

**WHEELS INDIA LIMITED**



**63<sup>rd</sup> ANNUAL REPORT 2021-2022**



# WHEELS INDIA LIMITED

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

Website Address : [www.wheelsindia.com](http://www.wheelsindia.com)

CIN : L35921TN1960PLC004175



## 63<sup>RD</sup> 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
- SURVEY NO. 13/2 & 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-6/2, PART C2, C3, C5 & C6, 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	

### RISK MANAGEMENT COMMITTEE

R RAGHUTTAMA RAO	Chairman
SRIVATS RAM	
S PRASAD	
SUMITHRA GOMATAM	
SHRIRAM VIJAYARAGHAVAN	

### CHIEF FINANCIAL OFFICER

R RAGHUNATHAN

### COMPANY SECRETARY

K V LAKSHMI

CONTENTS	PAGE
Financial Summary	3
Notice to the Shareholders	4
Directors' Report	21
Form AOC 1	33
Details of Deposit, Nomination and Remuneration Policy	34
Annual Report on CSR Activities	37
Disclosure on Remuneration	40
Report on Corporate Governance	41
Secretarial Audit Report	57
Conservation of Energy, Tech. Absorption	65
Business Responsibility Report	66
Independent Auditor's Report on the Financial Statements	76
Balance Sheet	88
Profit & Loss Statement	89
Statement of changes in Equity	90
Notes on Accounts	91
Cash Flow Statement	123
<b>Consolidated Financial Statements</b>	
Independent Auditor's Report	127
Balance Sheet	136
Statement of Profit and Loss	137
Statement of Changes in Equity	138
Notes on Accounts	139
Cash Flow Statement	175



## Financial Summary - Last Ten Years

Rs. in Crores

	31.03.22	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
<b>Operating Results</b>										
Total Revenue	3701.07	2,215.94	2,438.72	3,188.84	2,469.51	2,176.06	1,989.10	1,982.54	1,825.16	1,927.34
Earnings before Interest Depreciation and Tax	264.63	143.03	176.33	240.63	200.55	188.91	174.36	152.75	149.55	153.64
Depreciation	95.02	80.63	70.20	70.21	67.05	63.92	60.45	54.14	55.34	53.59
Earnings before Finance costs and Tax	169.61	62.40	106.13	170.42	133.50	124.99	113.91	98.61	94.21	100.05
Finance costs	63.10	52.68	61.53	62.00	44.54	48.16	57.58	59.07	55.35	55.50
Profit before tax before exceptional item	106.51	9.72	44.60	108.42	88.96	76.83	56.33	39.54	38.86	44.55
Exceptional Item	-	-	-	-	12.49	-	-	-	-	-
Profit before tax	106.51	9.72	44.60	108.42	101.45	76.83	56.33	39.54	38.86	44.55
<b>Financial Position</b>										
Equity Share capital	24.06	24.06	24.06	24.06	12.03	12.03	12.03	12.03	12.03	9.87
Reserves and Surplus	651.05	575.26	573.41	544.55	503.32	449.69	396.13	369.03	351.55	248.98
Shareholders' equity	675.11	599.32	597.47	568.61	515.35	461.72	408.16	381.06	363.58	258.85
Borrowings	811.06	609.18	574.80	452.88	358.57	369.07	386.13	389.23	331.66	419.57
Gross block (includes Capital Work-in-Progress)	1748.61	1645.99	1526.36	1320.35	1144.67	1186.12	1123.22	1054.67	989.07	922.93
Net block (includes Capital Work-in-Progress)	857.67	825.24	781.57	642.12	527.11	548.27	535.15	522.04	512.89	493.30
Dividend - Amount	19.97	2.41	13.60	19.25	18.05	15.64	10.83	9.03	9.01	7.99
<b>Per equity Share (Rs.)</b>										
Dividend Per Share**	8.30	1.00	5.65	8.00	15.00	13.00	9.00	7.50	8.20	8.10
Book Value Per Share**	280.54	249.05	248.28	236.29	428.31	383.73	339.22	316.70	302.17	262.27
Earnings Per Share**	33.16	2.80	22.49	31.45	29.82	48.51	33.23	24.72	27.06	30.61

\* As per new Accounting Standards (Ind AS) applicable from the year ended 31.03.2017

\*\* Company issued 1:1 Bonus shares on 13.08.2018

## Notice to the Shareholders

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**NOTICE** is hereby given that the **Sixty Third Annual General Meeting** of the shareholders of the Company will be held on Wednesday, the **July 13, 2022** at **10:15 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, 2022 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 Rs. 8.30 per share (83%) on the paid-up capital consisting of 2,40,64,558 equity shares, absorbing a sum of Rs. 19.97 crores, as recommended by the Board, be approved and the same be and is hereby declared payable for the year ended March 31, 2022."

