



1<sup>st</sup> ANNUAL REPORT  
2009-2010



**ENKEI WHEELS (INDIA) LTD.**

An ISO / TS 16949 Company

Be Innovative & Continue to Change...

# Enkei Wheels (India) Ltd.

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## BOARD OF DIRECTORS

Mr. Osamu Ohashi  
Mr. Junichi Suzuki  
Mr. Tetsuro Mansui  
Mr. S. Rai  
Mr. Vinay H. Panjabi  
Mr. Harish B. Shah  
Mr. Sandeep Shah  
Mr. Dhananjay C. Jhaveri

Managing Director

## BANKERS :

Bank of Tokyo Mitsubishi - UFJ Ltd.      Mumbai  
Export Import Bank of India      Shankarsheth Road, Pune  
Axis Bank Ltd.      Shikrapur Branch, Pune  
Mizuho Corporate Bank Ltd.      Mumbai  
State Bank of India      Koregaon Bhima, Pune

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## AUDITORS :

M/s Asit Mehta & Associates

## REGISTERED OFFICE & WORKS :

### Regd. Office & Works :

Gat No. 1425,  
Village Shikrapur, Taluka Shirur,  
Dist. Pune - 412 208, Maharashtra  
Tel. : (02137) 618700  
Fax : (02137) 618720  
E-mail : finance@enkei.in

## SHARE TRANSFER AGENTS :

Mondkar Computers Pvt. Ltd.  
21, Shakil Niwas,  
Mahakali Caves Road,  
Andheri, (E) Mumbai.  
Tel.: 022-28257641 / 28369704  
E-mail : mcplrt@bom7.vsnl.net.in

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**PRODUCT PROFILE**

**ALLOY WHEELS 4W**



**ALLOY WHEELS 2W**







## OUR MANAGEMENT TEAM



**Top Row (L to R)** Dhanajay Khole, Toshihiro Uchiyama, Junichi Asano, Keisuke Fujimaki, Sanjay Mathade, Fumio Sugiyama, Akihiko Usami, Sameer Jadhav, Akihiko Wakuda  
**Bottom Row (L to R)** Masayuki Suzuki, CSK Rao, Sandeep Ohol, Kaushik Manna, Osamu Ohashi, Kazunobu Kuroda, R Jagannathan, Rajendra Gaikwad, Kenichi Imazeki

**NOTICE**

NOTICE is hereby given that the First Annual General Meeting of the members of Enkei Wheels (India) Limited will be held on Wednesday the 29th September, 2010 at Gat No. 1426, Village Shikrapur, Taluka Shirur, District Pune 412208, Maharashtra, at 12.30 p.m. to transact the following business:

**ORDINARY BUSINESS:**

- 1) To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March, 2010 and Profit & Loss Account for the period ended on that date, together with Report of Board of Directors and Auditors thereon.
- 2) To appoint a Director in place of Mr. Shailendrajit Rai, who retires by rotation, and being eligible offers himself for reappointment.
- 3) To appoint Auditors and to fix their remuneration.

**SPECIAL BUSINESS:**

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

"RESOLVED THAT Mr. Vinay H. Panjabi, who was appointed as an Additional Director by the Board of Directors under Section 260 of the Companies Act, 1956, to hold office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

"RESOLVED THAT Mr. Haresh B. Shah, who was appointed as an Additional Director by the Board of Directors under Section 260 of the Companies Act, 1956, to hold office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

"RESOLVED THAT Mr. Junichi Suzuki, who was appointed as an Additional Director by the Board of Directors under Section 260 of the Companies Act, 1956, to hold office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

"RESOLVED THAT Mr. Tetsuro Masui, who was appointed as an Additional Director by the Board of Directors under Section 260 of the Companies Act, 1956, to hold office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

"RESOLVED THAT Mr. Dhananjay Jhaveri, who was appointed as an Additional Director by the Board of Directors under Section 260 of the Companies Act, 1956, to hold office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company, liable to retire by rotation."



