | 100.0000 | 14133286 | 0 | 100.0000 | 0.0000 |
|  | Poll |  | 0 | 0.0000 | 0 | 0 | 0 | 0 |
|  | Postal Ballot (if applicable) |  | 0 | 0.0000 | 0 | 0 | 0 | 0 |
|  | Total | 14133286 | 14133286 | 100.0000 | 14133286 | 0 | 100.0000 | 0.0000 |
| PublicInstitutions | E-Voting | 4867314 | 4621766 | 94.9552 | 2895041 | 1726725 | 62.6393 | 37.3607 |
|  | Poll |  | 0 | 0.0000 | 0 | 0 | 0 | 0 |
|  | Postal Ballot (if applicable) |  | 0 | 0.0000 | 0 | 0 | 0 | 0 |
|  | Total | 4867314 | 4621766 | 94.9552 | 2895041 | 1726725 | 62.6393 | 37.3607 |
| Public- Non Institutions | E-Voting | 5063958 | 1504758 | 29.7151 | 1503876 | 882 | 99.9414 | 0.0586 |
|  | Poll |  | 0 | 0.0000 | 0 | 0 | 0 | 0 |
|  | Postal Ballot (if applicable) |  | 0 | 0.0000 | 0 | 0 | 0 | 0 |
|  | Total | 5063958 | 1504758 | 29.7151 | 1503876 | 882 | 99.9414 | 0.0586 |
|  | Total | 24064558 | 20259810 | 84.1894 | 18532203 | 1727607 | 91.4727 | 8.5273 |
| Whether resolution is Pass or Not. |  |  |  |  |  |  | Yes |  |

Note: There are no invalid votes for resolution nos. 1 to 8

# S Dhanapal $\mathcal{A} \mathcal{A}$ ssociates LLP 

## Designated 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)

\author{

# Practising Company Secretaries 

 <br> LLPIN ACB - 0368 <br> (Regd. with Limited Llability Under the LLP Act, 2008)}

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,
64th 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 LLP, 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 e-voting process taken in connection with the 64th 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, 19th July, 2023 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 thereunder relating to voting through electronic means by the shareholders on the resolutions proposed in the Notice of the 64th 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 \& Alssociates LLP <br> Practising Company Secretaries

The consolidated results of the voting are as under:
Resolution No. 1 - To adopt the Audited Financial Statements of the Company including the Consolidated Financial Statements for the year ended 31st March 2023 and the reports of the Directors and Auditors thereon. (Ordinary Business Ordinary Resolution)

|  | No. of Shares | No. of Members |
| :--- | :---: | :---: |
| Total Votes Cast | $\mathbf{2 0 2 5 9 9 1 0}$ | $\mathbf{1 0 4}$ |
| Less: Invalid votes | $\mathbf{0}$ | $\mathbf{0}$ |
| Net Valid votes cast | $\mathbf{2 0 2 5 9 9 1 0}$ | $\mathbf{1 0 4}$ |
| Votes cast in favour | $\mathbf{2 0 2 5 9 9 0 8}$ | $\mathbf{1 0 3}$ |
| Votes Cast against | $\mathbf{2}$ | $\mathbf{1}$ |

\% of total valid votes cast in favour of the resolution: 99.99\%
\% of total valid votes cast against the resolution: $\mathbf{0 . 0 1 \%}$
Resolution No. 2 - To declare final dividend and confirm interim dividend for the financial year ended 31st March 2023 (Ordinary Business - Ordinary Resolution)

|  | No. of Shares | No. of Members |
| :--- | :---: | :---: |
| Total Votes Cast | $\mathbf{2 0 2 5 9 9 1 0}$ | $\mathbf{1 0 4}$ |
| Less: Invalid votes | $\mathbf{0}$ | $\mathbf{0}$ |
| Net Valid votes cast | $\mathbf{2 0 2 5 9 9 1 0}$ | $\mathbf{1 0 4}$ |
| Votes cast in favour | $\mathbf{2 0 2 5 9 9 0 8}$ | $\mathbf{1 0 3}$ |
| Votes Cast against | $\mathbf{2}$ | $\mathbf{1}$ |

\% of total valid votes cast in favour of the resolution: 99.99\%
\% of total valid votes cast against the resolution: $\mathbf{0 . 0 1 \%}$
Resolution No. 3 - To appoint Mr. S Viji (DIN: 00139043), Director retiring by rotation, being eligible for re-election (Ordinary Business - Special Resolution)

|  | No. of Shares | No. of Members |
| :--- | :---: | :---: |
| Total Votes Cast | $\mathbf{2 0 2 5 9 9 1 0}$ | $\mathbf{1 0 4}$ |
| Less: Invalid votes | $\mathbf{0}$ | $\mathbf{0}$ |
| Net Valid votes cast | $\mathbf{2 0 2 5 9 9 1 0}$ | $\mathbf{1 0 4}$ |
| Votes cast in favour | $\mathbf{2 0 2 1 1 4 0 1}$ | $\mathbf{1 0 1}$ |
| Votes Cast against | 48509 | $\mathbf{3}$ |

