



NOTICE IS HEREBY GIVEN THAT THE TENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF ENKEI WHEELS (INDIA) LIMITED WILL BE HELD ON TUESDAY THE 9th DAY OF JULY 2019 AT 12.30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT GAT NO. 1425, VILLAGE SHIKRAPUR, TALUKA SHIRUR, PUNE-412208 TO TRANSACT THE FOLLOWING BUSINESS:

**ORDINARY BUSINESS:**

**ITEM NO. 1** - To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2019 and the Reports of the Board of Directors and Auditors thereon.

**ITEM NO. 2** - To appoint a director in place of Mr. Shailendrajit Charanjit Rai (DIN: 00050950), who retires by rotation, and being eligible, seeks reappointment.

**SPECIAL BUSINESS:**

**ITEM NO. 3 - TO APPOINT AUDITORS AND TO FIX THEIR REMUNERATION.**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to recommendations of the Audit Committee and Board of Directors of the Company, M/s. Kirtane & Pandit LLP, Chartered Accountants (Firm Registration No. 105215W / W100057) who have given their consent for appointment as Auditors of the Company and have confirmed their appointment and eligibility to be appointed as Auditors of the Company in terms of provision of Section 141 of the Act, be and are hereby appointed as Statutory Auditors of the Company to the hold office for period of 5 (five) years from the conclusion of this Annual General Meeting until the conclusion of the 15th Annual General Meeting to be scheduled in the calendar year 2024, on such remuneration as may be mutually decided by the Board of Directors of the Company and the Statutory Auditors.

**ITEM NO. 4 : RE-APPOINTMENT OF MR. HARESH BABULAL SHAH (DIN: 00228471) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR.**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Hareesh Babulal Shah (DIN: 00228471), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of (5) five consecutive years form conclusion of 10th Annual General Meeting of the Company till the conclusion of the 15th Annual General Meeting of the Company to be held in the calendar year 2024, subject to Dr. Hareesh Shah satisfying the criteria of independence in terms of the Companies Act 2013, Rules made thereunder and the Listing regulations and whose office shall not be liable to retire by rotation".

Dr. Hareesh Shah, director of the Company in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director.

**RESOLVED FURTHER THAT** any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto".

**ITEM NO. 5 : RE-APPOINTMENT OF MR. SATYAVARA PRASAD GARIMELLA (DIN: 05344245) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR.**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Satyavara Prasad Garimella (DIN: 05344245), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of (5) five consecutive years from conclusion of 10th Annual General Meeting of the Company till the conclusion of the 15th Annual General Meeting of the Company to be held in the calendar year 2024, subject to Mr. Satyavara Prasad Garimella satisfying the criteria of independence in terms of the Companies Act 2013, Rules made thereunder and the Listing Regulation and whose office shall not be liable to retire by rotation”.

Mr. Satyavara Prasad Garimella, director of the Company in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director.

**“RESOLVED FURTHER THAT** any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

#### **ITEM NO. 6: APPROVAL FOR TRANSACTION WITH RELATED PARTY.**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as **an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 177,188 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), read with rules made thereunder (‘the Rules’), including any statutory modification(s) or amendment(s) thereto or substitution(s) or re-enactment(s) made thereof for the time being in force and pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and pursuant to the approval of the Audit Committee and the Board of Directors of the Company vide their Resolutions dated 28th May, 2019 and subject to such other approvals, consents, permissions and sanctions of any authorities, as may be necessary, the approval of the Members be and is hereby accorded to enter into/proposed to be entered into contracts/arrangements/agreements/ transactions i) to supply of Machineries and Equipment, ii) to supply of Consumables, iii) to supply of services from Enkei corporation and iv) Royalty payment, v) Sale of Goods and Equipments to Enkei Corporation, Japan, a ‘Related Party’ as defined under Section 2 (76) of the Companies Act, 2013 for aggregate amount up to INR 90 (Ninety) Crores, per financial year for 3 financial years starting from 1<sup>st</sup> April, 2019 till 31<sup>st</sup> March 2022, as per the terms and conditions mutually agreed from time to time and as set out in the Explanatory Statement annexed to the Notice convening this meeting, which are in the ordinary course of business of the Company and all the terms and conditions including pricing are at arm’s length basis, in which Mr. Junichi Suzuki, Director of the Company, is interested.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution, any Director and/ or the Company Secretary of the Company be and is hereby authorized, jointly and/or severally, to agree, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as they may deem fit and execute all agreements, addendum agreements, documents and writings and to do all acts, deeds and things in this connection and incidental thereto as the Board in its absolute discretion may deem fit.”

