

WHEELS INDIA LIMITED



62nd ANNUAL REPORT 2020-2021



WHEELS INDIA LIMITED

Registered Office: No.21, Patullos Road, Chennai - 600 002

Website Address : www.wheelsindia.com

CIN : L35921TN1960PLC004175



62ND ANNUAL REPORT

- M.T.H ROAD, PADI, CHENNAI – 600 050
- NO.22 KM RAMPUR TANDA ROAD, POST - TANDA BADLI, DISTRICT - RAMPUR, UTTAR PRADESH – 244 925
- PLOT NO. C-1, MIDC, RANJANGAON GANPATI, KAREGAON VILLAGE, SHIRUR TALUK, PUNE DISTRICT, MAHARASHTRA – 412 220
- SINGAPERUMAL KOIL ROAD, PONDUR VILLAGE, SRIPERUMBUDUR, KANCHIPURAM DIST. – 602 105
- PLOT NO-56, SECTOR-11, I.I.E., PANTNAGAR, RUDRAPUR, DISTRICT - UDHAM SINGH NAGAR, UTTARAKHAND – 263 153
- PLOT NO. D-3, DEOLI GROWTH CENTRE, MIDC DEOLI, TALUKA DEOLI, DISTRICT WARDHA - 442 101
- 13/3, ARAKONAM ROAD, NAMACHIVAYAPURAM, THODUKADU VILLAGE & POST, TIRUVALLUR TALUK, TAMIL NADU – 602 105
- SURVEY NO. 281, PLOT NO. K-18/2, SIPCOT INDUSTRIAL PARK, PHASE - 2, MAMBAKKAM VILLAGE, SRIPERUMBUDUR, TAMIL NADU – 602 105
- SURVEY NO. 147/2B & 147/3, GST ROAD, PUKKATHURAI VILLAGE, MADURANTHAGAM TALUK, CHENGALPET DISTRICT, TAMIL NADU - 603 308
- PLOT NO A-4/1A PT.1 AND A-4/1B, SIPCOT INDUSTRIAL PARK, THERVOYKANDIGAI, GUMMIDIPOONDI TALUK, THIRUVALLUR, TAMIL NADU – 601 202
- NO.102, SUMANTHERABEDU VILLAGE, IRUNGATTUKOTAI, TAMIL NADU - 602 117

BANKERS

- STATE BANK OF INDIA
- STANDARD CHARTERED BANK
- HDFC BANK LIMITED
- PUNJAB NATIONAL BANK
- AXIS BANK LIMITED
- KOTAK MAHINDRA BANK
- THE FEDERAL BANK LIMITED

AUDITORS

- M/S. BRAHMAYYA & Co.,
CHARTERED ACCOUNTANTS, CHENNAI

STOCK EXCHANGE LISTING

- NATIONAL STOCK EXCHANGE OF INDIA LIMITED
MUMBAI

BOARD OF DIRECTORS

S RAM	Chairman
S VIJI	
SRIVATS RAM	Managing Director
S PRASAD	
AROON RAMAN	
R RAGHUTTAMA RAO	
SUMITHRA GOMATAM	
RISHIKESHA T KRISHNAN	

AUDIT COMMITTEE

S PRASAD	Chairman
S VIJI	
AROON RAMAN	
R RAGHUTTAMA RAO	

STAKEHOLDERS RELATIONSHIP COMMITTEE

S VIJI	Chairman
S RAM	
S PRASAD	

NOMINATION & REMUNERATION COMMITTEE

S PRASAD	Chairman
AROON RAMAN	
R RAGHUTTAMA RAO	

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

SRIVATS RAM	Chairman
S VIJI	
S PRASAD	
AROON RAMAN	

CHIEF FINANCIAL OFFICER

R RAGHUNATHAN

COMPANY SECRETARY

K V LAKSHMI

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Financial Summary - Last Ten Years

