



ENKEI WHEELS (INDIA) LIMITED

CIN : L34300PN2009PLC133702

Regd. Off. Gat No. 1425, Shikrapur, Tal. Shirur, Dist. Pune.
Maharashtra, India 412 208

Tel. : +91-2137-618700 Email : secretarial@enkei.in Website : www.enkei.in

NOTICE

NOTICE IS HEREBY GIVEN THAT 1ST EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF ENKEI WHEELS (INDIA) LIMITED FOR THE FINANCIAL YEAR 2019-20 WILL BE HELD ON TUESDAY 14TH DAY OF MAY 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:

SPECIAL BUSINESS:

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

ITEM NO. 1 - Approval for re-appointment of Mr. Kazuhiko Shimamura (DIN:05129816) as Managing Director of the Company.

"**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 Mr. Kazuhiko Shimamura (DIN:05129816), as Managing Director of the Company for the period from 1st March, 2019 to 31st March 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.

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

ITEM NO.2 - Regularisation of Additional Director Mr. Kazuo Suzuki (DIN 08350372) appointed by Board of director.

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 Mr. Kazuo Suzuki (DIN 08350372), who was appointed as an Additional Director with effect from 1st April 2019 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and as per Article of Association of the Company and who holds office up to the date of 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."

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

ITEM NO. 3 - Appointment of Mr. Kazuo Suzuki (DIN 08350372) as Managing Director of the Company and to fix his remuneration.

"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, Subject to approval of the Central government and ,terms and conditions of VISA granted by Government of India be and is hereby accorded to the appointment of Mr. Kazuo Suzuki (DIN 08350372), as Managing Director of the Company with effect from 1st April, 2019 to 31st March 2024, 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. Kazuo Suzuki.

RESOLVED FURTHER THAT the remuneration payable to Mr. Kazuo Suzuki, 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) or Key Managerial person to give effect to the aforesaid resolution.

To consider, and if thought fit, to pass with or without modification, the following Resolution as Special Resolution:

ITEM NO. 4- To Issue up to 853,500 Equity Shares on a Preferential basis:

"RESOLVED THAT pursuant to provisions of Section 42 and Section 62 and other applicable provisions if any, of the Companies Act, 2013, as amended ("Companies Act") and rules made thereunder, and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the provisions of Foreign Exchange Management Act, 1999 and subject to the provisions of Chapter V of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") and the Listing Agreement entered into by the Company with the BSE Ltd on which the Company's shares are listed, and Reserve Bank of India ("RBI") or any other relevant authority from time to time and, the rules / regulations / guidelines, notifications, circulars, press notes and clarifications issued from time to time by Government of India, to the extent applicable and subject to (i) execution of definitive agreements and the conditions therein specified if any and (ii) approvals, consents, permissions and sanctions as might be required and (iii) such conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) is hereby authorized to accept, the Board be and hereby authorized to create, offer, issue allot up to 853,500 equity shares of face value of Rs. 5/- each fully paid ("Equity Shares") up for cash at a price of Rs. 510/- (Rupees Five Hundred and Tenonly) per Equity Shares (including a premium of Rs.505/- (per Equity Share) or at a price to be determined as per Regulation 164 of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2018 ("SEBI ICDR Regulations") whichever is higher, on preferential basis to Promoter as mentioned below and as per terms and conditions given in the explanatory statement annexed to this notice and that the board of directors be and is hereby authorize to finalize all such terms and conditions and the matter incidental thereto as it may in its absolute discretion think fit, in accordance with all applicable, law, rules and regulations for time being in force in this regard.

Sr. No	Name of the Proposed Allottee	No. of Shares	Category
1.	Enkei Corporation, (PAN: AACCE4515D) having office at ACT Tower 26F 111-2 Itaya-Machi, Naka-Ku Hamamatsu City, Shizuoka Pref 430-7726, Japan.	853,500	Promoter

RESOLVED FURTHER THAT the "relevant date" for the preferential issue, as per the SEBI (ICDR Regulations), as amended from time to time, for the determination of minimum price for the issue of the above mentioned Equity Shares shall be 12th April, 2019, being the date 30th working day of Stock exchange prior to the date of Extraordinary General Meeting (i.e. 14th May, 2019).