#### **ITEM NO. 7: RATIFICATION OF REMUNERATION PAID TO THE MANAGING DIRECTOR:**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the Section 196, 197, 198, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) including any statutory amendments, modifications or re-enactment thereof, the consent of the Shareholders be and is hereby accorded to ratify the remuneration of Mr. Kazuhiko Shimamura, Managing Director (DIN : 05129816 ), as set out in the explanatory statement forming part of this resolution.



**RESOLVED FURTHER THAT** the remuneration as set out in the explanatory statement forming part of this resolution being paid to the Managing Director for a period of 1 (One) year from 01<sup>st</sup> April 2018 to 31<sup>st</sup> March 2019.

**RESOLVED FURTHER THAT** any Director and/or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

**For and On Behalf of the Board of Directors**

**Kazuo Suzuki**  
**(Managing Director)**  
(DIN: 08350372)

Place : Pune

Date : May 28<sup>th</sup>, 2019

**NOTES:**

- 1) A member entitled to attend and vote, is entitled to appoint a proxy to attend and vote instead of himself/ herself and the proxy need not be a member of the company. Proxies in order to be effective must be deposited at the registered office of the company in not less than 48 hours before the time fixed for the meeting. The blank proxy form is enclosed.
- 2) Corporate Members intending to send their authorised representative to attend the Annual General Meeting are requested to send to the Company a duly certified copy of the Board Resolution authorising their representative to attend and vote at the Annual General Meeting.
- 3) The Registrar of Members and Share Transfer Books of the Company will be closed from 03<sup>rd</sup> July 2019 to 09<sup>th</sup> July,2019 (both days inclusive).
- 4) Members desiring any information as regards accounts or operations of the Company are requested to send their queries in writing at least seven days in advance of the date of the meeting so as to enable the management to keep the information ready.
- 5) Statement setting out material facts (Explanatory Statement) pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business as set out in the Notice is annexed hereto.
- 6) All the documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company during the business hours on all days except Saturdays, Sundays and Public Holidays, between 11.00 a.m. to 1.00 p.m. upto the date of ensuing Annual General Meeting and will also be available at the Meeting.
- 7) Brief resume of Directors proposed to be appointed/re-appointed along with such other details as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and Secretarial Standards on General Meetings (SS-2), are provided as Annexure to this Notice.
- 8) Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Company's Registrar and Share Transfer Agents for assistance in this regard.
- 9) Route Map of venue of Annual General Meeting is annexed to the Notice.

Enkei Wheels (India) Limited, Registered office: Gat No. 1425, Village Shikrapur, Taluka Shirur, Pune-412208



#### 10) The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Saturday, 6th July, 2019 at 9.00 a.m. (IST) and ends on Monday, 8th July, 2019 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 the cut-off date 02nd July, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (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](http://www.evotingindia.com) and voted on an earlier 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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>• 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 as mentioned in instruction (iv).</li> </ul>



- (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 <Company Name> 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 Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- 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.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- 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.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**ANNEXURE TO THE NOTICE**  
**Explanatory Statement**

[Pursuant to Section 102(1) of the Companies Act, 2013]

The following explanatory statement sets out all material facts relating to various Business including Special Business of the accompanying Notice of the Annual General Meeting to be held on 09<sup>th</sup> July, 2019.

**ITEM NO. 3: TO APPOINT AUDITORS AND TO FIX THEIR REMUNERATION.**

The Members of your Company at fifth Annual General Meeting of Company held on 25<sup>th</sup> September 2014 appointed M/s. Asit Mehta & Associates, Chartered Accountants, Mumbai (Firm Registration No. 105215W / W100057) as the Statutory Auditors of the Company to hold such office till the conclusion of the 10<sup>th</sup> Annual General Meeting (AGM), which is an ensuing AGM.