Rs. in Crores

	31.03.21**	31.03.20**	31.03.19**	31.03.18**	31.03.17**	31.03.16	31.03.15	31.03.14	31.03.13	31.03.12
Operating Results										
Total Revenue (Net off Excise duty)	2,215.55	2,438.72	3,188.84	2,469.51	2,176.06	1,989.10	1,982.54	1,825.16	1,927.34	2,079.83
Earnings before Interest Depreciation and Tax	143.03	176.33	240.63	200.55	188.91	174.36	152.75	149.55	153.64	165.98
Depreciation	80.63	70.20	70.21	67.05	63.92	60.45	54.14	55.34	53.59	50.47
Earnings before Finance costs and Tax	62.40	106.13	170.42	133.50	124.99	113.91	98.61	94.21	100.05	115.51
Finance costs*	52.68	61.53	62.00	44.54	48.16	57.58	59.07	55.35	55.50	61.35
Profit before tax before exceptional item	9.72	44.60	108.42	88.96	76.83	56.33	39.54	38.86	44.55	54.16
Exceptional Item	-	-	-	12.49	-	-	-	-	-	-
Profit before tax	9.72	44.60	108.42	101.45	76.83	56.33	39.54	38.86	44.55	54.16
Financial Position										
Equity Share capital	24.06	24.06	24.06	12.03	12.03	12.03	12.03	12.03	9.87	9.87
Reserves and Surplus	575.26	573.41	544.55	503.32	449.69	396.13	369.03	351.55	248.98	230.56
Shareholders' equity	599.32	597.47	568.61	515.35	461.72	408.16	381.06	363.58	258.85	240.43
Borrowings	609.18	574.80	452.88	358.57	369.07	386.13	389.23	331.66	419.57	387.68
Gross block (includes Capital Work-in-Progress)	1,645.99	1526.36	1320.35	1144.67	1186.12	1123.22	1054.67	989.07	922.93	816.68
Net block (includes Capital Work-in-Progress)	825.24	781.57	642.12	527.11	548.27	535.15	522.04	512.89	493.30	440.01
Dividend - Amount	2.41	13.60	19.25	18.05	15.64	10.83	9.03	9.01	7.99	9.87
Per equity Share (Rs.)										
Dividend Per Share***	1.00	5.65	8.00	15.00	13.00	9.00	7.50	8.20	8.10	10.00
Book Value Per Share***	249.05	248.28	236.29	428.31	383.73	339.22	316.70	302.17	262.27	243.61
Earnings Per Share***	2.80	22.49	31.45	29.82	48.51	33.24	24.72	27.06	30.61	34.80

* As per revised Schedule VI of Companies Act 1956 from March 31, 2011 and Schedules III of Companies Act, 2013 from March 31, 2015

** As per new Accounting Standards (Ind AS) applicable from the year ended March 31, 2017

*** Company issued 1:1 Bonus shares on August 13, 2018

Notice to the Shareholders

NOTICE is hereby given that the **Sixty Second Annual General Meeting** of the shareholders of the Company will be held on Wednesday, the **August 04, 2021** at **10.30 A.M.** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

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

"RESOLVED THAT the Audited Financial Statements, including the Consolidated Financial Statements, of the Company for the financial year ended March 31, 2021 and the Board's and Auditors' reports thereon, be and are hereby approved and adopted."

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

"RESOLVED THAT a dividend of Re.1.00 per share (10%) on the paid-up capital consisting of 2,40,64,558 equity shares, absorbing a sum of Rs.2.41 Crores, as recommended by the Board, be approved and the same is hereby declared payable for the year ended March 31, 2021 as Dividend."

SPECIAL BUSINESS:

3. 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 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force),

the remuneration of Rs.7,50,000/- (Rupees Seven Lakhs Fifty Thousand only) per annum (excluding taxes, as applicable and travel and reimbursement of out-of-pocket expenses), payable to the Cost Auditors, M/s. Geeyes and Co, Cost and Management Accountants (Firm Registration Number 00044) appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2022, be and is hereby ratified.

RESOLVED FURTHER THAT each of the Directors and the Company Secretary of the Company, be and are hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to the aforesaid Resolution."

