

**31ST
ANNUAL REPORT
2015-16**

WHEEL AND AXLE TEXTILES LIMITED

WHEEL AND AXLE TEXTILES LIMITED

CORPORATE INFORMATION

Board of Directors

Murli F. Sawlani	Chairman and MD
Harish F. Sawlani	Managing Director
Vasudev F. Sawlani	Managing Director
Viral S. Vora	Independent Director
Kirankumar N. Doshi	Independent Director
Reena H. Sawlani	Non Executive Director

Chief Financial Officer

Sailesh J. Damor

Auditors

Mohit Shah and Associates, Surat

Bankers

HDFC Bank Limited
Surat

Kotak Mahindra Bank
Surat

Registered office

820, Golden Point,
Nr Telephone Exchange.
Begampura, Falsawadi,
Ring Road, Surat 395003

Registrar and share Transfer Agent

MCS Share Transfer Agent Ltd.
10, Aaram Apartment,
12, Sampatrao Colony,
Alkapuri, Vadodara 390007

Listed at

BSE Ltd.

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NOTICE

Notice is hereby given that the 31st Annual General Meeting of **WHEEL AND AXLE TEXTILES LIMITED (CIN: L17114GJ1988PLC013255)** will be held at 435, Sawlani Silk Mills Compound, G.I.D.C. Pandesara, Surat 394221 on Friday, August 5th, 2016 at 04.00 p.m. to transact the following business:

ORDINARY BUSINESS**1. Adoption of financial Statements**

To consider and adopt the audited standalone financial statements of the company for the financial year ended March 31, 2016 and the reports of the board of Directors and the auditors' thereon.

2. 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, 142 of the Companies Act, 2013 and rules made thereunder, M/s Mohit Shah & Associates, Chartered Accountants, Surat having ICAI Firm Registration No. 125874W be and are hereby appointed as Statutory Auditors of the company from the conclusion of this Annual General until the conclusion of the Annual General Meeting of the company to be held in 2021 on such remuneration as may be mutually agreed upon by the Board of Directors and the Auditors, plus service tax and out-of-pocket expenses incurred by them for the purpose of audit of the accounts of the company.

Resolved further that the members approves appointment of M/s Mohit Shah & Associates made by Board of Directors as statutory auditors for the financial year ended 31.03.2016 to fill up causal vacancy on account of Resignation of the auditors appointed at last Annual General meeting.

SPECIAL BUSINESS**3. Appointment of Mr. Murlibhai Fatandas Sawlani Director**

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 152 and other applicable provisions of the Companies Act, 2013 (the act) read with The Companies (Appointment and Qualifications of Directors) Rules, 2014 (the Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Mr. Murlibhai Fatandas Sawlani having Director Identification Number 00655536 who was appointed by the Board of Directors, as an Additional Director of the company with effect from July 27, 2015 pursuant to section 161 of the act, and who holds office up to the date of this Annual General Meeting of the company, who being eligible, offers himself for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the act, from a member proposing the candidature of Mr. Murlibhai Fatandas Sawlani for the office of Director, be and is hereby appointed as Director of the company.

4. Appointment of Mr. Vasudev Fatandas Sawlani as Director

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 152 and other applicable provisions of the Companies Act, 2013 (the act) read with The Companies (Appointment and Qualifications of Directors) Rules, 2014 (the Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Mr. Vasudev Fatandas Sawlani having Director Identification Number 00831830 who was appointed by the Board of Directors, as an Additional Director of the company with effect from July 27, 2015 pursuant to section 161 of the act, and who holds office up to the date of this Annual General Meeting of the company, who being eligible, offers himself for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the act, from a member proposing the candidature of Mr. Vasudev Fatandas Sawlani for the office of Director, be and is hereby appointed as Director of the company.

