Telephone Nos. : Regd. Office : (044) 28522745 Factory : (044) 26234300 (044) 26258511



Telefax : 044 - 26257121 Web : www.wheelsindia.com

# WHEELS INDIA LIMITED

Corporate Identity Number : L35921TN1960PLC004175

Registered Office : 21, Patullos Road, Chennai - 600 002. Factory : Padi, Chennai - 600 050.

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),

To BSE Limited

The Corporate Relationship Department, 1<sup>st</sup> Floor New Trading Wing, Rotunda Building, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001

#### Symbol: WHEELS

Mumbai - 400 051

Scrip Code: 590073

Dear Sir / Madam,

#### Subject: Voting Results along with Scrutinizer's Report - AGM 2023

The 64<sup>th</sup> 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

K V Lakshmi Company Secretary & Compliance Officer

Encl.: a/a

#### Wheels India Limited Voting results – 64<sup>th</sup> AGM 2023

General information about company	
Scrip code	590073
NSE Symbol	WHEELS
MSEI Symbol	NIL
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 Postal Ballot)	19-07-2023
Start time of the meeting	10:15 AM
End time of the meeting	10:37 AM

Scrutini	zer Details
Name of the Scrutinizer	N. Ramanathan, Partner
Firms Name	M/s. S Dhanapal & Associates LLP, a firm of Practising Company Secretaries
Qualification	CS
Membership Number	F6665
Date of Board Meeting in which appointed	18-05-2023
Date of Issuance of Report to the company	19-07-2023

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	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	3
b) Public	60
No. of resolution passed in the meeting	8

## Type of Business: Ordinary

			Re	solution (1)				
	Resolutio	on required: (Ord	inary / Special)			Ordinary		
	Whether promoter/prom	• •	terested in the da/resolution?			No		
	Descr	iption of resolut	ion considered	To adopt the Aud along with the Re			financial year ende Auditor's thereon	d March 31, 2023
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	E-Voting		14133286	100.0000	14133286	0	100.0000	0.0000
and	Poll	14133286	0	0.0000	0	0	0	0
Promoter	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
Group	Total	14133286	14133286	100.0000	14133286	0	100.0000	0.0000
	E-Voting		4621766	94.9552	4621766	0	100.0000	0.0000
Public-	Poll	4867314	0	0.0000	0	0	0	0
Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4867314	4621766	94.9552	4621766	0	100.0000	0.0000
	E-Voting		1504858	29.7170	1504856	2	99.9999	0.0001
Public- Non	Poll	5063958	0	0.0000	0	0	0	0
Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5063958	1504858	29.7170	1504856	2	99.9999	0.0001
Total	Total	24064558	20259910	84.1898	20259908	2	100.0000	0.0000
				Wh	ether resolution	is Pass or Not.	Y	es

### Type of Business: Ordinary

			R	esolution (2)				
	Resolution r	equired: (Ordir	ary / Special)	Ordinary				
	Whether promoter/promote	• •	erested in the a/resolution?	No				
	Descript	ion of resolutio	on considered	To declare final	dividend and co	nfirm interim div	idend for the financ	ial 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	E-Voting		14133286	100.0000	14133286	0	100.0000	0.0000
and	Poll	14133286	0	0.0000	0	0	0	0
Promoter	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
Group	Total	14133286	14133286	100.0000	14133286	0	100.0000	0.0000
	E-Voting		4621766	94.9552	4621766	0	100.0000	0.0000
Public-	Poll	4867314	0	0.0000	0	0	0	0
Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4867314	4621766	94.9552	4621766	0	100.0000	0.0000
Public-	E-Voting		1504858	29.7170	1504856	2	99.9999	0.0001
Non	Poll	5063958	0	0.0000	0	0	0	0
Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
manunona	Total	5063958	1504858	29.7170	1504856	2	99.9999	0.0001
Total	Total	24064558	20259910	84.1898	20259908	2	100.0000	0.0000
				Wheth	er resolution is	s Pass or Not.	Ye	es

### Type of Business: Ordinary

			Re	solution (3)				
	Resolutio	on required: (Ord	inary / Special)	Special				
	Whether promoter/prom	• •	terested in the da/resolution?	No				
	Descr	iption of resolut	ion considered	To appoint Mr. S re-election	5 Viji (DIN: 00139	9043), Director r	etiring by rotation,	being eligible for
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	E-Voting		14133286	100.0000	14133286	0	100.0000	0.0000
and	Poll	14133286	0	0.0000	0	0	0	0
Promoter	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
Group	Total	14133286	14133286	100.0000	14133286	0	100.0000	0.0000
	E-Voting		4621766	94.9552	4573259	48507	98.9505	1.0495
Public-	Poll	4867314	0	0.0000	0	0	0	0
Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4867314	4621766	94.9552	4573259	48507	98.9505	1.0495
	E-Voting		1504858	29.7170	1504856	2	99.9999	0.0001
Public- Non	Poll	5063958	0	0.0000	0	0	0	0
Institutions	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
				Wh	ether resolution	is Pass or Not.	Y	es