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

"RESOLVED THAT Mr. S Viji (DIN:00139043), a Director retiring by rotation, being eligible for re-election, be and is hereby re-elected 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 a Special Resolution:

"RESOLVED THAT pursuant to the Regulation 17(6)(ca) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and disclosure Requirements) Regulations, 2015 including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force and other applicable provisions, if any, of the Companies Act, 2013 and pursuant to the approval of members of the Company at



the 57th Annual General Meeting, approval of the members of the Company be and are hereby accorded for payment of Commission to Mr. S Ram (DIN: 00018309), Non-Executive Director during the financial year ending March 31, 2022 exceeding fifty percent of the total remuneration that may be payable to all Non-executive Directors of the Company during the financial year ending March 31, 2022.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters as deemed necessary and expedient in this regard.”

Regd. Office:
No. 21, Patullos Road
Chennai - 600 002
May 21, 2021

By Order of the Board

K. V. Lakshmi
Company Secretary

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”), has vide their circulars dated, April 08, 2020, April 13, 2020, May 05, 2020 read with January 13, 2021 (collectively referred to as “MCA Circulars”) permitted to hold the Annual General Meeting (“AGM”) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) and the MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 in respect of special business to be transacted at the meeting under item no. 3 to 5 is annexed hereto.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. As the AGM is being held through VC / OAVM in accordance with the MCA circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or Body Corporate can attend the AGM through VC/OAVM and cast their votes through e-voting. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company.
5. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the

Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. The Register of Members and Share Transfer Books of the Company will remain closed from July 29, 2021 to August 04, 2021 (both days inclusive) for payment of dividend on equity shares.
8. The dividend, as recommended by the Board of Directors, if declared at the meeting, shall be paid to those members whose name(s) appear in the Register of Members of the Company as on July 28, 2021. In respect of shares held in electronic form, the dividend will be paid on the basis of beneficial ownership as per details furnished by the Depositories for this purpose.
9. Members holding shares in demat form are hereby informed that bank particulars registered against their accounts will be used by the Company for payment of Dividend. Changes in bank details are only to be advised to the Depository Participants by the Members. Members who are holding shares in physical

form and desirous of registering bank particulars or changing bank particulars already registered against their respective folios are requested to write to the Company or Registrar & Transfer Agents, M/s. Cameo Corporate Services Limited, "Subramanian Building", No.1, Club House Road, Chennai – 600 002.

10. Pursuant to the provisions of Section 124(5) and 125 of the Companies Act, 2013, as amended, dividends declared for the financial year ended 2013-14 from the date of declaration of dividend and thereafter, which remain unclaimed for a period of 7 years will be transferred to the Investor Education and Protection Fund of the Central Government (IEPF). Members who have not encashed the dividend warrant(s) so far for the above financial year or any subsequent financial year are requested to make their claim to the Shares Department of the Company at Padi, Chennai - 600 050. All shareholders are requested to claim their dividend on or before October 14, 2021, being the due date for transfer of unpaid / unclaimed dividend to IEPF.
11. Pursuant to the applicable provisions of the Companies Act, 2013 and IEPF Rules, all such shares in respect of which dividend has not been paid or claimed for seven consecutive years are required to be transferred to the Demat account of the IEPF authority.
12. Pursuant to the aforesaid provisions, during the year under review, the Company has, by way of corporate action, transferred 1,492 shares pertaining to the financial year 2012-13 to the Demat Account of the IEPF Authority maintained with NSDL, in respect of which dividend had remained unpaid / unclaimed for a consecutive period of seven years.

13. In compliance with the aforesaid provisions of the IEPF Rules, the Company had submitted the corporate action information form of NSDL to its Registrar and Transfer Agents for transfer / transmission of the aforesaid shares of the Company to the Demat Account of the IEPF Authority, which were subsequently transferred to the Demat Account of the IEPF Authority on execution of the corporate action by the RTA.
14. The members, whose unclaimed dividends / shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF 5 (as prescribed by MCA) available on the website of IEPF at www.iepf.gov.in and sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents to the Company for verification of the claim.
15. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended) and MCA Circulars, the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the AGM. In this regard, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
16. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting by way of VC/OAVM but shall not be entitled to cast their vote again. The details indicating the process and manner for voting by electronic means, the time, schedule including the time period during which the votes may be cast by remote e-voting, the details of the login ID, the process and manner for generating or receiving the password and for casting of vote in a secure manner are provided to the shareholders. The procedures and instructions for 'remote e-voting', 'attending the meeting through VC / OAVM' and 'e-voting at the meeting' are furnished as part of this Notice (Please refer page nos. 12 to 17).
17. The Board of Directors have appointed M/s. S Dhanapal & Associates, Practicing Company Secretaries, Chennai, as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. The Company has engaged the services of CDSL to provide e-voting facilities enabling the members to cast their vote in a secure manner. It may be noted that this e-voting facility is optional. The e-voting facility will be available at the link www.evotingindia.com during the e-voting period which would commence on August 01, 2021 (Sunday) at 9:00 A.M. (IST) and conclude on August 03, 2021 (Tuesday) at 5:00 P.M. (IST).
18. The Scrutinizer shall, immediately after the conclusion of the meeting, count the votes cast at the meeting and thereafter, unblock the votes cast through remote e-voting in presence of atleast two witnesses not in employment of