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 Sections 139, 142 and other applicable provisions, if any, 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), M/s. Brahmayya & Co. Chartered

Accountants (Firm Registration No.: 000511S), be and is hereby re-appointed as the Statutory Auditor of the Company to hold office for a second term of five years from the conclusion of 63<sup>rd</sup> Annual General Meeting (AGM 2022) till the conclusion of 68<sup>th</sup> Annual General Meeting (AGM 2027).

**RESOLVED FURTHER THAT** the said Statutory Auditor be paid a remuneration of Rs. 43,00,000 (Rupees forty three lakhs only) for conducting the statutory audit for the financial year 2022-23 (excluding applicable taxes and reimbursement of out of pocket expenses) and thereafter at such remuneration as may be approved by the Board of Directors based on the recommendations of the Audit Committee in this regard".

### 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** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), a remuneration of Rs. 7,50,000/- (Rupees Seven lakhs and fifty thousand only) per annum (excluding applicable taxes and reimbursement of out-of-pocket expenses) payable to M/s. Geeyes & Co., Cost and Management Accountants (Firm Registration Number 00044) Cost Auditor, 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, 2023, be and is hereby ratified.

**RESOLVED FURTHER THAT** Mr. Srivats Ram, Managing Director and Ms. K V Lakshmi, Company Secretary 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.”

5. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** in accordance with the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“Listing Regulations”) including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted hereinafter, and all other applicable laws, rules, regulations and guidelines, if any, and subject to necessary approvals from the stock exchanges where the equity shares of the Company are listed (“Stock Exchanges”) and statutory authorities as may be necessary, and in pursuant to the letter dated May 12, 2022 received from M/s. T. V. Sundram Iyengar & Sons Private Limited (“TVSS”) a member of the ‘Promoter and Promoter Group’ of the Company (as defined under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018) and taken on record by the Board of Directors at their meeting held on May 20, 2022 of the Company (“Board”), the consent of the members of the Company be and is hereby accorded to reclassify TVSS from ‘Promoter and Promoter Group category’ to the ‘Public category’ of the Company.

**RESOLVED FURTHER THAT** on receiving an approval of the Stock Exchanges for re-classification of TVSS’s status, the Company

shall effect such re-classification in the ‘Statement of Shareholding Pattern’ from the immediately succeeding quarter in accordance with Regulation 31 of the Listing Regulations and will ensure necessary compliance with all applicable provisions of law.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the said resolution, Mr. Srivats Ram, Managing Director and Ms. K V Lakshmi, Company Secretary be and are hereby severally authorised to take all such actions including actions required to receive approval of the Stock Exchanges and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary to effect the above resolution.

**RESOLVED FURTHER THAT** all actions taken or required to be taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolution are hereby approved, ratified, and confirmed in all respects.

**RESOLVED FURTHER THAT** Ms. K V Lakshmi, Company Secretary be and is hereby authorized to issue a certified true copy of the aforesaid resolution wherever necessary.”

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

“**RESOLVED THAT** Mr. S Ram (DIN:00018309), 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.”

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

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**“RESOLVED THAT** pursuant to the Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the members hereby accord its approval for the continuance of Mr. S Prasad (DIN: 00063667), Independent Director on the Board of the Company till the completion of his second term of reappointment.

8. 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 57<sup>th</sup> 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, 2023 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, 2023.

**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 20, 2022

By Order of the Board  
  
**K V Lakshmi**  
**Company Secretary**

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## 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, January 13, 2021 read with May 05, 2022 (collectively referred to as “MCA Circulars”) permitted to holding 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. 4 to 8 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 07, 2022 to July 13, 2022 (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 06, 2022. 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 2014-15 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 September 18, 2022, being the due date for



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- 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 402 shares pertaining to the financial year 2013-14 (final dividend) 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.
  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](http://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. 15 to 20).
  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. The e-voting facility will be available at

- www.evotingindia.com. The e-voting period would commence on July 10, 2022 (Sunday) 9:00 A.M. (IST) and conclude on July 12, 2022 (Tuesday) 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 two days after the conclusion of the Meeting. Thereafter, the Results of remote e-voting and e-voting during the 63<sup>rd</sup> 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](http://www.wheelsindia.com) and also be displayed on the website of CDSL at [www.evotingindia.com](http://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 06, 2022 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](http://www.evotingindia.com), under help section or write an e-mail to [helpdesk.evoting@cdslindia.com](mailto: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 mail to [investorservices@wheelsindia.com](mailto: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](http://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](http://www.nseindia.com) or [www.bseindia.com](http://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](http://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