RESOLVED FURTHER THAT the issue and allotment of the Equity Shares to Enkei Corporation shall be on the following terms and conditions:

- i) The consideration price of the Equity Shares shall be received from the Enkei Corporation's Bank account;
- ii) the Equity Shares to be issued and allotted shall be listed and traded on BSE Limited and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- iii) the Equity Shares allotted to Enkei Corporation shall rank pari passu with the then existing Equity Shares of the Company, from the date of their allotment. Such new Equity Shares when issued and allotted as aforesaid Notice of the Extra Ordinary General Meeting shall also be entitled for dividend as per the regulations / notifications / clarifications issued by SEBI in this regard;
- iv) the Equity Shares allotted on a preferential basis shall remain locked in as per the provisions of SEBI (ICDR Regulations), 2018;
- v) the Board be and is hereby authorized to accept any modification(s) to or modify the terms of issue of Equity Shares, subject to the provisions of the Act and SEBI (ICDR Regulations) 2018, without being required to seek any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby Severally authorized to do and carry out all such acts, deeds, matter and things as it may in its absolute discretion deem necessary, desirable or expedient for purpose of the issue or allotment of shares and entering into arrangements for listing, trading, depository services and such other arrangements and agreements as may be necessary and listing thereof with the Stock Exchanges and to resolve and settle any question and difficulties or doubt that may arise in regard to the proposed issue, offer and allotment of the said Equity Shares, utilizations of issue proceeds, sign and execute all such documents, undertakings, writings, as may be necessary, required or expedient as it may deem fit without being required to seek any further consent or approval of the shareholders of the company to the intent that the shareholders shall be deemed to have given their approval thereto by the authority of this resolution.

RESOLVED FURTHER THAT The Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to Managing Director or director(s) of directors or any other officer or officers of the Company or to any other person or persons as it may deem fit, for the purpose of giving effect to the aforesaid resolution.

For & On Behalf of the Board of Directors



MR. KAZUO SUZUKI
MANAGING DIRECTOR
(DIN: 08350372)

Place : Pune

Date - 15th April 2019

NOTES:

1. The relative explanatory statements pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business set out in the notice is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company. The proxy form duly completed must be returned so as to reach the registered office of the Company not less than 48 hours before the time of commencement of the aforesaid meeting.
3. Members/Proxies should bring their Attendance slip duly completed for attending the meeting. The signature of the attendance slip should match with the signature(s) registered with the Company. Members holding shares in dematerialised form are requested to bring their Client ID and DP ID numbers for identification.
4. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 1.00 pm) on all working days, up to the date of the Extra-ordinary General Meeting of the Company.
5. Members are requested to address all the correspondences, to the Registrar and Share Transfer Agents, M/s. Universal Capital Securities Pvt Ltd., 21 Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Caves Road, Andheri (East), Mumbai - 400 093.
6. Members whose shareholding is in electronic mode are requested to direct change of address notification and updates on bank account details, if any, to the respective depository participants.
7. Voting through electronic means

(I) Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL): The facility for voting, through ballot paper shall be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Saturday, 11th May 2019 at IST 9.00 a.m. and ends on Monday, 13th May 2019 at 5.00 p.m. 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 7th May 2019 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 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 (v).

- (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) 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 mailed 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.

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

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 Saturday 11th May 2019 and ends on Monday 13th May 2019 at 5.00 p.m. During this period, shareholders' of the Company, holding shares as on Tuesday 7th May, 2019 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 evoting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com

ANNEXURE TO THE NOTICE

(Pursuant to Section 102(1) of the Companies Act, 2013 and Regulation 163 of SEBI ICDR Regulations, 2018)

Item no 1:

Mr. Kazuhiko Shimamura (DIN:05129816) was reappointed as Managing Director of the Company w.e.f. 1st March 2019 to 31st March 2019 for One month.

The remuneration & perquisites of Mr. Kazuhiko Shimamura are set out in agreement referred in the resolution no. 1 of the notice and are subject to approval of members & 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 (net) not exceeding Rs 600,000 per month.
- ii. The Managing Director shall be entitled to the perquisites and facilities As per the Annexure I:
- iii. With holding Taxes at actual shall be borne by the Company.

Annexure I: 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.

Total Amount of above perquisite shall not exceed Rs. 300,000/- per month.

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 members.

AND this will be treated as minimum remuneration in the case of absence or inadequacy of profits".

Remuneration of Managing Director shall be governed by Schedule V of the Companies Act, 2013.

