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WHEELS INDIA LIMITED

Corporate Identity Number : L35921TN1960PLC004175

Registered Office :
21, Patullas Road, Chennai - 600 002.

Factory :
Padi, Chennai - 600 050.

30.07.2020

To,
The Manager
Listing Department,
National Stock Exchange of India Limited
"Exchange Plaza", C-1, Block G
Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051.

To,
BSE Limited
The Corporate Relationship Department
1st Floor New Trading Wing, Rotunda Building
Phiroze Jeejeebhoy Towers, Dalal Street
Mumbai - 400 001

Scrip Code: WHEELS

Scrip Code: 590073

Dear Sir,

Sub: Proceedings of 61st Annual General Meeting of the Company and Chairman's Speech

The 61st Annual General Meeting (AGM) of the Wheels India Limited was held through video conferencing on Thursday, the 30th day of July, 2020 at 10.00 a.m. and the entire business mentioned in the Notice were transacted.

In this regard, please find enclosed the following:

1. Summary of proceedings of AGM as required under Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**Annexure-I**);
2. Chairman's Speech (**Annexure-II**).

Kindly take into your record, and disseminate on your website.

Thanking you,

Yours faithfully,

For WHEELS INDIA LIMITED

K.V. Lakshmi

K V Lakshmi
Company Secretary & Compliance Officer

Encl.: As above

EXTRACT OF THE PROCEEDINGS OF THE SIXTY FIRST ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF WHEELS INDIA LIMITED, CHENNAI, HELD THROUGH VIDEO CONFERENCING (VC), ON THURSDAY, JULY 30, 2020 AT 10.00 AM

Commencement Time : 10.00 A.M

Conclusion Time : 10.42 A.M

PRESENT:

MEMBERS* - 53

PROXIES - Nil

*includes Directors and Key Management Personnel who were present in person at a central location

PRESENT: BOARD OF DIRECTORS:

| | |
|--------------------------|-------------------|
| Mr. S Ram | Chairman |
| Mr. Srivats Ram | Managing Director |
| Mr. S Viji | Director |
| Mr. S Prasad | Director |
| Mr. Aroon Raman | Director |
| Mr. R Raghuttama Rao | Director |
| Ms. Sumithra Gomatam | Director |
| Mr. Rishiksha T Krishnan | Director |

STATUTORY AUDITORS

Mr. Ravishankar and Mr. Babu Partners, M/s. Brahmayya & Co, Chartered Accountants, Chennai, Statutory Auditors

SECRETARIAL AUDITORS & SCRUTINIZER FOR THE REMOTE E VOTING/ POLL

Mr. S Dhanapal, Partner, S Dhanapal & Associates, Practicing Company Secretaries
Scrutinizer Mr. N Ramanathan, Partner S Dhanapal & Associates, Practicing Company Secretaries.

IN ATTENDANCE:

Mr. R. Raghunathan, Chief Financial Officer; Ms. K V Lakshmi, Company Secretary.

Mr. S Ram, Chairman occupied the Chair and called the Meeting to order.

With the permission of the members, notice of the meeting was taken as read.

The Secretary informed the shareholders that the Auditors' Report on the accounts for the year ended 31st March 2020, being an unqualified one (clean report), was not required to be read out at the Annual General Meeting as per the provisions of Section 145 of the Companies Act, 2013.

CHAIRMAN'S SPEECH

The Chairman then made his address to the members.



After delivering his speech, Chairman informed the shareholders that in accordance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had offered the facility of remote e-voting and e-voting at the meeting to the shareholders.

Chairman advised the shareholders that they could seek clarifications, if any, on the audited accounts and on all other subjects, as well.

The queries raised by the members at the meeting, as well as through e-mail, were replied by Mr. Srivats Ram, Managing Director.

Chairman announced that those members who had not exercised their votes through remote e-voting could do so through e-voting upto the conclusion of the meeting.

Ordinary Business:

1. Adopt the Audited Financial Statements of the Company including the Consolidated Financial Statements, for the year ended 31st March 2020, and the reports of the Directors' and Auditors' thereon.
2. Record and confirm the interim dividend paid and declare final dividend for the year ended 31st March 2020.

Special Business:

3. Payment of Remuneration to Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March 2021.
4. Appointment of Mr. Rishikesh T Krishnan (DIN 00064067) as an Independent Director.
5. To approve payment of minimum remuneration to Mr. Srivats Ram, Managing Director in the event of loss or inadequacy of profits during any financial year commencing from 1st April 2020.
6. Reappoint Mr. S Ram (DIN: 00018309) as Director liable to retire by rotation and approve his continuation on the Board.
7. Approve continuation of Mr. S Viji (DIN 00139043) as Non-Executive Director.
8. Approve the payment of commission to Mr. S Ram (DIN 00018309), Chairman (Non-Executive) of the Company pursuant to SEBI (LODR) Regulations, 2015 as amended.

