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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.

February 02, 2024

To
National Stock Exchange of India Limited,
The Manager, Listing Department,
"Exchange Plaza", C-1, Block G,
Bandra-Kurla Complex, Bandra (E),
Mumbai – 400 051

To
BSE Limited,
The Corporate Relationship Department,
1st Floor New Trading Wing, Rotunda Building,
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai – 400 001

Symbol: WHEELS

Scrip code: 590073

Dear Sir / Madam,

Subject: Notice of Postal Ballot - Disclosure under Regulation 30 of the SEBI LODR

Reference: Our letter dated January 30, 2024 intimating the re-appointment of Ms. Sumithra Gomatam (DIN:07262602) as Non-Executive Independent Director of the Company for the second term of five years, subject to approval of the members

Please note that pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI LODR'), please find enclosed a copy of the Postal Ballot Notice seeking approval of members of the Company for re-appointing Ms. Sumithra Gomatam (DIN:07262602) as a Non-Executive Independent Director for the second term of five years, as set out in the postal ballot notice.

In compliance with the requisite circulars issued by Ministry of Corporate Affairs, the Notice of Postal Ballot is being sent on February 02, 2024 (Friday) through electronic mode to those Members whose names appear in the Register of Members / list of Beneficial Owners as received from M/s. National Securities Depository Limited ('NSDL') and M/s. Central Depository Services (India) Limited ('CDSL'), as on the **cut-off date of Friday, January 26, 2024** and whose e-mail addresses are registered with the Company / Registrar and Share Transfer Agent ('RTA') / NSDL / CDSL.

Further, the Company has engaged the services of CDSL for the purpose of providing e-voting facility to the Members. The e-voting period will commence from Monday, **February 05, 2024 at 9:00 A.M. (IST)** and ends on Tuesday, **March 05, 2024 at 5:00 P.M. (IST)**. The results of postal ballot will be announced not later than 48 hours of conclusion of the voting through Postal Ballot.

The above notice is also being made available on the website of the Company at <https://wheelsindia.com>

You are requested to take the same on your records and disseminate on your website.

Thanking you.

Yours faithfully,

For **Wheels India Limited**

K V Lakshmi
Company Secretary & Compliance Officer

Encl.: a/a

PLEASE ADDRESS ALL COMMUNICATIONS TO THE FACTORY



WHEELS INDIA LIMITED

CIN: L35921TN1960PLC004175

Registered Office: No. 21, Patullos Road, Chennai, Tamil Nadu – 600002 Phone : + 91 4426234311
e-mail ID: investorservices@wheelsindia.com; Website: <https://wheelsindia.com>

NOTICE OF POSTAL BALLOT

Dear Member(s),

NOTICE is hereby given to the members of Wheels India Limited (the “Company”), pursuant to Sections 108 and 110 of the Companies Act, 2013 (the “Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (“Management Rules”) read with the General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and the General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (the “MCA”) (hereinafter collectively referred to as “MCA circulars”), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “SEBI LODR”) read with relevant circulars issued by SEBI (the “SEBI circulars”) and other applicable provisions of the Act, rules, circulars and notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the Special Resolution(s) as set out in this Notice are proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means only (“remote e-voting”).

In compliance with the relevant provisions of the Act read with applicable MCA circulars and Regulation 44 of the SEBI LODR, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / RTA / Depositories. If your e-mail address is not registered with the Company/ RTA / Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communication of the assent or dissent of the Members on the resolutions would only take place through the remote e-voting.

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

SPECIAL BUSINESS:

ITEM NO. 1 : TO APPROVE THE RE-APPOINTMENT OF MS. SUMITHRA GOMATAM (DIN: 07262602) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE YEARS

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule-IV to the Companies Act, 2013 (‘Act’) and other applicable provisions, if any, of the Act the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Ms. Sumithra Gomatam (DIN:07262602), Independent Director, whose first term of office as an Independent Director of the Company is coming to a close on April 23, 2024, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation for a further term of five consecutive years commencing from April 24, 2024.