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:

(Rs. In Millions)

For the year ended (As per Audited)	31.03.2018
Total Income	4792.53
Total Expenses	4648.91
Profit/(loss) Before Tax	193.29
Provision for Taxation (Current , Deferred , MAT and others)	85.49
Profit After Tax and Extraordinary items	107.80
Profit After Tax carried to the Balance Sheet	106.91

- 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 appointee:

1. Background:

Mr. Kazuhiko Shimamura has done Master in Business Administration (MBA) from Chukyo University, Japan and he has the 27 years of experience. He has a special expertise 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 Rs. Approx)	Commission (in Rs.)	Total (in Rs. Approx)	Name of organisation and Designation
01-04-2018 to 28-02-2019	8,993,862	--	8,993,862	Managing Director
01-04-2017 to 31-03-2018	2,558,759	--	2,558,759	Managing Director
01-04-2016 to 31-03-2017	2,799,027	--	2,799,027	Managing Director

3. Recognitions or awards : Nil.

4. Job Profile and his suitability:

Mr. Kazuhiko Shimamura has the experience of 27 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 not exceeding Rs. 900,000 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 expected loss or inadequate profits:

EWIL imports its entire raw material therefore the currency fluctuations affect the financials. During the year Currency fluctuation was adversely affected due to sudden change up to 20%. 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 & 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.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the Members.

Item No. 2:

Mr. Kazuo Suzuki was appointed as an Additional Director w.e.f. 01st April 2019 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. Kazuo Suzuki 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 Kazuo Suzuki on the Board is desirable and would be beneficial to the company. None of the Directors, except Mr. Kazuo Suzuki 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. 2 of the Notice for approval by the Members

Item No. 3:

Mr. Kazuo Suzuki was appointed as Managing Director of the Company w.e.f. 1st April 2019 to 31st March 2024 for 5 years.

The remuneration & perquisites of Mr. Kazuo Suzuki are set out in draft agreement referred in the resolution no. 3 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 (Net) not exceeding Rs 1,000,000 per month.
- ii. The Managing Director shall be entitled to the perquisites and facilities As per the Annexure I:
- iii. Withholding Taxes at actual shall be borne by the Company.

Annexure I : 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 Rs. 4,00,000 p.m.

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 this will be treated as minimum remuneration in the case of absence or inadequacy of profits".

Remuneration of Managing Director shall be governed by Schedule V of the Companies Act, 2013.

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:

	(Rs. In Millions)
For the year ended (As per Audited)	31.03.2018
Total Income	4792.53
Total Expenses	4648.91
Profit/(loss) Before Tax	193.29
Provision for Taxation (Current , Deferred , MAT and others)	85.49
Profit After Tax and Extraordinary items	107.80
Profit After Tax carried to the Balance Sheet	106.91

- 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 appointee:**

1. **Background:**

Mr. Kazuo Suzuki has done Mechanical Engineering from Kanagawa University in Japan and he has the 32 years of experience. He has a special expertise Production, Research and development.

2. **Past Remuneration:**

No remuneration was drawn by Mr. Kazuo Suzuki in the preceding three years prior to date of his appointment.

3. **Recognitions or awards:**

Nil.

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

Mr. Kazuo Suzuki has the experience of 32 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 not exceeding to Rs. 1,400,000/- 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.Kazuo Suzuki does not have any pecuniary relationship with the company or with managerial persons.

III. OTHER INFORMATION:

1. Reasons for the expected loss or inadequate profits:

EWIL imports its entire raw material therefore the currency fluctuations affect the financials. During the year Currency fluctuation was adversely affected due to sudden change up to 20%. 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 & profits.

None of the Directors, except Mr. Kazuo Suzuki 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. 3 of the Notice for approval by the Members.

Item No. 4: Preferential Allotment:

The Board of Directors of the Company at its meeting held on 1st April 2019, approved the issue and allotment of 8,53,500 (Eight Lakhs Fifty Three Thousand only) Equity Shares of face value of Rs 5/- per shares through preferential allotment for cash at a price of Rs.510/- per share, including a premium of 505/- per share, aggregating to Rs.435,285,000/- or at such higher prices in accordance with Chapter V of the ICDR Regulations, to Promoter - Enkei Corporation, Japan and on such other terms and conditions as the Board of Directors may in its absolute discretion decide at the time of issue of such Equity Shares ("the Issue").

Pursuant to provisions of Section 62 (1) (c) of Companies Act, 2013, any preferential allotment of securities needs to be approved by the shareholders by way of Special Resolution. The Listing Agreements executed by the Company with the BSE Ltd also provide that the Company shall, in the first instance, offer all securities for subscription pro-rata to the shareholders unless the shareholders in a general meeting decide otherwise. The proposed issue of shares is in accordance with the provisions of SEBI (ICDR Regulations) and other applicable regulations, if any. In terms of the provisions of the Companies Act, 2013 read with Rule 13 (2) of the Companies (Share Capital and Debentures) Rules, 2014 and the aforesaid SEBI (ICDR Regulations) 2018, the relevant disclosures are given below:

INFORMATION AS REQUIRED UNDER REGULATION 163 OF THE ICDR REGULATIONS 2018 FOR THE PREFERENTIAL ALLOTMENT IS AS FOLLOWS:

1. Objects of the Issue:

The total proceeds of the Issue would be utilized by the Company for its proposed expansion plan at besides land of its existing factory located at Shikrapur.