Chairman informed the members that the details of the consolidated voting results as furnished by M/s. S Dhanapal & Associates, Practicing Company Secretaries, Scrutinizer, would be uploaded on the website of the Company, within 48 hours from the conclusion of the Annual General Meeting and also would be sent to the Stock Exchanges where the equity shares of the Company are listed.

After a vote of thanks by a shareholder, the Chairman declared the meeting as closed.



Wheels India 61st AGM Chairman's Speech

Ladies & Gentlemen,

I welcome you all to the 61st Annual General Body Meeting of Wheels India Ltd. The company's annual report and audited accounts for the year ended 31st March 2020 have been with you for some time now, and with your permission, I shall take them as read.

We are convening this AGM at a most extraordinary time when the global pandemic (COVID-19) has struck our country. This most contagious virus originating in China has spread to Europe, Asia, North and South America, and is spreading in our country from Metro cities to smaller cities. This epidemic is not only causing distress to the people and their families but is also affecting the economy in a most disruptive way.

In the last year, the global economy slowed to its slowest growth (2.9%) since the global financial crisis. The IMF estimates that in the wake of the pandemic, that the growth of the global economy in the coming year will be -4.9%.

The Indian economy maintained a reasonable rate of growth over the last decade. In the last financial year, the Indian economy slowed in every successive quarter to end the year with a growth of 4.2%, amongst the lowest in recent decades. The government in the latter part of the last financial year, to bolster the slowing economy, slashed the effective corporate tax rate to 25.17%. Your Company has adopted the new tax rate in the last financial year.

In the coming year, the effect of the pandemic in the country will weigh on economic prospects. This year, the economic growth is expected to be -3 to -5%, core industries of coal, steel, power and petroleum products having been substantially in the negative. The lockdown restrictions imposed by the central and state governments to limit and delay the spread of the virus, affected the movement of people, functioning of offices, factories, public transport in almost all states with its effect on economic activity and anxiety in the minds of people about their well being. While the government has started the process of easing supply lines for production and distribution, demand for most non-essential goods has slumped. It seems to be not only about monetary easing and money alone but uncertainty in the minds of consumers. It may take till a credible vaccine is developed and made available to all for normalcy to return.

One silver lining in all this is how the Farm Sector has performed so far. The village and farms in rural areas have not been affected. With good monsoon rains and government support through higher prices and timely purchase by the Food Corporation of India, the agricultural sector is expected to grow. After the decline in this segment last year, these factors will auger well for the agricultural tractor sector, to whom we are a major supplier of wheels.



The construction and mining equipment industries globally saw a decline in their markets along with the decline in the global economy last year. This segment has been further affected by the lockdown and its prospects would depend on the extent of infrastructure spend by governments in the coming year.

The passenger car market saw a decline for the first time in decades in the last financial year and has been severely affected by the lockdown and prospects in the coming year. However, it is expected that the market demand could shift to small cars and utility vehicles in the coming year.

The new initiatives made in the supply of welded and machined parts for the wind energy sector, mostly to international companies; and supply of bogie frames to the Indian Railways saw significant growth in the last financial year. The demand for these products should revive post lockdown in the latter part of the coming year.

In the CV segment, the excess capacity created in the last 2-3 years, the axle load rating changes and a declining economy resulted in excess capacity, affecting viability of truck operators faced with higher diesel costs, causing a severe decline in this segment in the last year. The demand in this year has been further affected by declining growth and the lockdown. It is expected that demand for small commercial vehicles could improve post lockdown. The demand for tippers would depend on implementation of infrastructure projects by the government. The demand for buses will only improve once public transportation resumes in and between the cities.

The financial year will be a difficult one due to declining economies in India and overseas. However, taking a longer term view, we have invested in a cast aluminium wheel factory that will start exports to the US market from September. The demand for our forged aluminium wheels in international markets is expected to improve in the coming year.

I would like to highlight to shareholders that Titan Europe has exited from Wheels India primarily for financial compulsions. Your Company has built capabilities and will be able to manage its markets adequately in their absence.

The coming year will be a most difficult year for your Company, with the lockdown and declining economy, dimming our prospects. Despite our current situation, the Directors have proposed a final dividend of Rs 2.65 per share. This will mean that the total dividend will amount to Rs 5.65 per share.

At this time, I, on behalf of the Board would like to place on record our appreciation for the hard work and dedication of managers and executives of the company, and the co-operation we have got from staff and workers, to tide through these difficult times. I would also like to thank the banks, customers and shareholders for their support.