Consequently pursuant to the provisions of Section 139(2) of The Companies Act 2013 for Rotation of Auditors, the company is required to appoint a new Auditor for a term of 5 (five) years. As per the evaluation by the Audit Committee and the Board of Directors after taking into consideration the qualifications and experience of the firm proposed to be considered for appointment as auditor, size and requirements of the company, the Board recommends appointment of M/s. Kirtane & Pandit LLP, Chartered Accountants (Firm Registration No. 105215W / W100057) as Statutory Auditors of the Company for a term of 5 (five) years at ensuing Annual General Meeting by passing Special Resolution set out at Item No. 3 of the Notice.

The Company has received the consent from the M/s. Kirtane & Pandit LLP, Chartered Accountants (Firm Registration No. 105215W / W100057) and confirmation to the effect that they are not disqualified to be appointed as the Auditors of the Company in terms of the provisions of the Companies Act, 2013 and rules made thereunder.

Proposed Professional Fees would be as follows:

Sr. No.	Particulars	Amount (Rs. In Lakhs)
1.	Statutory Audit	14.00
2.	Limited Review	2.25
3.	Certificate for Corporate Governance	1.00
	<b>Total</b>	<b>17.25</b>
	Other Certification Matters	On a case to case basis

There is no material difference in the remuneration offered and remuneration paid to the present Auditors.

No Directors, Key Managerial Personnel or their relatives, and their respective relatives, are concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 3 of the accompanying Notice.

**ITEM NO. 4: RE-APPOINTMENT OF DR. HARESH BABULAL SHAH (DIN: 00228471) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR.**

Dr. Hareesh Babulal Shah was appointed as an Independent Non-Executive Director of the Company by the members at the 05<sup>th</sup> AGM of the Company held on 25<sup>th</sup> Day of September 2014 for a period of five consecutive years upto the conclusion of the 10<sup>th</sup> AGM of the Company to be held in the calendar year 2019, which is an ensuing AGM.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of five consecutive years on the Board of a Company. Based on recommendations of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Shah, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of 5 (five) consecutive years from the conclusion of ensuing 10<sup>th</sup> Annual General Meeting of the Company to the conclusion of the 15<sup>th</sup> Annual General Meeting of the Company to be held in the calendar year 2024.



The performance evaluation of the Independent Directors was conducted by the entire Board of Directors (excluding the Director being evaluated) on the basis of a structured questionnaire which was prepared after taking into consideration Nomination And Remuneration Policy, inputs received from the Directors covering various aspects of the Board's functioning viz. adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

Based on recommendations of Nomination and Remuneration committee as well, in the opinion of the Board, Dr. Shah fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his reappointment as an Independent Non-Executive Director of the Company and is independent of the management. Dr. Shah is neither disqualified under Section 164 of the Companies Act 2013 nor debarred from holding office of Director/ Managing Director by virtue of any order of SEBI or any other authority. Copy of the draft letter for appointment of Dr. Shah as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (11:00 am to 1:00 pm) on any working day, except Saturdays, Sundays and public holidays upto and including the date of AGM of the Company. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Dr. Shah as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Dr. Shah as an Independent Director for another term of 5 (five) consecutive years with effect from the conclusion of ensuing 10<sup>th</sup> Annual General Meeting of the Company to the conclusion of the 15<sup>th</sup> Annual General Meeting of the Company to be held in the calendar year 2024.

Except Dr. Shah, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice of the AGM. Dr. Shah is not related to any Director of the Company.