			Re	solution (4)				
	Resolutio	on required: (Ord	inary / Special)	Ordinary				
	Whether promoter/prom	• •	terested in the da/resolution?	No				
	Descr	iption of resolut	ion considered	To ratify the remuending March 31,	• •	to Cost Auditor of	of the Company for	the financial year
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	E-Voting		14133286	100.0000	14133286	0	100.0000	0.0000
and	Poll	14133286	0	0.0000	0	0	0	0
Promoter	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
Group	Total	14133286	14133286	100.0000	14133286	0	100.0000	0.0000
	E-Voting		4621766	94.9552	4621766	0	100.0000	0.0000
Public-	Poll	4867314	0	0.0000	0	0	0	0
Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4867314	4621766	94.9552	4621766	0	100.0000	0.0000
	E-Voting		1504858	29.7170	1504856	2	99.9999	0.0001
Public- Non	Poll	5063958	0	0.0000	0	0	0	0
Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5063958	1504858	29.7170	1504856	2	99.9999	0.0001
Total	Total	24064558	20259910	84.1898	20259908	2	100.0000	0.0000
				Wh	ether resolution	is Pass or Not.	Ye	es

			Re	solution (5)				
	Resolutio	n required: (Ord	inary / Special)	Ordinary				
	Whether promoter/prom	•	terested in the da/resolution?	No				
	Descr	iption of resolut	ion considered	To approve the p period of five year	•	ission to Non-E>	ecutive Independe	nt Directors for a
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	E-Voting		14133286	100.0000	14133286	0	100.0000	0.0000
and	Poll	14133286	0	0.0000	0	0	0	0
Promoter	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
Group	Total	14133286	14133286	100.0000	14133286	0	100.0000	0.0000
	E-Voting		4621766	94.9552	2895041	1726725	62.6393	37.3607
Public-	Poll	4867314	0	0.0000	0	0	0	0
Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4867314	4621766	94.9552	2895041	1726725	62.6393	37.3607
	E-Voting		1501658	29.6538	1500776	882	99.9413	0.0587
Public- Non	Poll	5063958	0	0.0000	0	0	0	0
Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5063958	1501658	29.6538	1500776	882	99.9413	0.0587
Total	Total	24064558	20256710	84.1765	18529103	1727607	91.4714	8.5286
		· · · · · · · · · · · · · · · · · · ·		Wh	ether resolution	is Pass or Not.	Y	es

			Re	solution (6)				
	Resolutio	on required: (Ord	inary / Special)	Ordinary				
	Whether promoter/prom	• •	terested in the da/resolution?	No				
	Descr	iption of resolut	ion considered	To approve the re of the Company for	••	•	DIN:00063415) as I	Managing Director
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	E-Voting		14133286	100.0000	14133286	0	100.0000	0.0000
and	Poll	14133286	0	0.0000	0	0	0	0
Promoter	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
Group	Total	14133286	14133286	100.0000	14133286	0	100.0000	0.0000
	E-Voting		4621766	94.9552	2895041	1726725	62.6393	37.3607
Public-	Poll	4867314	0	0.0000	0	0	0	0
Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4867314	4621766	94.9552	2895041	1726725	62.6393	37.3607
	E-Voting		1504858	29.7170	1504856	2	99.9999	0.0001
Public- Non	Poll	5063958	0	0.0000	0	0	0	0
Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5063958	1504858	29.7170	1504856	2	99.9999	0.0001
Total	Total	24064558	20259910	84.1898	18533183	1726727	91.4771	8.5229
				Wh	ether resolution	is Pass or Not.	Y	es