5. Appointment of Mr. Harishbhai Fatandas Sawlani as Director

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 152 and other applicable provisions of the Companies Act, 2013 (the act) read with The Companies (Appointment and Qualifications of Directors) Rules, 2014 (the Rules),

including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Mr. Harishbhai Fatandas Sawlani having Director Identification Number 00831848 who was appointed by the Board of Directors, as an Additional Director of the company with effect from July 27, 2015 pursuant to section 161 of the act, and who holds office up to the date of this Annual General Meeting of the company, who being eligible, offers himself for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the act, from a member proposing the candidature of Mr. Harishbhai Fatandas Sawlani for the office of Director, be and is hereby appointed as Director of the company.”

6. Appointment of Mrs. Reena Harish Sawlani as Director

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 152 and other applicable provisions of the Companies Act, 2013 (the act) read with The Companies (Appointment and Qualifications of Directors) Rules, 2014 (the Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Mrs. Reena Harish Sawlani having Director Identification Number 07245653 who was appointed by the Board of Directors, as an Additional Director of the company with effect from July 27, 2015 pursuant to section 161 of the act, and who holds office up to the date of this Annual General Meeting of the company, who being eligible, offers himself for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the act, from a member proposing the candidature of Mrs. Reena Harish Sawlani for the office of Director, be and is hereby appointed as Director of the company.

7. Appointment of Mr. Kirankumar Narharibhai Doshi as Independent Director

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 152 and other applicable provisions of the Companies Act, 2013 (the act) read with The Companies (Appointment and Qualifications of Directors) Rules, 2014 (the Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Mr. Kirankumar Narharibhai Doshi having Director Identification Number 02054470, and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Mr. Kirankumar Narharibhai Doshi for the office of Director, be and is hereby appointed as Independent Director of the company to hold office for 5 (Five) years..

8. Appointment of Mr. Viral Suryakant Vora as Independent Director

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 152 and other applicable provisions of the Companies Act, 2013 (the act) read with The Companies (Appointment and Qualifications of Directors) Rules, 2014 (the Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Mr. Viral Suryakant Vora having Director Identification Number 01223926, and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Mr. Viral Suryakant Vora for the office of Director, be and is hereby appointed as Independent Director of the company to hold office for 5 (Five) years.

9. Appointment of Mr. Murlibhai Fatandas Sawlani as Managing Director:

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

RESOLVED THAT in accordance with the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of Companies Act, 2013, the members of the Company hereby approves appointment of Mr. Murlibhai Fatandas Sawlani as Managing Director with effect from 04/11/2015 for five years at a Remuneration within the limits set out in Part -II of Schedule V of The Companies Act, 2013 and perquisites within the limits set out in section IV of Part- II of Schedule V of The Companies Act, 2013.

RESOLVED FURTHER THAT where in any financial year during the currency of tenure of the Managing Director the Company has no profits or its profits are inadequate, Mr. Murlibhai Fatandas Sawlani shall be entitled to receive above remuneration including perquisites as minimum remuneration in accordance with the provision of Section 197 read with Schedule V to Companies Act, 2013 or as may be applicable from time to time.

RESOLVED FURTHER THAT the terms and conditions of the appointment may be altered and varied from time to time by the Committee approved by the Board as it may in its discretion deem fit within the maximum amount payable to the Managing Director in accordance with Schedule V to the Companies Act 2013, other relevant provision of the Companies Act, 2013 as may be applicable from time to time.

10. Appointment of Mr. Vasudev Fatandas Sawlani as Managing Director:

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

RESOLVED THAT in accordance with the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of Companies Act, 2013, the members of the Company hereby approves appointment of Mr. Vasudev Fatandas Sawlani as Managing Director with effect from 04/11/2015 for five years at a Remuneration within the limits set out in Part -II of Schedule V of The Companies Act, 2013 and perquisites within the limits set out in section IV of Part- II of Schedule V of The Companies Act, 2013.