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

"RESOLVED THAT Mr. Sandeep Shah, who was appointed as an Additional Director by the Board of Directors under Section 260 of the Companies Act, 1956, to hold office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

"RESOLVED THAT Mr. Osamu Ohashi, who was appointed as an Additional Director by the Board of Directors under Section 260 of the Companies Act, 1956, to hold office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

- 11) 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 198, 269, 309, 310, Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the Central Government and all other approvals as may be required, the approval of the members be and is hereby accorded to the appointment of Mr. Osamu Ohashi as Managing Director with effect from 11th May, 2010 and payment of remuneration and other terms and conditions as set out in the Agreement dated 30th July 2010 till the completion of the term of 5 years that is upto 10th May 2015. It will be treated as minimum remuneration in the absence or inadequacy of profits.

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter and vary the terms and conditions of the Agreement in such manner as may, from time to time, be stipulated by the Central Government or to be in consonance with any revised terms and conditions as may be prescribed by the Central Government in Schedule XIII of the Companies Act or any modification thereto as may be agreed to, by and between the Board and Mr. Osamu Ohashi, the Managing Director."

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

(Osamu Ohashi)  
Managing Director

Place: Pune

Date: 4th August'2010

**NOTES**

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO VOTE AND ATTEND INSTEAD OF HIMSELF AND THAT A PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. THE BLANK PROXY FORM IS ENCLOSED.
- 2) An explanatory statement as required under Section 173(2) of the Companies Act, 1956 is annexed.
- 3) As required under Clause 49 of the Listing Agreement, profile of Directors seeking appointment/ re-appointment in the Annual General Meeting as proposed in Item No. 2, 4 to 11 of the Notice is mentioned in Corporate Governance Report.
- 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.

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

(Osamu Ohashi)  
Managing Director

Place: Pune

Date: 4th August'2010

**ANNEXURE TO THE NOTICE****EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956.****ITEM NO. 4**

Mr. Vinay H. Panjabi is a Chartered Accountant with special expertise in Tax and Investment Consulting.

The Board of Directors had appointed Mr. Vinay H. Panjabi as Additional Director on the Board of the Company in its Meeting held on 15th July, 2009 pursuant to Article 152 of the Articles of Association of the Company and section 260 of the Companies Act, 1956.

The Company has received notice from member of the Company u/s 257 of the Companies Act, 1956, together with requisite deposit, proposing the candidature of Mr. Vinay H. Panjabi, as the Director of Company.

The Directors commend the ordinary resolution set forth as Item No. 4 of the Notice for the approval of the shareholders.

None of the Directors, except Mr. Vinay H. Panjabi, being the appointee himself is concerned or interested in the resolution.

**ITEM NO. 5**

Mr. Haresh B. Shah is a Chartered Accountant with special expertise in Mergers and Acquisitions.

The Board of Directors had appointed Mr. Haresh B. Shah as Additional Director on the Board of the Company in its Meeting held on 15th July, 2009 pursuant to Article 152 of the Articles of Association of the Company and section 260 of the Companies Act, 1956.

The Company has received notice from member of the Company u/s 257 of the Companies Act, 1956, together with requisite deposit, proposing the candidature of Mr. Haresh B. Shah, as the Director of Company.

The Directors commend the ordinary resolution set forth as Item No. 5 of the Notice for the approval of the shareholders.

None of the Directors, except Mr. Haresh B. Shah, being the appointee himself is concerned or interested in the resolution.

**ITEM NO. 6**

Mr. Junichi Suzuki is an Engineer by qualification with special expertise in Engineering and Management and having experience in Aluminium automobile parts, especially Wheels. He has successfully made ENKEI to be world's No.1 wheel manufacturing company.

The Board of Directors had appointed Mr. Junichi Suzuki as an Additional Director on the Board of the Company in its Meeting held on 24th March, 2010 pursuant to Article 152 of the Articles of Association of the Company and section 260 of the Companies Act, 1956.

The Company has received notice from member of the Company u/s 257 of the Companies Act, 1956, together with requisite deposit, proposing the candidature of Mr. Junichi Suzuki as the Director of Company.

The Directors commend the ordinary resolution set forth as Item No. 6 of the Notice for the approval of the shareholders.  
None of the Directors, except Mr. Junichi Suzuki, being the appointee himself is concerned or interested in the resolution.

