

**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE SEVENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF ENKEI WHEELS (INDIA) LIMITED WILL BE HELD ON FRIDAY THE 29TH DAY OF JULY 2016 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 2016 and the Reports of the Board of Directors and Auditors thereon.

ITEM NO.2 - To appoint a director in place of Mr. Junichi Suzuki (DIN: 02628162), who retires by rotation, and being eligible, seeks reappointment.

ITEM NO. 3 - Ratification of Appointment of Statutory Auditors.

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 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the appointment of M/s Asit Mehta & Associates, Chartered Accountants (Firm's Registration No. 100733W), as Auditors of the Company for the term of five years i.e. till the conclusion of the Tenth Annual General Meeting (AGM), to be held in calendar year 2019 subject to ratification at every AGM, be and is hereby ratified to hold office till the conclusion of Eighth AGM of the Company to be held in calendar year 2017 at such remuneration plus service tax, out-of-pocket expenses etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

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

ITEM NO.4 - Regularisation of Appointment of Mr. Kazuhiko Shimamura (DIN: 05129816) as a Director

"RESOLVED THAT Mr. Kazuhiko Shimamura, who was appointed as an Additional Director with effect from 1st March, 2016 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and Article 113 of Article of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, be and is hereby appointed as a director of the company."

ITEM NO. 5 - Appointment of Mr. Kazuhiko Shimamura (DIN: 05129816) as Managing Director of the Company.

To Consider and if thought fit, to pass with or without modification, the following resolution as **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to recommendation of the Board , Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Article 141 of Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the appointment of Kazuhiko Shimamura, as Managing Director of the Company with effect from 1st March, 2016 to 28th February 2019, as well as the payment of salary and perquisites (hereinafter referred to as "remuneration"), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Kazuhiko Shimamura.



RESOLVED FURTHER THAT the remuneration payable to Mr. Kazuhiko Shimamura, shall not exceed the limit prescribed in the Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.

ITEM NO. 6 Re- Appointment of Ms. Shilpa Dixit (DIN: 00001761) as an Independent Director for period of Five Years :

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

"**RESOLVED THAT** pursuant to provisions of Sections 149, 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 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) Ms. Shilpa Dixit (DIN 00001761), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto the conclusion of the 12th Annual General Meeting of the Company to be held in the calendar year 2021, subject to Ms. Shilpa Dixit satisfying the criteria of independence in terms of the Companies Act 2013, Rules madethereunder and shall not be liable to retire by rotation."

For & On Behalf of the Board of Directors

Kazuhiko Shimamura
(Managing Director)
(DIN: 05129816)

Place : Pune
Date : 27th May, 2016

NOTES:

- 1) Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, with respect to the Special Business to be transacted at the Seventh Annual General Meeting is annexed hereto.
- 2) Pursuant to SS-2 i.e. Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India, the route map for reaching the Meeting venue is given on page no. 82 of this Annual Report. Further, the Company has uploaded the above route map on its website at www.enkei.in
- 3) 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.
- 4) 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.
- 5) The Registrar of Members and Share Transfer Books of the Company will be closed from 23rd July 2016 to 29th July 2016 (both days inclusive).
- 6) 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.



7) Following are the details of director seeking appointment/re-appointment at Annual General Meeting.

Sr. No.	Particulars	Description
1.	Name of Director	Junichi Suzuki
2.	Father's Name	Kenji Suzuki
3.	Relationship with other Directors	NIL
4.	Date of Birth	25 / 01 / 1948
5.	Date of Appointment	24 / 03 / 2010
6.	Qualifications	Engineer
7.	Expertise	Engineering & Management
8.	List of outside directorships Held (Public Limited Co.)	Alicon Castalloy Limited
9.	Member of the Committees in other companies in India	Nil
10.	Shareholding in the Company	Nil

8) In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Companies (Management and Administration) Amendment Rules, 2015 as amended and in terms of Regulation 44 of Listing Regulations, 2015 all the businesses i.e. Ordinary and Special may be transacted through electronic voting system (remote e-voting), which is being provided by the Company or by ballot paper. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the remote e-voting facility. The instructions for remote e-voting are given herein below.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 26th July 2016 and ends on 28th July 2016 During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd July 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.



(viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
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"> 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 which is mentioned in address label as sr no affixed on Annual Report, in the PAN field. 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.
Dividend Bank Details OR 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"> 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).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) **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. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**



(xx) **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 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.
 - 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 emailed to 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.
- (xxi) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

i. In case of Members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on 26th July 2016 and ends on 28th July 2016 at 5.00 p.m. During this period, shareholders' of the Company, holding shares as on 22nd July, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.co.in' under help section or write an email to 'helpdesk.evoting@cdslindia.com'.

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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com

MEMBERS WHO WISH TO VOTE USING BALLOT FORM:

In terms of Regulations 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 members may fill in the Ballot Form which is the part of this annual report and submit the same in a sealed envelope to the Scrutinizer, Mr. Shailesh Indapurkar, Practising Company Secretary, Unit: Enkei Wheels (India) Limited. C/o. Universal Capital Securities Pvt. Ltd., 21/25 Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Caves Road, Andheri (East), Mumbai - 400 093, so as to reach by IST 5.00 p.m. of 28th July, 2015. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final. The ballot form is also available on the website of the Company at www.enkei.in

In the event member casts his votes through both the processes i.e. E-voting and Physical Ballot Form, the votes in the electronic system would be considered and the physical ballot form would be ignored.

- The scrutiniser shall, immediately after the conclusion of voting at the annual general meeting, first count the votes cast at the meeting and votes cast through ballot paper; and thereafter unlock the votes through e-voting in the presence of at least two witnesses, not in the employment of the Company and make a consolidated scrutiniser's report of the total votes cast in favour or against, if any, upon conclusion of the meeting, to the Chairman of Meeting who shall countersign the same.
- The scrutiniser shall submit his report to the Chairman, who shall declare the result of the voting. The results declared along with the scrutiniser's report shall be placed on the Company's website www.enkei.in and shall also be communicated to the stock exchanges. The resolutions shall be deemed to be passed at the annual general meeting of the Company.

**ANNEXURE TO THE NOTICE****EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013.****Item No. 4:**

Mr. Kazuhiko Shimamura was appointed as an Additional Director w.e.f. 1st March, 2016 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article 113 of Article of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹ 1,00,000/- proposing the candidature of Mr. Kazuhiko Shimamura for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of Kazuhiko Shimamura on the Board is desirable and would be beneficial to the company.

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

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

Item No. 5:

Mr. Kazuhiko Shimamura was appointed as Managing Director of the Company w.e.f. 1st March 2016 for 3 years.

The remuneration & perquisites of Mr. Kazuhiko Shimamura are set out in draft agreement referred in the resolution no. 5 of the notice and are subject to approval of members & Central Government under the provisions of Sections 196, 197, 198, 203 and other applicable provisions read with Schedule V of the Companies Act, 2013

- i. Salary at the rate of ₹ 162,000 per month.
- ii. The Managing Director shall be entitled to the following perquisites and facilities:

1 PERQUISITES:

- I. Medical Reimbursement:
Reimbursement of medical expenses as per Income Tax Act & Rules.
- II. Club Fees:
Fees of maximum two clubs excluding admission and life membership fees.
- III. Housing Accommodation :
Reasonable apartment accommodation shall be provided by the company.
- IV. Annual Leave:
30 days annual leave with pay for every completed service of eleven months.
- V. Leave Travel Concession:
For twice a year, round trip air ticket to be provided by the company.



- VI. Provident fund and superannuation:
- a) Company's contribution to Provident Fund shall be as per Rules framed under the Company's relevant scheme.
 - b) Gratuity at the rate of half month's salary for each completed year of service shall be payable according to the Rules of the Company.

VII. Provision of Car:

One car shall be given by the Company for MD exclusive use.

VIII. Telephone:

Cell phone charge to be provided from the Company.

- IX. The company shall reimburse actual entertainment and traveling expenses incurred by the managing director in connection with the company's business.

