

Branch Offices**Virugambakkam**

New No. 42, (Old 12), Reddy Street,
Virugambakkam (Near Avichi School)
Chennai - 600 092. Mobile : 96771 61824

Thiruvannmiyur

#1B, 1st Floor, Vantaga Plaza,
No.1, M.G. Road, Off: L.B. Road,
Thiruvannmiyur (Opp. Adyar Bus Depot)
Chennai - 600 041. Mobile : 96771 04891

S Dhanapal & Associates

Practising Company Secretaries

Suite No. 103, First Floor, Kaveri Complex,
No. 96/104, Nungambakkam High Road,
(Next to Ganpat Hotel & ICICI Bank)
Nungambakkam, Chennai - 600 034.
Phone No. 044-45530256 / 257
Direct Number : 044 - 42652127
E-mail: csdhanapal@gmail.com
website: www.csdhanapal.com

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.
Mob No. : 96770 22712
Mob No. : 96771 23774
Mob No. : 98405 52790

Report of Scrutinizer

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and rule 20 & 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
55th Annual General Meeting of the Equity Shareholders of
M/s. Wheels India Limited
Chennai

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 voting by electronic means, ballot and poll taken on the below mentioned resolutions in connection with the 55th Annual General Meeting of the Equity Shareholders of M/s. Wheels India Limited, held on Thursday, the 8th September, 2014 at 11.00 a.m. at "The Music Academy", 168 (Old No.306), T T K Road, Chennai 600 014, submit the combined results of voting by electronic means, ballot and poll as under:

CONSOLIDATED RESULTS OF ITEM NO. 1

Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended 31st March, 2014

	Total Number of Shares	Total Number of Members
Total votes Received	10457210	363
Less: Invalid votes	2312	5
Net Valid Votes	10454898	358
Votes in favour	10454851	355
Vote Against	47	3

% of total valid votes cast in favour of the resolution: 99.99955%

% of total valid votes cast against the resolution: 0.00045%

CONSOLIDATED RESULTS OF ITEM NO. 2**Ratification and confirmation of payment of Interim Dividend and Declaration of Final Dividend**

	Total Number of Shares	Total Number of Members
Total votes Received	10457210	363
Less: Invalid votes	2312	5
Net Valid Votes	10454898	358
Votes in favour	10454858	355
Vote Against	40	3

% of total valid votes cast in favour of the resolution: 99.9996%

% of total valid votes cast against the resolution: 0.0004%

CONSOLIDATED RESULTS OF ITEM NO. 3**Retirement of Director Shri. T.K.Seshadri**

	Total Number of Shares	Total Number of Members
Total votes Received	10457210	363
Less: Invalid votes	2312	5
Net Valid Votes	10454898	358
Votes in favour	10454514	353
Vote Against	384	5

% of total valid votes cast in favour of the resolution: 99.9963%

% of total valid votes cast against the resolution: 0.0037%

CONSOLIDATED RESULTS OF ITEM NO. 4**Re-Appointment of Mr. S.Viji**

	Total Number of Shares	Total Number of Members
Total votes Received	10457210	363
Less: Invalid votes	2472	5
Net Valid Votes	10454738	358
Votes in favour	10453993	350
Vote Against	745	8

% of total valid votes cast in favour of the resolution: 99.9928%

% of total valid votes cast against the resolution: 0.0072%

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CONSOLIDATED RESULTS OF ITEM NO. 5

Appointment of M/s. Sundaram & Srinivasan, Chartered Accountants as the auditors of the Company

	Total Number of Shares	Total Number of Members
Total votes Received	10457210	363
Less: Invalid votes	2312	5
Net Valid Votes	10454898	358
Votes in favour	10454334	352
Vote Against	564	6

% of total valid votes cast in favour of the resolution: 99.9946%

% of total valid votes cast against the resolution: 0.0054%

CONSOLIDATED RESULTS OF ITEM NO. 6

Alteration of Articles of Association

	Total Number of Shares	Total Number of Members
Total votes Received	10457210	363
Less: Invalid votes	2400	7
Net Valid Votes	10454810	356
Votes in favour	10453835	347
Vote Against	975	9

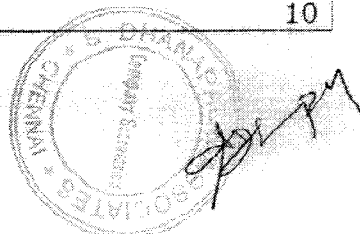
% of total valid votes cast in favour of the resolution: 99.9906%