RESOLVED FURTHER THAT where in any financial year during the currency of tenure of the Managing Director the Company has no profits or its profits are inadequate, Mr. Vasudev Fatandas Sawlani shall be entitled to receive above remuneration including perquisites as minimum remuneration in accordance with the provision of Section 197 read with Schedule V to Companies Act, 2013 or as may be applicable from time to time.

RESOLVED FURTHER THAT the terms and conditions of the appointment may be altered and varied from time to time by the Committee approved by the Board as it may in its discretion deem fit within the maximum amount payable to the Managing Director in accordance with Schedule V to the Companies Act 2013, other relevant provision of the Companies Act, 2013 as may be applicable from time to time.

11. Appointment of Mr. Harishbhai Fatandas Sawlani as Managing Director:

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

RESOLVED THAT in accordance with the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of Companies Act, 2013, the members of the Company hereby approves appointment of Mr. Harishbhai Fatandas Sawlani as Managing Director with effect from 04/11/2015 for five years at a Remuneration within the limits set out in Part -II of Schedule V of The Companies Act, 2013 and perquisites within the limits set out in section IV of Part- II of Schedule V of The Companies Act, 2013.

RESOLVED FURTHER THAT where in any financial year during the currency of tenure of the Managing Director the Company has no profits or its profits are inadequate, Mr. Harishbhai Fatandas Sawlani shall be entitled to receive above remuneration including perquisites as minimum remuneration in accordance with the provision of Section 197 read with Schedule V to Companies Act, 2013 or as may be applicable from time to time.

RESOLVED FURTHER THAT the terms and conditions of the appointment may be altered and varied from time to time by the Committee approved by the Board as it may in its discretion deem fit within the maximum amount payable to the Managing Director in accordance with Schedule V to the Companies Act 2013, other relevant provision of the Companies Act, 2013 as may be applicable from time to time.

12. Adoption of the new set of Articles of Association

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

"RESOLVED THAT pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to approval and registration by the Registrar of Companies and other authorities as may be applicable, and subject to such terms and conditions, amendments or modifications as may be prescribed by any such authority, the consent of the company be and is hereby granted for adoption of new set of Articles of association in substitution of existing Article of Association."

13. Alteration in Memorandum of Association and change in Main object of the Company

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 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment

thereof for the time being in force) and subject to the approval of Registrar of Companies and other authorities as may be applicable, and subject to such terms and conditions, amendments or modifications as may be prescribed by any such authority the consent of the company be and is hereby granted to alter the memorandum of Association of company in the following manner:-

- I. The title words “The Companies Act, 1956” be substituted by words “The Companies Act, 2013”.
- II. The title and contents of paragraph III[A]1 of existing memorandum of Association be substituted by following
- III A “The objects to be pursued by the company on its incorporation are:-”
 1. To carry on the business of exporters, importers, retailers, merchant, buyers, sellers, brokers, buying agents, selling agent, packers, re-packers, commission agents, factors, distributors, stockiest, agents, traders and suppliers of and dealers in all classes and kinds of polyester chips, yarn, fabrics, cloth, garments, jute, jute goods, jute cuttings, cotton, wool, silk, handicraft flax, hemp, rayon, nylon and other fibrous materials and manmade and natural fibers of all types.
 2. To carry on business of software designing, development, customization, implementation, maintenance and dealing in computer software and solutions and to import, export, sell, purchase, distribute, host (in data centers or over the web) or otherwise deal in own and third party computer software packages, programs and solutions, and to provide internet / web based applications, services and solutions, provide or take up Information technology related assignments on sub-contracting basis, offering services on-site/ offsite or through development centers using owned/ hired or third party infrastructure or equipments and to offer consultancy, advisory and all related services in all areas of information technology including computer hardware and software, data communication, telecommunications and to undertake research and development in computer science and to render all such services as are required by the customer in relation to processing of information and also in the interpretation, application and use of processed data.
 3. To carry on business of contractors, builders, town planners, infrastructure developers, estate developers, immovable property dealers and to act as land organizers, developers of land on commercial basis, consultant, advisor, agent, broker, supervisor, administrator, contractor, subcontractor, turnkey contractor and managers of all types of lands and developmental and construction work for the purpose to acquire, handover, purchase, sell, own, cut to size, develop, distribute or otherwise to deal in all sorts of lands and buildings and to carry on all or any of the foregoing activities and further to undertake infrastructural development activities like planning and construction of roads, bridges, dams, air ports, stadiums.
- III. The title of paragraph III B of existing Memorandum of Association be substituted by words “Matters which are necessary for furtherance of the objects specified in clause III(A) are:— ”
- IV. The Paragraph III “C” along with title and clauses numbered 62 onwards be deleted.

