

## Notice to the Shareholders

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NOTICE is hereby given that the Sixtieth Annual General Meeting of the Shareholders of the Company will be held on Tuesday, August 13, 2019, at 10.30 A.M. at "The Music Academy", 168 (Old No. 306), T T K Road, Chennai 600014, 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 31<sup>st</sup> March, 2019 and the Board's and Auditor's 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** an Interim Dividend of Rs. 3.25/- (32.5%) per equity share of Rs.10/- each, already paid on the paid-up capital of the Company amounting to Rs. 7,82,09,813.50 be and is hereby confirmed and recorded.

**RESOLVED FURTHER THAT**, as recommended by the Board, a Final dividend of Rs. 4.75/- per share (47.5%) on the paid-up capital consisting of 2,40,64,558 equity shares, absorbing Rs. 11,43,06,650.50, be approved and the same is hereby declared payable for the year ended 31<sup>st</sup> March, 2019 as Final Dividend."

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

### 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 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.7,00,000/- (Rupees Seven lakhs 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 31<sup>st</sup> March 2020, 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."

5. To consider and if thought fit, to pass with or without modifications, the following resolution as a Special resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. S Prasad (DIN 00063667), Independent Director, whose first term of office as Independent Director of the Company is coming to a close on 7<sup>th</sup> September 2019, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation for a further term of five (5) consecutive years from the date of expiry of present term of office."

6. To consider and if thought fit, to pass with or without modifications, the following resolution as a Special resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the



applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Aroon Raman (DIN 00201205), Independent Director, whose first term of office as Independent Director of the Company is coming to a close on 7<sup>th</sup> September 2019, be and is hereby re-appointed as an Independent Director of the Company, for a further term of five (5) consecutive years from the date of expiry of present term of office, not liable to retire by rotation.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. R Raghuttama Rao (DIN 00146230), who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective November 13, 2018 and who holds office till the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. R Raghuttama Rao (DIN 00146230), as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of five (5) consecutive years with effect from November 13, 2018, not liable to retire by rotation.

**RESOLVED FURTHER THAT** Mr. Srivats Ram, Managing Director, Mr. R Raghunathan, Chief Financial Officer, and Ms. K V Lakshmi, Company Secretary, be and are hereby severally authorized to file forms, returns, and memorandum of information

in respect of the above with the Registrar of Companies and other authorities concerned and to do all such acts, deeds and things, as may be required, considered necessary and incidental.”

8. 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 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Ms. Sumithra Gomatam (DIN 07262602), who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective April 24, 2019 and who holds office till the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Ms. Sumithra Gomatam, (DIN 07262702), as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of five (5) years with effect from April 24, 2019 and the term shall not be subject to retirement by rotation;

**RESOLVED FURTHER THAT** Mr. Srivats Ram, Managing Director Mr. R Raghunathan, Chief Financial Officer, and Ms. K V Lakshmi, Company Secretary, be and are severally authorized to file forms, returns, and memorandum of information in respect of the above with the Registrar of Companies and other authorities concerned and to do all such acts, deeds and things, as may be required, considered necessary and incidental.”

9. 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 statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable provisions, if any, of the Companies Act, 2013, approval of the Members of the Company be and is hereby accorded for payment of Commission to Mr. S Ram (DIN 00018309), Chairman (Non-Executive) during the financial year ending March 31, 2020 exceeding fifty percent of the total remuneration that may be payable to all Non executive Directors of the Company during the financial year 2020.

**RESOLVED FURTHER THAT** Mr. Srivats Ram, Managing Director Mr. R Raghunathan, Chief Financial Officer, and Ms. K V Lakshmi, Company Secretary, be and are severally authorized to file forms, returns, and memorandum of information in respect of the above with the Registrar of Companies and other authorities concerned and to do all such acts, deeds and things, as may be required, considered necessary and incidental.”

Regd. Office:  
21, Patullos Road  
Chennai - 600 002  
Date: 29.5.2019

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

#### NOTES:

1. 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 9 is annexed hereto.
2. A Member entitled to attend and vote at the Annual General Meeting (Meeting) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the Proxy need not be a member of the Company. For appointment of a proxy to be effective, the proxy form (enclosed) shall be duly filled, stamped, executed and lodged with the Registered Office of the Company at least 48 hours before the time fixed for the commencement of the Meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty 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 proxy and such person shall not act as proxy for any other person or shareholder.
4. Corporate Members intending to send their authorised representative to attend the Meeting are requested to send to the Company a certified copy of the board resolution (together with the respective specimen signature), pursuant to Section 113 of the Companies Act, 2013, authorising their representative to attend and vote on their behalf at the meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 07.08.2019 to 13.08.2019 (both days inclusive) for payment of final dividend on equity shares.
6. Final 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 06.08.2019 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.
7. 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”, 1 Club House Road, Chennai - 600002.
8. Pursuant to the provisions of Section 124(5) and 125 of the Companies Act, 2013, as amended, dividends declared for the financial year ended 2011-12 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 (IEPF) of the Central Government. 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 Share Department of the Company at Padi, Chennai - 600 050. All shareholders are requested to claim the dividend.
9. 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.
  10. Members who have not encashed their dividend warrant(s) for any one or more of the financial year ended on 31<sup>st</sup> March, 2012 are requested to immediately make their claims to the Company or its RTA for the same. The due dates for transfer of the aforesaid unpaid/unclaimed dividend to IEPF is September 18, 2019.
  11. Pursuant to the aforesaid provisions, during the year under review, the Company has transferred 444 shares pertaining to the Financial Year 2010-11 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.
  12. 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.
  13. Members are informed that once the unpaid/unclaimed dividend or the shares are transferred to IEPF, the same may be claimed by the Members from the IEPF Authority by making an application in prescribed Form IEPF-5 online 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 Registered Office of the Company for verification of the claim.
  14. The IEPF Rules and the application form (Form IEPF-5), as prescribed by the MCA for claiming back of the shares/ dividend, are available on the website of the Company [www.wheelsindia.com](http://www.wheelsindia.com) as well as website of IEPF at [www.iepf.gov.in](http://www.iepf.gov.in).
  15. In accordance with provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, remote e-voting facility have been provided to the members. The facility for voting either through electronic voting system or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. Members intending to vote at the venue are requested to bring their photo identity card. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Tuesday the 6<sup>th</sup> August 2019 being the cut-off date, are entitled to vote on the Resolutions set forth in the Notice. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
  16. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting 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.
  17. The Board of Directors has appointed M/s S Dhanapal & Associates, Practising 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 "Central Depository Services (India) Limited" (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](http://www.evotingindia.com) during the following voting