In the event of inadequacy or absence of profits during the duration of the agreement, the Managing Director shall be entitled to remuneration herein provided but without commission and where applicable the same shall be subject to the approval of the Central Government.

Total amount of above perquisites shall not exceed ₹ 3,00,000 p.m.

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 & Equipment Industry, engaged in the manufacturing of Aluminum alloy wheels for 2W & 4W.
- b. Date of Commencement of Commercial Production: 30th March 2009
- c. Financial Performance:

(₹ In Millions)

For the year ended	31.03.2015
Total Income	3841
Total Expenses	3823
Profit/(loss) Before Tax	18
Provision for Taxation (Current , Deferred , MAT and others)	(4)
Profit After Tax and Extraordinary items	23
Profit After Tax carried to the Balance Sheet	23

- d. Foreign Investment: As on 31.03.2016 the total foreign Investment in the Company is 68.16% which are held by Enkei Corporation, Japan.

**II. Information about appointee:****1. Background :**

Mr. Kazuhiko Shimamura has done Master in Business Administration (MBA) from Chukyo University, Japan and he has the 24 years of experience. He has a special expertise in Business Management Analysis & 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 ₹ Approx)	Commission on (in ₹)	Total (in ₹ Approx)	Name of organisation and Designation
01-04-2015 to 28-02-2016	1,859,397	--	1,859,397	Enkei Wheels (India) Limited Sr. Vice President
01-04-2014 to 31-03-2015	2,042,934	-	2,042,934	Enkei Wheels (India) Limited Alternate Director (till 14.08.2014) Sr. Vice President w.e.f. 15.08.2014
01-04-2013 to 31-03-2014	2,008,768	--	2,008,768	Enkei Wheels (India) Limited Alternate Director

3. Recognitions or awards:

Nil.

4. Job Profile and his suitability:

Mr. Kazuhiko Shimamura has the experience of 24 years in the Enkei Group. This has enabled him to garner wide experience in the Auto Industry. He is responsible for the overall Management of the Company under the supervision, control and direction of the Board of Directors.



5. Remuneration proposed:

It is proposed to maintain monthly remuneration to ₹ 4,62,000 inclusive of other perquisites and in the event of any loss or inadequacy of profit in any financial year, subject to Section II of part II of the Schedule V of the Companies Act, 2013, or any modifications thereof, the Managing Director shall be paid the above remuneration by way of salary and perquisites as specified above as the minimum remuneration.

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 & Equipments Companies is not available; however the CEO's/MDs/Key Managerial personnel of Auto parts & Equipments 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.

III. OTHER INFORMATION:

1. Reasons for the loss or inadequate profits:

Company imports 100% its raw material therefore the currency fluctuations affecting the financials. The fixed cost of the company is still on the higher side. Company is taking steps to minimise its fixed costs by implementing various kaizens.

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

Company is taking steps to minimise its exchange loss by implementing hedging strategy 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 in forthcoming years which will increase the productivity & profits.

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

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.



Item no.6

Ms. Shilpa Dixit is a Non -Executive (Independent) Director of the Company. She joined the Board in 14-08-2014. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, she being eligible and seeking re-appointment, is proposed to be appointed as an Independent Director for a term of five years.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹ 1,00,000/- proposing the candidature of Ms. Shilpa Dixit for the office of an Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Ms. Shilpa Dixit:

- (i) Consent in writing to act as director in Form DIR - 2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014,
- (ii) intimation in Form DIR 8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013,
- (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Ms. Shilpa Dixit as an Independent Director of the Company up to 31st March, 2021 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder. She is not liable to retire by rotation.

Sr. No.	Particulars	Description
1.	Name of Director	Ms. Shilpa Dixit
2.	Father's Name	Mr. Kedar Dixit
3.	Relationship with other Directors	NIL
4.	Date of Birth	23 / 01 / 1977
5.	Date of Appointment	14 / 08 / 2014
6.	Qualifications	Bcom., Company Secretary & LLB
7.	Expertise	Corporate Laws
8.	List of outside directorships Held (Public Limited Co.)	Nil
9.	Member of the Committees in other companies in India	Nil
10.	Shareholding in the Company	Nil

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

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the Members.