#### **ITEM NO. 5: RE-APPOINTMENT OF MR. SATYAVARA PRASAD GARIMELLA (DIN: 05344245) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR.**

Mr. Satyavara Prasad Garimella was appointed as an Independent Non-Executive Director of the Company by the members at the 05<sup>th</sup> AGM of the Company held on 25<sup>th</sup> Day of September 2014 for a period of five consecutive years upto the conclusion of the 10<sup>th</sup> AGM of the Company to be held in the calendar year 2019, which is ensuing AGM.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of five consecutive years on the Board of a Company. Based on recommendations of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. GSV Prasad, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of 5 (five) consecutive years from the conclusion of ensuing 10<sup>th</sup> Annual General Meeting of the Company to the conclusion of the 15<sup>th</sup> Annual General Meeting of the Company to be held in the calendar year 2024.

The performance evaluation of the Independent Directors was conducted by the entire Board of Directors (excluding the Director being evaluated) on the basis of a structured questionnaire which was prepared after taking into consideration Nomination And Remuneration Policy, inputs received from the Directors covering various aspects of the Board's functioning viz. adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

Based on recommendations of Nomination and Remuneration committee as well, in the opinion of the Board, Mr. GSV Prasad fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his reappointment as an Independent Non-Executive Director of the Company and is independent of the management. Mr. GSV Prasad is neither disqualified under Section 164 of the Companies Act 2013 nor debarred from holding office of Director/ Managing Director by virtue of any order of SEBI or any other authority. Copy of the draft letter for appointment of Mr. GSV Prasad as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (11:00 am to 1:00 pm) on any working day, except Saturdays, Sundays and public holidays upto and including the date of AGM of the Company. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. GSV Prasad as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. GSV Prasad as an Independent Director for another term of 5 (five) consecutive years with effect from the conclusion of ensuing 10<sup>th</sup> Annual General Meeting of the Company to the conclusion of the 15<sup>th</sup> Annual General Meeting of the Company to be held in the calendar year 2024.

Except Mr. GSV Prasad, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice of the AGM. Mr. GSV Prasad is not related to any Director of the Company.

The Statement of disclosures pursuant to Secretarial Standard-2 on General Meetings and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, is as under:

Sr. No.	Particulars		Description	
1.	Name of Director	Mr. Shailendra Rai. (DIN:00050950)	Dr. Haresh Babulal Shah (DIN: 00228471)	Mr. Satyavara Prasad Garimella (DIN: 05344245)
2.	Nature of Appointment	Director retires by rotation, and being eligible, seeks reappointment.	Reappointment as a Non executive independent Director.	Reappointment as a Non executive independent Director.
3.	Reference of Resolution Number in notice	2	4	5
4.	Father's Name	Mr. Charanjit Rai	Mr. Babulal Shah	Mr. Venkata Narayana Garimella
5.	Relationship with other Directors	NIL	NIL	NIL
6.	Date of Birth	01/02/1956	06 / 05 / 1957	27 / 08 / 1959
7.	Brief Resume of the Directors	Industrialist, Managing Director of Aicon Castalloy Limited.	Practicing Chartered Accountant, Valuer in Pune.	Practicing Chartered Accountant in Hyderabad.
8.	Qualifications	Chartered Accountant.	Chartered Accountant, Ph. D. in Mergers and Acquisitions.	Chartered Accountant.
9.	Expertise	Management and Finance.	Finance and Corporate Restructuring.	Audit, Taxation, Strategic Planning and Implementation.
10.	Date of first appointment.	30/03/2009	15/07/2009	24/07/2012
11.	List of outside directorships Held (Public Limited Co.)	Please refer Report of Corporate Governance.	NIL	NIL
12.	Member of the Committees in other companies in India	Please refer Report of Corporate Governance.	Nil	Nil





Sr. No.	Particulars		Description	
13.	Shareholding in the Company	262674	Nil	Nil
14.	Number of Meetings of the Board attended	Please refer Report of Corporate Governance.	Please refer Report of Corporate Governance.	Please refer Report of Corporate Governance.
15.	Details of remuneration last drawn	Please refer Report of Corporate Governance.	Please refer Report of Corporate Governance.	Please refer Report of Corporate Governance.