% of total valid votes cast against the resolution: 0.0094%

CONSOLIDATED RESULTS OF ITEM NO. 7

Re-Appointment of Shri. S.Ram as a Whole-time Director designated as Executive Chairman

	Total Number of Shares	Total Number of Members
Total votes Received	10457210	363
Less: Invalid votes	2412	5
Net Valid Votes	10454798	358
Votes in favour	10451888	348
Vote Against	2910	10



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% of total valid votes cast in favour of the resolution: 99.9721%

% of total valid votes cast against the resolution: 0.0279%

CONSOLIDATED RESULTS OF ITEM NO. 8

Appointment of Shri. T.S.Vijayaraghavan as an Independent Director

	Total Number of Shares	Total Number of Members
Total votes Received	10457210	363
Less: Invalid votes	2412	5
Net Valid Votes	10454798	358
Votes in favour	10454402	352
Vote Against	396	6

% of total valid votes cast in favour of the resolution: 99.9962%

% of total valid votes cast against the resolution: 0.0038%

CONSOLIDATED RESULTS OF ITEM NO. 9

Appointment of Shri. S.Prasad as an Independent Director

	Total Number of Shares	Total Number of Members
Total votes Received	10457210	363
Less: Invalid votes	2477	5
Net Valid Votes	10454733	358
Votes in favour	10454349	352
Vote Against	384	6

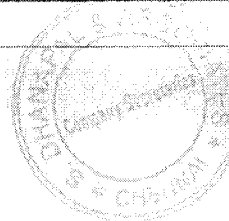
% of total valid votes cast in favour of the resolution: 99.9963%

% of total valid votes cast against the resolution: 0.0037%

CONSOLIDATED RESULTS OF ITEM NO. 10

Appointment of Shri. Aroon Raman as an Independent Director

	Total Number of Shares	Total Number of Members
Total votes Received	10457210	363
Less: Invalid votes	2472	5
Net Valid Votes	10454738	358
Votes in favour	10454354	352
Vote Against	384	6



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% of total valid votes cast in favour of the resolution: 99.9963%

% of total valid votes cast against the resolution: 0.0037%

CONSOLIDATED RESULTS OF ITEM NO. 11

Appointment of Shri. B.Santhanam as an Independent Director

	Total Number of Shares	Total Number of Members
Total votes Received	10457210	363
Less: Invalid votes	2472	5
Net Valid Votes	10454738	358
Votes in favour	10454342	352
Vote Against	396	6

% of total valid votes cast in favour of the resolution: 99.9962%

% of total valid votes cast against the resolution: 0.0038%

CONSOLIDATED RESULTS OF ITEM NO. 12

Borrowing Powers of the Company

	Total Number of Shares	Total Number of Members
Total votes Received	10457210	363
Less: Invalid votes	2312	5
Net Valid Votes	10454898	358
Votes in favour	10453088	352
Vote Against	1810	6

% of total valid votes cast in favour of the resolution: 99.9827%

% of total valid votes cast against the resolution: 0.0173%

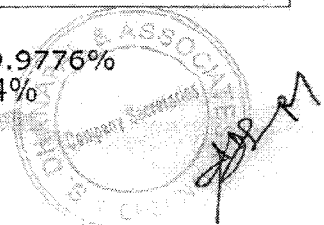
CONSOLIDATED RESULTS OF ITEM NO. 13

Mortgaging/Hypothecating of Properties of the Company

	Total Number of Shares	Total Number of Members
Total votes Received	10457210	363
Less: Invalid votes	2500	7
Net Valid Votes	10454710	356
Votes in favour	10452367	349
Vote Against	2343	7

% of total valid votes cast in favour of the resolution: 99.9776%

% of total valid votes cast against the resolution: 0.0224%



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CONSOLIDATED RESULTS OF ITEM NO. 14**Acceptance of Deposits**

	Total Number of Shares	Total Number of Members
Total votes Received	10457210	363
Less: Invalid votes	2412	5
Net Valid Votes	10454798	358
Votes in favour	10454763	356
Vote Against	35	2

% of total valid votes cast in favour of the resolution: 99.9996%

% of total valid votes cast against the resolution: 0.0004%

Thanking you,

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

Place: Chennai
Dated: 09.09.2014

S. Dhanapal
Sr. Partner
Membership # F6881
CP. # 7028

CARING CORPORATE COMPLIANCE

SD