RESOLVED FURTHER THAT Mr. Srivats Ram, Managing Director, Mr. P Ramesh, Chief Financial Officer and Ms. KV Lakshmi, Company Secretary be and are hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to the aforesaid resolution including those incidental thereto.”

**By Order of the Board of Directors
For Wheels India Limited**

Sd/-

K V Lakshmi

Company Secretary

Place: Chennai

Date: January 30, 2024

REGISTERED OFFICE:

CIN: L35921TN1960PLC004175

No.21, Patullos Road, Chennai, Tamil Nadu – 600002

Tel No.: +91 44 26234311

e-mail ID: investorservices@wheelsindia.com

Website: <https://wheelsindia.com>



NOTES:

1. The explanatory statement pursuant to Section 102 of the Act read with Rule 22 of the Management Rules and other applicable provisions, setting out material facts and reasons in relation to the proposed business is provided in Annexure - A.
2. In compliance with the MCA circulars and SEBI circulars, the Notice is being sent by electronic mode to those Members whose names appear in the Register of Members / Beneficial Owners as received from Company's Registrar and Transfer Agent i.e., M/s Cameo Corporate Services Limited (the "RTA") / National Securities Depository Limited (the "NSDL") and Central Depository Services (India) Limited (the "CDSL") as on the cut-off date of **Friday, January 26, 2024** and whose e-mail addresses are registered with the Company / RTA / Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given hereunder. Any person who is not a member of the Company shall treat this Notice for information purpose only.
4. The Members whose names appear in the Register of Members / List of Beneficial Owners as on **Friday, January 26, 2024**, being the cut-off date, are entitled to vote on the Resolutions set forth in this Postal Ballot Notice. All the Members are requested to provide their assent or dissent through e-voting only.
5. In compliance with provisions of Section 108 and 110 and other applicable provisions of the Act read with the Management Rules and Regulation 44 of the SEBI LODR, the Company is offering remote e-voting facility to the Members of the Company. For this purpose, the Company has entered into an agreement with CDSL for facilitating remote e-voting to enable the Members to cast their votes electronically. The Members are requested to follow the procedure and instructions for remote e-voting as stated in the notice.
6. The resolutions 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. Further, the last date of remote e-voting shall be the date on which the resolution shall be deemed to have been passed, if approved by the requisite majority.
7. The Notice of the Postal Ballot is also available on Company's website at <https://wheelsindia.com> and on website of CDSL at www.evotingindia.com and also on the website of M/s. National Stock Exchange of India Limited (the "NSE") at www.nseindia.com
8. The remote e-voting period will commence from **Monday, February 05, 2024 at 9.00 A.M. (IST)** and **ends on Tuesday, March 05, 2024 at 5:00 P.M (IST)**. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **January 26, 2024**, may cast their vote by remote e-voting. The e-voting module shall be disabled by CDSL for voting thereafter. Members holding multiple folios / DEMAT accounts shall choose the voting process separately for each folio / DEMAT accounts. 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.
9. The Members holding shares in physical mode and who have not updated their e-mail addresses with the Company are requested to register their e-mail address with the Company's RTA at investor@cameoindia.com along with the name of the registered shareholder(s), folio number or DP ID & Client ID and number of equity shares held to 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.
10. Further, members holding shares in dematerialised mode are requested to register / update their e-mail addresses with the relevant Depository Participants. After successful registration of the e-mail address, a copy of this Postal Ballot Notice along with the remote e-voting user ID and password will be sent to your registered e-mail address, upon request received from the Members.
11. 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.



12. In terms of Section 110 of the Act read with Rule 22 of the Management Rules, the Board of Directors of the Company (the "Board") had appointed M/s. S Dhanapal & Associates LLP, Practicing Company Secretaries, as scrutinizer for conducting the postal ballot process in a fair and transparent manner.
13. Upon the completion of the scrutiny of votes cast through remote e-voting, 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 NSE where the shares of the Company are listed and will be displayed on the Company's website at <https://wheelsindia.com> and website of CDSL at www.evotingindia.com
15. Further, members may send their queries related to items included in the Postal Ballot Notice or any other matter concerning the Company to investorservices@wheelsindia.com, from their registered email address, mentioning their name, folio number / DP ID-Client ID.
16. The procedure and instructions for remote e-voting are provided in Annexure – B.