**ITEM NO. 7**

Mr. Tetsuro Masui is a Law graduate with special expertise in sales and management. He has long experience in working in aluminium business. Experienced Managing Director of ENKEI THAI, made successful expansion to be the hub factory in the region.





The Board of Directors had appointed Mr. Tetsuro Masui as an Additional Director on the Board of the Company pursuant to Article 152 of the Articles of Association of the Company and section 260 of the Companies Act, 1956 in its Meeting held on 24th March, 2010.

The Company has received notice from member of the Company u/s 257 of the Companies Act, 1956, together with requisite deposit, proposing the candidature of Mr. Tetsuro Masui as the Director of Company.

The Directors commend the ordinary resolution set forth as Item No. 7 of the Notice for the approval of the shareholders.

None of the Directors, except Mr. Tetsuro Masui, being the appointee himself is concerned or interested in the resolution.

#### ITEM NO. 8

Mr. Dhananjay Jhaveri is a Chartered Accountant having experience in business of bullion and precious metals, looking after NBFC, investment in shares and securities.

The Board of Directors had appointed Mr. Dhananjay Jhaveri as an Additional Director on the Board of the Company pursuant to Article 152 of the Articles of Association of the Company and section 260 of the Companies Act, 1956 in its Meeting held on 24th April, 2010.

The Company has received notice from member of the Company u/s 257 of the Companies Act, 1956, together with requisite deposit, proposing the candidature of Mr. Dhananjay Jhaveri as the Director of Company.

The Directors commend the ordinary resolution set forth as Item No. 8 of the Notice for the approval of the shareholders.

None of the Directors, except Mr. Dhananjay Jhaveri, being the appointee himself is concerned or interested in the resolution.

#### ITEM NO. 9

Mr. Sandeep Shah is a Commerce Graduate having more than 18 years of experience in Financial Services/ Capital Market Industry.

The Board of Directors had appointed Mr. Sandeep Shah as an Additional Director on the Board of the Company pursuant to Article 152 of the Articles of Association of the Company and section 260 of the Companies Act, 1956 in its Meeting held on 24th April, 2010.

The Company has received notice from member of the Company u/s 257 of the Companies Act, 1956, together with requisite deposit, proposing the candidature of Mr. Sandeep Shah as the Director of Company.

The Directors commend the ordinary resolution set forth as Item No. 9 of the Notice for the approval of the shareholders.  
None of the Directors, except Mr. Sandeep Shah, being the appointee himself is concerned or interested in the resolution.

#### ITEM NO. 10 and 11

Mr. Osamu Ohashi is an Engineer by qualification with special expertise in Engineering and Management. He has experience of working in Australia, China and India. He has handled overall wheel manufacturing as General Manager in Enkei Wheel Corporation.

Mr. Osamu Ohashi was appointed as additional director and designated as Managing Director of the Company for a period of 5 years commencing from 11th May, 2010 to 10th May 2015.

The remuneration and the perquisites of Mr. Osamu Ohashi are set out in the Agreement referred to in the resolution at item No.11 of the notice and are subject to the approval of the Shareholders of the Company under provisions of Section 198, 269, 309, 310 and Schedule XIII of the Companies Act, 1956. The material terms of remuneration of Mr. Osamu Ohashi as Managing Director, as set out in the Agreement are as follows:



As per the agreement.

- i. Salary at the rate of Rs. 74,500 per month.
- ii. The Managing Director shall be entitled to the following perquisites and facilities:
  - ii.1 PERQUISITES:
    - I. Medical Reimbursement:  
Reimbursement of medical expenses as per Company's Rules.
    - II. Housing Accommodation :  
Reasonable apartment accommodation shall be provided by the company.
    - III. Annual Leave:  
30 days annual leave with pay for every completed service of eleven months.
    - IV. Leave Travel Concession:  
For twice a year, round trip air ticket to be provided by the company.
    - V. 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. All other reimbursements shall be as per Company's rules.  
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.

The Directors commend the ordinary resolutions set forth as Item No. 10 & 11 of the Notice for the approval of the shareholders.

None of the Directors, except Mr. Osamu Ohashi, being the appointee himself is concerned or interested in the resolution.

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

(Osamu Ohashi)  
Managing Director

Place: Pune  
Date: 4th August'2010