				Resolution (7)				
	Resolution requi	ired: (Ordinai	ry / Special)	Special				
W	/hether promoter/promoter gro	-	ested in the resolution?	No				
	Description of	of resolution	considered	To approve the re-app Director of the Compar		•		) as an Independent
		No. of	No. of	% of Votes polled	No. of	No. of	% of votes in	% of Votes
Category	Mode of voting	shares	votes	on outstanding	votes – in	votes –	favour on votes	against on votes
		held	polled	shares	favour	against	polled	polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and	E-Voting		14133286	100.0000	14133286	0	100.0000	0.0000
Promoter and Promoter	Poll	14133286	0	0.0000	0	0	0	0
Group	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
Group	Total	14133286	14133286	100.0000	14133286	0	100.0000	0.0000
	E-Voting		4621766	94.9552	4621766	0	100.0000	0.0000
Public-	Poll	4867314	0	0.0000	0	0	0	0
Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4867314	4621766	94.9552	4621766	0	100.0000	0.0000
	E-Voting		1504858	29.7170	1504836	22	99.9985	0.0015
Public- Non	Poll	5063958	0	0.0000	0	0	0	0
Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5063958	1504858	29.7170	1504836	22	99.9985	0.0015
Total	Total	24064558	20259910	84.1898	20259888	22	99.9999	0.0001
				Whether	resolution is P	ass or Not.	Ye	es

			Re	solution (8)				
	Resolutio	n required: (Ord	inary / Special)	Special				
	Whether promoter/prom	•	nterested in the ida/resolution?	No				
	Descr	iption of resolut	ion considered				am (DIN:00018309 a) of the SEBI LOD	
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	E-Voting		14133286	100.0000	14133286	0	100.0000	0.0000
and	Poll	14133286	0	0.0000	0	0	0	0
Promoter	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
Group	Total	14133286	14133286	100.0000	14133286	0	100.0000	0.0000
	E-Voting		4621766	94.9552	2895041	1726725	62.6393	37.3607
Public-	Poll	4867314	0	0.0000	0	0	0	0
Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4867314	4621766	94.9552	2895041	1726725	62.6393	37.3607
	E-Voting		1504758	29.7151	1503876	882	99.9414	0.0586
Public- Non	Poll	5063958	0	0.0000	0	0	0	0
Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5063958	1504758	29.7151	1503876	882	99.9414	0.0586
Total	Total	24064558	20259810	84.1894	18532203	1727607	91.4727	8.5273
				Wh	ether resolution	is Pass or Not.	Y	es

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

Suite No. 103, First Floor, Kaveri Complex No. 96/104, Nungambakkam High Road (Next to NABARD & ICICI Bank) Nungambakkam, Chennai - 600 034 Phone No. 044 - 4553 0256 4553 0257 / 4265 2127 E-mail: csdhanapal@gmail.com secretarial@csdhanapal.com

## S Dhanapal & Associates LLP

**Practising Company Secretaries** 

LLPIN ACB - 0368 (Regd. with Limited Liability Under the LLP Act, 2008)

Designated Partners : S. Dhanapal, B.Com., B.A.B.L., FC.S N. Ramanathan, B.Com., FC.S Smita Chirimar, M.Com., F.C.S, DCG(ICSI)

#### 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]

То

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).

& AS. YENNA

N. Jearte

# S Dhanapal & Associates LLP 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	20259910	104
Less: Invalid votes	0	0
Net Valid votes cast	20259910	104
Votes cast in favour	20259908	101
Votes Cast against	2	105

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

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	20259910	104
Less: Invalid votes	0	0
Net Valid votes cast	20259910	104
Votes cast in favour	20259908	107
Votes Cast against	2	105

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

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	20259910	104
Less: Invalid votes	0	0
Net Valid votes cast	20259910	104
Votes cast in favour	20211401	101
Votes Cast against	48509	3

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

# S Dhanapal & Associates 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	20259910	104
Less: Invalid votes	0	0
Net Valid votes cast	20259910	104
Votes cast in favour	20259908	103
Votes Cast against	2	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	20256710	102
Less: Invalid votes	0	0
Net Valid votes cast	20256710	102
Votes cast in favour	18529103	96
Votes Cast against	1727607	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	20259910	104
Less: Invalid votes	0	0
Net Valid votes cast	20259910	104
Votes cast in favour	18533183	100
Votes Cast against	1726727	4

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

#### **Continuation Sheet**

## S Dhanapal & 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	20259910	104
Less: Invalid votes	0	0
Net Valid votes cast	20259910	104
Votes cast in favour	20259888	102
Votes Cast against	22	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)(ca) of the SEBI LODR (Special Business – Special Resolution)

	No. of Shares	No. of Members
Total Votes Cast	20259810	103
Less: Invalid votes	0	0
Net Valid votes cast	20259810	103
Votes cast in favour	18532203	97
Votes Cast against	1727607	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,

Yours faithfully, For S DHANAPAL & ASSOCIATES LLP (A firm of Practising Company Secretaries) Peer Review Certificate No. 1107/2021

eare AS N.Ramanathan Partner M. No.F6665 C. P. No. 11084 \* UDIN: F006665E000637451 **Place: Chennai** Date: 19.07.2023