#### ITEM NO. 6: APPROVAL FOR TRANSACTION WITH RELATED PARTY.

The Company has entered into/proposed to enter into contracts /arrangements /agreements/ transactions i) to supply of Machineries and Equipment, ii) to supply of Consumables, iii) to supply of services from Enkei corporation and iv) Royalty payment, v) Sale of Goods and Equipments to Enkei Corporation, Japan, a 'Related Party' as per the terms and conditions mutually agreed from time to time, which are in the ordinary course of business of the company and terms and conditions including pricing are at arm's length basis and the same were reviewed by the Audit Committee.

The transactions entered into/proposed to be entered i) to supply of Machineries and Equipment, ii) to supply of Consumables, iii) to supply of services from Enkei corporation and iv) Royalty payment, v) Sale of Goods and Equipments to Enkei Corporation, Japan, are constitutes 'material' as per Related Party Transactions Policy of the Company and Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all material Related Party Transactions require approval of the shareholders, in which the no related party shall vote to approve resolutions whether the entity is a related party to the particular transaction or not.

The particulars of the transactions pursuant to para 3 of Explanation (1) to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 are as under:

Name of the related party	Name of the Director or Key Managerial personnel who is related	Nature of relationship	Particulars of the contract or arrangement	Monetary value (Amt in Rs)	Any other information relevant or important for the members to make a decision on the proposed transaction
Enkei Corporation	Mr. Junichi Suzuki	Common Director, Promoter and holding company.	i) Supply of Machineries and Equipment from Enkei Corporation,	70 Crores	The transactions are in Ordinary course of business of the Company and on arm's length Price basis
			ii) Supply of Consumables from Enkei Corporation,	5 Crores	
			iii) Supply of services from Enkei Corporation	7 Crores	
			iv) Royalty payment to Enkei Corporation	7 Crores	
			v) Sale of Goods and Equipments to Enkei Corporation	1 Crores	
			<b>Total</b>	<b>90 Crores</b>	

The copy of respective documents entered/ to be entered containing broad terms and conditions are open for inspection during business during normal business hours (11:00 am to 1:00 pm) on any working day, except Saturdays Sundays and public holidays upto and including the date of AGM of the Company, at the Registered Office of the Company and same is also available for inspection by members at the Annual General Meeting.

Based on recommendations of Audit Committee as well, The Board of Directors recommends to the members the passing of the Ordinary Resolution for the contracts/ arrangements/transactions with Enkei Corporation entered/ to be entered as mentioned at Item No. 6 of the accompanying Notice.

No Directors, Key Managerial Personnel or their relatives, except Mr. Junichi Suzuki and their respective relatives, are concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 6 of the accompanying Notice.

#### **ITEM NO. 7: RATIFICATION OF REMUNERATION PAID TO THE MANAGING DIRECTOR:**

Mr. Kazuhiko Shimamura was appointed by board on 01st March 2016. Members of the company have approved said appointment by way of Special Resolution in the Annual General Meeting held on 29th July 2016 for the period of three years till 28th February 2019. As a matter of good governance practice company have taken approval from the Central Government. During the year under review remuneration paid to the Managing Director is in excess of minimum limit approved by members. Based on recommendations of nomination and remuneration committee, Board consider that member's approval is necessary for the excess remuneration paid.

Sub-section (1) of Section 197 of the Companies Act, 2013 read with Schedule V to the Act, as amended by the Companies (Amendment) Act, 2017, shall allow the Members of the Company to ratify the excess managerial remuneration by way of a Special resolution without requiring approval of the Central Government.

The remuneration and perquisites of Mr. Kazuhiko Shimamura are set out in this explanatory statement is forming part of the resolution no. 7 of the notice and are subject to approval of members and Central Government, if any, under the provisions of Sections 196, 197, 198, 203 and other applicable provisions read with Schedule V of the Companies Act, 2013

- i. Salary INR 1,65,000/- per month.
- ii. Perquisites and facilities As per the Annexure I:
- iii. Withholding Taxes at actual was borne by the Company.