Annexure – A

EXPLANATORY STATEMENT

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

Item No. 1:

Ms. Sumithra Gomatam (DIN:07262602) was appointed as an Independent Director ('ID') of the Company for a period of five years from April 24, 2019 and the same was approved by the shareholders at their 60th Annual General Meeting (the "AGM") held on August 13, 2019, in accordance with provisions of Section 149(10) of the Act and SEBI LODR.

The Nomination and Remuneration Committee of the Board ("NRC") at their meeting held on **January 30, 2024** had recommended to the Board for re-appointing Ms. Sumithra Gomatam as Independent Director for a second term of five years, not liable to retire by rotation, subject to approval of Board and the shareholders.

Accordingly, the Board of Directors, based on the recommendations of the NRC and evaluation of her performance by NRC & the Board of Directors, consented to re-appoint her as an Independent Director for a further term of five (5) consecutive years, subject to approval of the shareholders, in accordance with relevant provisions of the Act and SEBI LODR.

In terms of Regulation 25(8) of SEBI LODR, she has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that

could impair or impact her ability to discharge her duties as an Independent Director without any external influence. Further, she is neither disqualified from being re-appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority and has complied with the requirements of Independent Director's Data Bank maintained by Indian Institute of Corporate Affairs in terms of Section 150 of the Act.

Further, the Company has received necessary declaration from her that she meets the criteria of independence as prescribed under Section 149(6) of the Act and relevant provisions of SEBI LODR. The Board opines that Ms. Sumithra Gomatam fulfils the conditions specified in the Act and the rules made thereunder for re-appointing her as an Independent Director and she is independent of the management of the Company.

The NRC considers the candidature as having experience and expertise across industries for her re-appointment. It also deliberates on various factors including current tenure of Directors, skill matrix, time-commitment and statutory requirements while considering her re-appointment.

Further, the NRC took into consideration her rich and varied experiences and noted the skills, expertise and competencies possessed by her are in alignment with the requirements for appointing a person as Director / Independent Director of the Company.



The Board further opines that re-appointing her would be of immense benefit to the Company and it is desirable to avail her services as an Independent Director.

Further, a copy of the draft letter of re-appointment of the Independent Director, setting out the terms and conditions, would be available for inspection, without any fee by the members on the website of the Company.

The special resolution as set out under Item No. 1 of the Notice is accordingly submitted to the members for consideration. Additional disclosure as required under the Act, Secretarial Standard-II and Regulation 36 of the SEBI LODR are provided in Annexure – I to this explanatory statement.

Except Ms. Sumithra Gomatam, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the

respective resolution except to their extent of shareholding in the Company, if any. The Board of Directors of the Company recommends the Special Resolution as set out in the Notice for approval of the members.

**By Order of the Board of Directors
For Wheels India Limited**

Sd/-

**K V Lakshmi
Company Secretary**

Place: Chennai
Date: January 30, 2024

REGISTERED OFFICE:

CIN: L35921TN1960PLC004175
No.21, Patullos Road, Chennai, Tamil Nadu – 600002
Tel No.: +91 44 26234311
e-mail ID: investorservices@wheelsindia.com
Website: <https://wheelsindia.com>

Annexure – I

As per the requirements of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard - II as issued by the Institute of Company Secretaries of India, a statement containing the requisite details of the concerned Director is given below:

Name	Ms. Sumithra Gomatam
DIN	07262602
Date of Birth and Age	August 07, 1967 and 56 years of age
Profile / brief resume (Educational Qualification; Expertise in specific functional area; and Skills and capabilities)	<p>Ms. Sumithra Gomatam holds B.E in Electronics and Communication Engineering from Anna University, Chennai and completed Advanced Management Programme at Harvard Business School, USA.</p> <p>Ms. Sumithra Gomatam has more than three decades of experience in the information technology and business process services industry in two of the leading IT giants viz., CTS & TCS. Her previous experience includes senior leadership roles at CTS where she spent over 24 years building, scaling, and nurturing multiple businesses that served clients globally. At Cognizant, she was president of digital operations, which she scaled and transformed to be technology-driven, using intelligent process automation and platforms with a significant focus on healthcare and big tech clients.</p>