\% of total valid votes cast in favour of the resolution: 99.76\%
$\%$ of total valid votes cast against the resolution: $0.24 \%$
3

## S Dhanapal \& Alssociates LLP

## Practising Company Secretaries

Resolution No. 4 - To Ratify the Remuneration payable to Cost Auditors for the financial year ending March 31, 2024 (Special Business - Ordinary Resolution)

|  | No. of Shares | No. of Members |
| :--- | :---: | :---: |
| Total Votes Cast | $\mathbf{2 0 2 5 9 9 1 0}$ | $\mathbf{1 0 4}$ |
| Less: Invalid votes | $\mathbf{0}$ | $\mathbf{0}$ |
| Net Valid votes cast | $\mathbf{2 0 2 5 9 9 1 0}$ | $\mathbf{1 0 4}$ |
| Votes cast in favour | $\mathbf{2 0 2 5 9 9 0 8}$ | $\mathbf{1 0 3}$ |
| Votes Cast against | $\mathbf{2}$ | $\mathbf{1}$ |

\% 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 payment of commission to Non-Executive Independent Directors for a period of five years (Special Business - Ordinary Resolution)

|  | No. of Shares | No. of Members |
| :--- | :---: | :---: |
| Total Votes Cast | $\mathbf{2 0 2 5 6 7 1 0}$ | $\mathbf{1 0 2}$ |
| Less: Invalid votes | $\mathbf{0}$ | $\mathbf{0}$ |
| Net Valid votes cast | $\mathbf{2 0 2 5 6 7 1 0}$ | $\mathbf{1 0 2}$ |
| Votes cast in favour | $\mathbf{1 8 5 2 9 1 0 3}$ | $\mathbf{9 6}$ |
| Votes Cast against | $\mathbf{1 7 2 7 6 0 7}$ | $\mathbf{6}$ |

\% of total valid votes cast in favour of the resolution: 91.47\%
\% of total valid votes cast against the resolution: 8.53\%

Resolution No. 6 -To approve re-appointment of Mr. Srivats Ram (DIN:00063415) as Managing Director of the Company for a period of five years (Special Business Ordinary Resolution)

|  | No. of Shares | No. of Members |
| :--- | :---: | :---: |
| Total Votes Cast | $\mathbf{2 0 2 5 9 9 1 0}$ | $\mathbf{1 0 4}$ |
| Less: Invalid votes | $\mathbf{0}$ | $\mathbf{0}$ |
| Net Valid votes cast | $\mathbf{2 0 2 5 9 9 1 0}$ | $\mathbf{1 0 4}$ |
| Votes cast in favour | $\mathbf{1 8 5 3 3 1 8 3}$ | $\mathbf{1 0 0}$ |
| Votes Cast against | $\mathbf{1 7 2 6 7 2 7}$ | $\mathbf{4}$ |

$\%$ of total valid votes cast in favour of the resolution: 91.48\% \% of total valid votes cast against the resolution: 8.52\%


## S $\operatorname{Dh}$ hanapal $\mathcal{\&}$-Associates LLP

## Practising Company Secretaries

Resolution No. 7 - To approve Re-appointment of Mr. R Raghuttama Rao (DIN:0014623) as an Independent Director of the Company for a second term of five years (Special Business - Special Resolution)

|  | No. of Shares | No. of Members |
| :--- | :---: | :---: |
| Total Votes Cast | $\mathbf{2 0 2 5 9 9 1 0}$ | $\mathbf{1 0 4}$ |
| Less: Invalid votes | $\mathbf{0}$ | $\mathbf{0}$ |
| Net Valid votes cast | $\mathbf{2 0 2 5 9 9 1 0}$ | $\mathbf{1 0 4}$ |
| Votes cast in favour | $\mathbf{2 0 2 5 9 8 8 8}$ | $\mathbf{1 0 2}$ |
| Votes Cast against | $\mathbf{2 2}$ | $\mathbf{2}$ |

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

Resolution No. 8 - To approve the commission payable to Mr. S Ram (DIN:00018309), Non-Executive Chairman of the Company under Regulation $17(6)(\mathrm{ca})$ of the SEBI LODR (Special Business - Special Resolution)

|  | No. of Shares | No. of Members |
| :--- | :---: | :---: |
| Total Votes Cast | $\mathbf{2 0 2 5 9 8 1 0}$ | $\mathbf{1 0 3}$ |
| Less: Invalid votes | $\mathbf{0}$ | $\mathbf{0}$ |
| Net Valid votes cast | $\mathbf{2 0 2 5 9 8 1 0}$ | $\mathbf{1 0 3}$ |
| Votes cast in favour | $\mathbf{1 8 5 3 2 2 0}$ | $\mathbf{9 7}$ |
| Votes Cast against | $\mathbf{1 7 2 7 6 0 7}$ | $\mathbf{6}$ |

\% of total valid votes cast in favour of the resolution: 91.47\%
\% of total valid votes cast against the resolution: 8.53\%
The Chairman may declare the results as above in accordance with the provisions of Companies Act, 2013.
Thanking you,

UDIN: F006665E000637451
Place: Chennai
Date: 19.07.2023