2. Intention of Promoters / Directors / Key Management Persons to subscribe to the issue:

Enkei Corporation, Japan who will be subscribing to 853,500 equity shares is Promoter of the Company.

Mr. Junichi Suzuki, Director is deemed to be concerned or interested in the above said resolution being a Director in Enkei Corporation. None of the other Directors of the Company, nor the Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise in this Resolution. Intention of Promoter is to subscribe this issue.

3. Relevant Date:

The relevant date for the purpose of determination of issue price of the Equity Shares is 12th April, 2019 being the 30th working day prior to 14th May, 2019 (i.e., the date on which the meeting of the shareholders will be held, in terms of Section 62 of the Companies Act, 2013, to consider the proposed issue).

4. Issue Price:

The price of equity shares to be issued is fixed at Rs. 510/- per equity share face value of Rs. 5/- each in accordance with the price determined in terms of Regulation 164 of the ICDR Regulations 2018.

Basis on which the price has been arrived at:

The Company is listed on BSE Limited and the equity shares of the Company are frequently traded in accordance with Regulation 164 of the ICDR Regulations 2018.

Shall not less than higher of following;

- A. Average of the weekly high and low of the volume weighted average prices of the equity shares of the Company quoted on the stock exchange, during the twenty six weeks preceding the Relevant Date, or
- B. Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the stock exchange, during the two weeks preceding the Relevant Date.

5. Shareholding Pattern of the Company before and after the proposed issue of Equity Shares:

Sr. No	Category	Pre-issue holding		Post issue Holding	
		No. of shares	%	No. of shares	%
1.	Promoter	11,722,695	72.26	12,576,195	73.65
2.	Public	4,500,000	27.74	4,500,000	26.35

6. Proposed time within which the allotment shall be completed:

The allotment of Equity Shares pursuant to the Special Resolution shall be completed within a period of 15 days from the date of passing of the Special Resolution provided hereinabove.

In case the allotment of the Equity Shares on preferential basis remains pending on account of non receipt of any approval(s) by any regulatory/statutory authority (ies), the allotment shall be completed within 15 days from the date of receipt of such approval(s).

7. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the Financial Year 2019-20, no preferential allotment has been made to any person.

8. Identity of the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

Name of proposed allottee	Category	Pre-issue Holding		Post-issue Holding	
		No. of shares	%	No. of shares	%
Enkei Corporation, Japan	Promoter	11,722,695	72.26	12,576,195	73.65

The Issue would not result in change in control in the Company consequent to the aforesaid preferential allotment of the Equity Shares.

9. The details of the natural persons, who are ultimate beneficial owners and having ultimate control over the Body Corporate to which the shares of the Company proposed to be allotted is as under:

Name & Address of Proposed Allottee	Category (Promoter / Non Promoter)	Name of the Ultimate Beneficial Owners of Proposed Allottee	Address of Allottee's Ultimate Beneficial Owners of Allottee
Enkei Corporation, Japan	Promoter	Mr. Junichi Suzuki	5-27-18 Sanarudai, Hamamatsu-City, Shizuoka-Prefecture, Hamamatsu, 4328021, Japan

10. Lock - In Period

The aforementioned allotment shall be subject to lock-in provisions contained in ICDR Regulations 2018, for the time being in force and as amended from time to time.

11. Undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in ICDR Regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees:

As the shares of the Company are listed with the stock exchanges for more than six (6) months, the same is not applicable to the Company.

12. Auditor Certificate:

A certificate from M/s. Asit Mehta & Associates, Chartered Accountants, the Statutory Auditors of the Company, as required under the ICDR Regulations 2018, certifying that the proposed issue is being made in accordance with the requirements contained in the ICDR Regulations will be placed for inspection for the Members at the Extra-Ordinary General Meeting.

The consent of the members is being sought under Section 62 of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 if any, and in terms of the ICDR Regulations 2018 and provisions of the Listing Agreement entered into by the Company with the BSE Limited, where the securities of the Company are listed.

None of the Directors, Promoters and Key Managerial Persons of the Company are wilful Defaulters

The Board of Directors of the Company believes that this preferential allotment is in the interest of the Company and hence, recommends the resolution for the approval of the Members.

None of the Directors Key Managerial Persons of the Company is, in any way, concerned or interested in the said Resolution otherwise than shareholder in general.