the Company. The Scrutinizer shall submit a Consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 48 hours after the conclusion of the Meeting. Thereafter, the Results of remote e-voting and e-voting during the 62nd AGM shall be declared by the Chairman or a person authorized by him in writing. The Results declared along with the Report of the Scrutinizer shall be placed on the Company's website at www.wheelsindia.com and also be displayed on the website of CDSL at www.evotingindia.com immediately after the results are declared and simultaneously communicated to the Stock Exchanges.

19. The shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **July 28, 2021** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder cannot change it subsequently.
20. 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 e-mail to helpdesk.evoting@cdslindia.com.
21. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
22. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. The members holding shares in electronic form are, therefore, requested to submit their PAN to their respective Depository Participants and for the members

holding shares in physical form can submit their PAN and Bank mandate to the Company / RTA.

23. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. Other documents referred to in the notice, if any, will be available for electronic inspection. The members seeking to inspect such documents can send e-mail to investorservices@wheelsindia.com.
24. In line with the Ministry of Corporate Affairs (MCA) Circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.wheelsindia.com. The Notice can also be accessed from the websites of the stock exchanges National Stock Exchange of India Limited at www.nseindia.com or www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the remote e-voting facility and e-voting system during the AGM) at www.evotingindia.com.
25. Pursuant to the Finance Act 2020, dividend income will be taxable at the hands of shareholders w.e.f. April 01, 2020. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof.

The Company is required to deduct tax at source from the dividend paid at the prescribed rates, if the dividend amount exceeds Rs.5,000/-. However, no tax shall be deducted on the dividend payable to a resident individual if the

total dividend to be received by them during Financial Year 2021-22 does not exceed Rs.5,000/- and also in cases where members provide Form 15G / Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Form 15G/ 15H can be downloaded from the weblink <https://investors.cameoindia.com> to avail the benefit and e-mail to investor@cameoindia.com by 11:59 P.M. IST on July 28, 2021. There is also provision to upload the 15G / 15H in the weblink viz., <https://investors.cameoindia.com> provided by the Company's Registrar and Share transfer agent.

For Non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess or as notified by the Government of India on the amount of dividend payable.

Non-resident shareholders can avail beneficial rates under the Tax Treaty between India and their country of residence, subject to providing necessary documents, i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the Tax Treaty benefits, by sending an email to investor@cameoindia.com. The aforesaid declarations and documents should be submitted by the shareholders by 11:59 P.M. IST on July 28, 2021

For any additional information, Members may refer to the "Communication on TDS on Dividend Distribution" available at the web link of the Company https://www.wheelsindia.com/pdf/communication_on_tax_deduction_2021.pdf

Any clarification required in this regard, you may contact Ms. Komalavalli R, Senior Manager, Cameo Corporate Services Limited (Ph. No. 044-28460395). No communication would be accepted from Members after July 28, 2021 regarding the tax withholding matters.

26. In compliance with the MCA Circulars, the Annual Report 2020-21 including, the Notice of the 62nd AGM and instructions to shareholders for e-voting / attending meeting through VC / OAVM are being sent only through electronic mode to those members whose email addresses are registered with the Company / depositories.
27. Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker and send their request mentioning their name, demat account number / folio number, e-mail ID, mobile number to investorservices@wheelsindia.com from **July 15, 2021, 9:00 A.M. (IST) to July 19, 2021, 05:00 P.M. (IST)** only. The shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.