14. Change in name of the company

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

RESOLVED THAT subject to approval of the Central Government and pursuant that section 13 of the companies act, 2013 and other applicable provisions, if any including statutory enactment and modifications thereof the name of the company be changed from “Wheel And Axle Textiles Limited” to “Shantai Industries Limited” and the name “Wheel And Axle Textiles Limited” wherever it occurs in the Memorandum and Articles of Association of the company be substituted by the name “Shantai Industries Limited”.

RESOLVED FURTHER THAT in clause I of Memorandum of Association, the name of the company be changed from “Wheel And Axle Textiles Limited” to “Shantai Industries Limited”

15. To confirm authority to Board of Directors for borrowings.

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 180(1)(c) of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof) (‘the Act’) and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors

(hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) of the Company, to borrow, from time to time, any sum or sums of money (including non-fund based banking facilities) as may be required for the purpose of the business of the Company, from one or more Banks, Financial Institutions and other persons, firms, bodies corporates, whether in India or abroad, notwithstanding that the monies so borrowed together with the monies already borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may at any time exceed the aggregate of the paid up Capital of the Company and its Free Reserves (reserves not set apart for any specific purpose) provided that the total amount that may be borrowed by the Board and outstanding at any point of time, shall not exceed the sum of Rs. 250 crores (Rupees Two Hundred and Fifty Crores only)".

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things, necessary and expedient to give effect to this resolution.

16. To approve creation of charge / security over the assets / undertaking of the Company, in respect of borrowings.

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

"RESOLVED THAT in supersession of all the earlier resolutions passed in this regard and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof) ('the Act'), the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) of the Company, to mortgage, hypothecate, pledge and / or charge, in addition to the mortgage, hypothecate, pledge and / or charge already created, in such form, manner and ranking and on such terms as the Board deems fit in the interest of the Company, on all or any of the movable and / or immovable properties of the Company, both present and future and /or any other assets or properties, either tangible or intangible, of the Company and / or the whole or part of any of the undertaking of the Company together with or without the power to take over the management of the business or any undertaking of the Company in case of certain events of defaults, in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowing availed or to be availed by the Company, by way of loans, debentures or any other securities or otherwise, in foreign currency or in Indian rupees, from time to time, up to the limits approved or as may be approved by the shareholders under Section 180(1)(c) of the Act along with interest, additional interest, accumulated interest, liquidated charges, commitment charges or costs, expenses and all other monies payable by the Company including any increase as a result of devaluation / revaluation / fluctuation in the rate of exchange".

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things, necessary and expedient to give effect to this resolution.

17. To approve Inter corporate loans, investments, guarantee or security in excess of the prescribed limits.

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

Resolved that pursuant to section 186 (3) of The Companies Act 2013 and prior approval of public financial institution if required the Board of Directors of a company are here by authorized to directly or indirectly —

- a) give any loan to any person or other body corporate;
- b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent. of its paid-up share capital, free reserves and securities premium account or one hundred per cent. of its free reserves and securities premium account, whichever is more.

However the aggregate of loans and amounts invested for subscription of securities shall not at any time exceed ₹ 250/- crores.