For & On Behalf of the Board of Directors



MR. KAZUO SUZUKI
MANAGING DIRECTOR
(DIN: 08350372)

Place: Pune
Date: 15th April 2019



ENKEI WHEELS (INDIA) LIMITED

CIN : L34300PN2009PLC133702

Regd. Off. Gat no. 1425, Village Shikrapur, Taluka Shirur, Dist. Pune - 412208.

Tel: (02137) 618700, Fax: (02137) 618720 Email: secretarial@enkei.in Website : www.enkei.in

ATTENDANCE SLIP

(Members Attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall)

I hereby record my presence at the Extra-Ordinary General Meeting of the Company at the registered office of the Company at Gat No. 1425, Village Shikrapur, Taluka Shirur, Pune-412208 on TUESDAY 14TH DAY OF MAY 2019 AT 12.30 P.M

.....

Full name of the Member/ Proxy (In block letters)

Signature

Folio No. DP ID No.* Client ID No.*

* Applicable for members holding shares in electronic form.



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PROXY FORM

I/We.....

of.....

being a Member/ Members of the above named Company, hereby appoint -

Mr./Mrs./Miss.....

of

or failing him/her;

Mr./Mrs./Miss.....

of.....

as my/our Proxy(ies) to attend and vote for me/us and on my/our behalf at the Extra- Ordinary General Meeting of the Company at the registered office of the Company at Gat No. 1425, Village Shikrapur, Taluka Shirur, Pune-412208 on TUESDAY 14TH DAY OF MAY 2019 AT 12.30 P.M. or at any adjournment thereof.

No. of Shares.....

Folio No. DP ID No.* Client ID No.*

*Applicable for members holding shares in electronic form.

Signed this.....day of, 2019.



Signature

NOTES:

- (i) The Proxy, in order to be effective, must be signed and submitted so as to reach the Registered Office of the Company at Gat No. 1425, Village Shikrapur, Taluka Shirur, Pune-412208 not less than FORTY-EIGHT HOURS before the time for holding the aforesaid meeting.
- (ii) Members having multiple folios with different joint-holders may use photo-copies of this Attendance Slip/ Proxy Form.



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BALLOT FORM (IN LIEU OF E-VOTING)

1. Registered Folio Number / DP ID No. / Client ID No.
2. Name(s) & Registered Address
3. Name(s) of the Joint holder(s), if any:
4. Number of Ordinary Share(s) held
5. I/We hereby exercise my/our vote(s) in respect of the Resolutions set out in the Notice of the Extra Ordinary General Meeting (EGM) of the Company to be held on TUESDAY 14TH DAY OF MAY 2019 AT 12.30 P.M by sending my/our dissent to the said Resolutions by placing the tick(✓) mark at the appropriate box below:

Item No.	Description of Resolution	No. of ordinary Shares for which votes cast	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
1.	Approval for re-appointment of Mr. Kazuhiko Shimamura (DIN:05129816) as Managing Director of the Company.			
2.	Regularisation of Additional Director Mr. Kazuo Suzuki (DIN 08350372) appointed by Board of director.			
3.	Appointment of Mr. Kazuo Suzuki (DIN 08350372) as Managing Director of the Company and to fix his remuneration.			
4.	To Issue up to 853,500 Equity Shares on a Preferential basis			

Date :

Place : Signature of Shareholder

Notes : Please read the instructions printed overleaf before filling the form, valid Ballot form received by the scrutinizer by IST 5.00 p. m. on 13th May 2019 shall only be considered.

INSTRUCTIONS

1. Members may fill up the Ballot Form printed over leaf 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 Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Caves Road, Andheri (East), Mumbai-400093, so as to reach by IST 5.00 p.m. of 13th May, 2019. Ballot Form received thereafter will strictly be treated as if not received.
2. The Company will not be responsible if the envelope containing the Ballot Form is lost in transit.
3. 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.
4. 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 Ballot Form would be ignored.
5. The right of voting by Ballot Form shall not be exercised by proxy.
6. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company i.e., Universal Capital Securities Pvt. Ltd. Members are requested to keep the same updated.
7. There will be only one Ballot Form for every Folio/DPID Client ID irrespective of the number of joint members.
8. In case of joint holders, the Ballot Form should be signed by the first named shareholder and in his/her absence by the next named shareholders. Ballot form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such Ballot Form signed by other joint holders.
9. Where the Ballot Form has been signed by an authorized representative of the body corporate/Trust/Society etc., a certified copy of the relevant authorization/Board Resolution to vote should accompany the Ballot Form.
10. The Ballot Form is also placed on the website of the Company.

MAP FOR EGM VENUE