	<p>Her areas of expertise include Risk Assessment and Management, Strategy, Business Policies and Management Consulting.</p> <p>She was recognized as one of the “Most Powerful Women in Indian Business” by Business Today in 2013 and she was part of the NASSCOM BPM Leadership Council. She holds directorship in other Companies like M/s. Whitespace Health Inc., M/s. Omega Healthcare Management Services Private Limited and a few more.</p>
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Appointment as Non-Executive Independent Director for a period of five years, not liable to retire by rotation. She is eligible for sitting fee for attending Board / Committee meetings and commission.
Remuneration last drawn by such person, if applicable	Commission for the FY 22-23: Rs.3 lakhs Sitting fee for the FY 22-23: Rs.0.70 lakhs
Date of first appointment on the Board	April 24, 2019
Membership / Chairmanship of Committees of the Board of Directors of the Company	Member - Risk Management Committee
Directorships and Membership/Chairmanship of Committees of other Boards (only Public Limited Company; and Audit Committee and Stakeholders Relationship Committees only considered)	NIL
Name of the listed entities from which the person has resigned in the past three years	NIL
Number of shares held in the company including shareholding as a beneficial owner	NIL
Relationship with other Directors/Manager / Key Managerial Personnel of the Company	Not applicable
Number of Board Meetings attended during the year	Four (4)



Annexure – B

INSTRUCTION TO SHAREHOLDERS FOR REMOTE E-VOTING

- I. The voting period begins on **(Monday) February 05, 2024 at 9:00 A.M. (IST)** and ends on **(Tuesday) March 05, 2024 at 5:00 P.M. (IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on **(Friday) January 26, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- III. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated **December 09, 2020** and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level.
- IV. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the members. In order to increase the efficiency of the voting process, pursuant to a public consultation, SEBI has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- V. **Step 1:** Access through Depositories CDSL / NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
 - a. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated **December 9, 2020** on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail ID in their demat accounts in order to access e-voting facility.
 - b. Pursuant to aforementioned SEBI Circular, login method for e-voting and joining virtual meetings for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Eas/Easiest facility, can login through their existing User ID and Password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab.
	2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting Service Providers' website directly.
	3) If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.



	<p>4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p>
	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp.</p>
	<p>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at aforementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at Toll free no. : 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30



VI. Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i. Login method for e-voting and joining virtual meetings for Physical shareholders and non-individual shareholder holding shares in Demat form.
- ii. The members should log on to the e-voting website www.evotingindia.com.
- iii. Click on ‘Shareholders’ module.
- iv. 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.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. 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.
- vii. If you are a first-time user follow the steps given below:

For Physical shareholders and non-individual shareholders holding shares in Demat Form	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).
	Members who have not updated their PAN with the Company / Depository participant are requested to use the sequence number sent by Company / RTA or contact Company / RTA.
Dividend Bank Details or Date of Birth (DOB)	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.
	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.

- viii. After entering these details appropriately, click on “SUBMIT” tab.
- ix. 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 resolutions 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.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant WHEELS INDIA LIMITED on which you choose to vote.
- xii. 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.
- xiii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv. 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.



- xv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take a print of the votes cast by clicking on “Click here to print” option on the e-voting page.
- xvii. 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.
- xviii. There is also an optional provision to upload BR / POA if any uploaded, which will be made available to Scrutinizer for verification.
- xix. Additional Facility for Non-Individual Shareholders and Custodians – For Remote Voting only.
 - a. 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” module.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com.
 - c. 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.
 - d. The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - e. It is Mandatory that, 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.
 - f. 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 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.

VII. Process for those shareholders whose e-mail ID / mobile no. are not registered with the Company / Depositories:

- a. For Physical shareholders- 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 e-mail ID.
- b. For Demat shareholders, please update your e-mail ID & mobile no. with your respective Depository Participant.
- c. For Individual Demat shareholders – Please update your e-mail ID & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository. If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an e-mail to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatla Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an e-mail to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33 @cdslindia.com or call on 022-23058542 / 43.