By Order of the Board of Directors
For Wheel and Axle Textiles Limited

Sd/-

Murlibhai Fatandas Sawlani
Chairman and Managing Director
(DIN : 00655536)

Place : Surat
Date : 09/06/2016

Notes:

1. The relative Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under item nos. 3 to 17 of the accompanying notice are annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
In order that the appointment of a proxy is effective, the instrument appointing a proxy must be received at the registered office of the company not later than forty-eight hours before the commencement of the meeting.
3. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A Member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other Member.
4. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of the relevant board resolution together with the representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.
5. In case of joint holders attending the meeting, the joint holder who is higher in the order of names will be entitled to vote at the meeting.
6. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the members at the Company's registered office on all working days of the Company, during business hours up to the date of the meeting.
7. The Register of Members and Share Transfer Books of the company will be closed from 29/07/2016 to 05/08/2016, both days inclusive.

8. Members are requested to send all communications relating to shares to the Registrar & Share Transfer Agent of the Company at the following address:

MCS Share Transfer Agent Ltd.

10, Aaram Apartment, 12, Sampatrao Colony, Alkapuri, Vadodara 390007

If the shares are held in electronic form, then change of address and change in the Bank Accounts, etc. should be furnished to the respective Depository Participants (DPs).

9. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
10. **Information and instructions relating to e-voting are as under:**

- a. Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended from time to time and sub clause (1) & (2) of clause 44 SEBI (LODR) Regulations, 2015, the Company is pleased to provide members' facility to exercise their right to vote at the 31st Annual General Meeting ("AGM") by electronic means and the business may be transacted through e-voting services provided by CDSL. It may be noted that this e-voting facility is optional. In order to facilitate those Members, who do not wish to use the e-voting facility, the company is enclosing a Ballot form, resolution passed by members through e-voting or ballot forms are deemed to have been passed as if they have been passed at Annual General Meeting (AGM). The e-voting facility will be available at the link <https://www.evotingindia.com> during the following voting period: Commencement of e-voting: From 9.00 a.m. on Tuesday 2nd August, 2016 to 5.00 p.m. on Thursday, 4th August, 2016.
- b. E-voting shall not be allowed beyond 5.00 p.m. on Thursday, 4th August, 2016. During the e-voting period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Friday, 29th July, 2016 may cast their vote electronically.
- c. Members can opt for only one mode of voting i.e. either by Ballot Form or e-voting. In case members cast their votes through both modes, voting done by e-voting shall prevail and vote casted through Ballot Form shall be treated as invalid.

- d. In case a member is desirous of obtaining a duplicate Ballot Form, he/she may send an e-mail to wheelaxletextltd@gmail.com by mentioning their Folio No. / DP ID and Client ID No. However the duly completed Ballot Form Should reaches the scrutinizer, Mr. Kunjal Dalal C/o Wheel And Axle Textiles Limited, 820, Golden Point, Nr Telephone Exchange Begampura, Falsawadi, Ring Road, Surat 395003 not later than Thursday, August 4th (5.00 p.m.). Ballot Forms received after this date will be treated as invalid.
- e. The members who have casted their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- f. The Company has appointed Mr. Kunjal Dalal, Proprietor K. Dalal & Co., Practicing Company Secretaries, as Scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

- i) The voting period begins on 02/08/2016 at 09.00 a.m. and ends on 04/08/2016 at 05.00 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 29/07/2016 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.
- 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 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:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	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. <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).

- 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.

WHEEL AND AXLE TEXTILES LIMITED

- 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 Wheel and Axle Textiles Limited 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 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.
- 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. 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 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.
- xx) 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.

By Order of the Board of Directors
For Wheel and Axle Textiles Limited

Sd/-

Murlibhai Fatandas Sawlani

Chairman and Managing Director
(DIN : 00655536)

Place : Surat

Date : 09/06/2016