#### **Annexure I: PERQUISITES:**

- I. Medical Reimbursement:  
Reimbursement of medical expenses as per Income Tax Act and Rules.
- II. Club Fees:  
Fees of maximum two clubs excluding admission and life membership fees.
- III. Housing Accommodation:  
Reasonable apartment accommodation were provided by the company.
- IV. Annual Leave:  
30 days annual leave paid for every completed service of eleven months.
- V. Leave Travel Concession:  
Twice in a year, round trip air ticket reimbursed by the company.
- VII. Provision of Car:  
One car facility was provided by the Company for MD exclusive use.
- VIII. Telephone:  
Cell phone charges were paid by the Company.
- IX. The company have reimbursed actual entertainment and traveling expenses incurred by the managing director in connection with the company's business.



An average Amount of above perquisite is INR. 5,78,024 /- per month.

**Information as per the provisions of Section II of Part II of Schedule V is as follows:**

**I. General Information:**

- a. Nature of Industry: Company is in Auto Parts and Equipment Industry, engaged in the manufacturing of Aluminium alloy wheels for 2W and 4W.
- b. Date of Commencement of Commercial Production: 30<sup>th</sup> March 2009
- c. Financial Performance:  
Performance of the company in detail discussed in Board's report annexed with this notice.
- d. Foreign Investment: As on 31.03.2019 the total foreign Investment in the Company is 72.26% which are held by Enkei Corporation, Japan.

**II. Information about Managing Director:**

**1. Background:**

Mr. Kazuhiko Shimamura, Age: 51 Years has done Master in Business Administration (MBA) from Chukyo University, Japan and he had 27 years of experience. He has a special expertise Business Management Analysis and Finance.

**2. Past Remuneration:**

Details of the remuneration drawn by Mr. Kazuhiko Shimamura in preceding three years prior to date of appointment are as follows:

Period	Salary (in Rs. Approx)	Commission (in Rs.)	Total (in Rs. Approx)	Name of organisation and Designation
01-04-2017 to 31-03-2018	25,58,759	--	25,58,759	Managing Director
01-04-2016 to 31-03-2017	27,99,027	--	27,99,027	Managing Director
01-03-2016 to 31-03-2016	2,55,114	--	2,55,114	Managing Director
01-04-2015 to 28-02-2016	18,59,397	--	18,59,397	Enkei Wheels (India) Limited Sr. Vice President

**3. Recognitions or awards:**

Nil.

**4. Job Profile and his suitability:**

Mr. Kazuhiko Shimamura had experience of 27 years in the Enkei Group. This has enabled him to garner wide experience in the Auto Industry. He was responsible for the overall Management of the Company under the supervision, control and direction of the Board of Directors during his tenure.

**5. Remuneration paid:**

Monthly remuneration paid during the year INR 7,43,524 /- inclusive of other perquisites.

**6. Comparative remuneration profile with respect to industry, size of the Company, profit of the position and person:**

The exact latest data of the comparative profile with remuneration of CEO/MD/Key Personnel of Auto parts and equipment

Companies is not available; however the CEO's/MDs/Key Managerial personnel of auto parts and equipment's Companies of comparable status are generally receiving remuneration in above scale only.

**7. Pecuniary relationship directly or indirectly with the Company:**

Mr. Kazuhiko Shimamura does not have any pecuniary relationship with the company or with managerial persons.

**8. Directorship with other entities:**

NIL

**III. OTHER INFORMATION:**

**1. Reasons for the loss or inadequate profits:**

EWIL imports its majority of the raw material and hence heavily impacted by foreign currency fluctuations. During the year currency fluctuation up to 20% adversely affected financials of the Company. Further since last October slowdown in automobile industry which affected sale of the company. Government policies related with safety and environment was strictly implemented which temporarily created slowdown in the auto industry and thus affected profitability for the financial year 2018-19.

**2. Steps taken or proposed to be taken for improvement:**

Company is taking steps for currency hedging for raw material payments and seeking alternative domestic sources for procurement of raw materials.

**3. Expected increase in productivity and profits in measurable terms:**

The demand for alloy wheels is huge in the market and hence company has taken steps to expand its four wheel base which will doubled the productivity and profits.

None of the Directors, and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution except appointee.

Based on recommendations of Nomination and Remuneration committee as well, the Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the Members.