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period: The e-voting period would commence on 10.08.2019 (Saturday) 9.00 A.M (IST) and ends on 12.08.2019 (Monday) 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 voting at the Meeting venue 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 ([www.wheelsindia.com](http://www.wheelsindia.com)) and also be displayed on the website of CDSL ([www.evotingindia.com](http://www.evotingindia.com)) immediately after the results are declared and simultaneously communicated to the Stock Exchanges.
19. Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 6, 2019 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 email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
21. The route map for the venue of the AGM, procedure and instructions for e-voting is furnished in this notice as a separate annexure. The scrutinizer will submit his report to the Company after completion of the scrutiny and the result of the e-voting will be announced by the Company on its website: [www.wheelsindia.com](http://www.wheelsindia.com) within 48 hours from the conclusion of the Annual General meeting.
22. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their respective Depository Participants. 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 Directors are interested, maintained under Section 189 of the Act read with Rules made thereunder will be available for inspection by the Members at the Meeting.
24. With the aim of curbing fraud and manipulation risk in physical transfer of securities, we urge the shareholders holding shares in physical form to opt for dematerialization.

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## Annexure to the Notice

### EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

#### SPECIAL BUSINESS

##### Item No 4

The Board, on the recommendations of the Audit Committee, has approved the appointment of the Cost Auditors, M/s. Geeyes & Co, Cost and Management Accountants, at a remuneration of Rs.7,00,000/- (Rupees Seven lakhs only) per annum plus travel and reimbursement of out of pocket expenses, at actuals, to conduct the audit of the cost records of the Company for

the financial year ending 31<sup>st</sup> March, 2020.

In accordance with the provisions of the Section 148 of the Companies Act 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing the resolution as set out in the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2020.



The Board recommends the resolution set forth in the Notice for the approval of the Members.

The ordinary resolution as set out under Item No. 4 of the Notice is accordingly submitted to the members for consideration.

None of the Directors / Key Managerial Personnel/ their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

#### **Item No 5 & 6**

Mr. S. Prasad (DIN 00063667) and Mr. Aroon Raman (DIN 00201205) were appointed as Independent Directors of the Company w.e.f. 8<sup>th</sup> September 2014 approved by the shareholders at the Annual General Meeting held on 8<sup>th</sup> September 2014 for a period of five years from 8<sup>th</sup> September 2014 till 7<sup>th</sup> September 2019, in accordance with the provisions of Section 149 (10) of the Companies Act, 2013, (the Act).

Mr. S Prasad (DIN 00063667) and Mr. Aroon Raman (DIN 00201205) fulfil the eligibility criteria laid down for Independent Directors under the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, after consideration of the evaluation of their performance by the Nomination and Remuneration Committee and the Board of Directors, the Board has thought it fit to re-appoint them as Independent Directors for a further term of five (5) consecutive years from the date of expiry of their present term of office, subject to approval of the shareholders, in accordance with the provisions of Section 149 (10) of the Act.

Copies of the draft letters of reappointment of the Independent Directors, setting out the terms and conditions, would be available for inspection, without any fee, by the members at the Registered Office of the Company during normal business hours (9.00 A.M. to 5.30 P.M.) on any working day.

The Board considers that their reappointment would be of immense benefit to the Company and it is desirable to avail their services as Independent Directors for a further period of five (5) years.

Accordingly, the Board recommends the resolutions in relation to appointment of Independent Directors, for approval by the shareholders of the Company.

The special resolution as set out under Item No. 5 & 6 of the Notice is accordingly submitted to the members for consideration.

Except Mr. S Prasad and Mr. Aroon Raman, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the respective resolutions

#### **Item No. 7**

The members are informed that Mr. Raghuttama Rao (DIN 00146230) has been appointed as Additional Director in the capacity of Non-executive and Independent Director on the Board of Company on 13<sup>th</sup> November 2018 and he holds office upto the ensuing Annual General Meeting of the Company. He is a member of the Nomination and Remuneration Committee and also a member of Audit Committee of the Board of Directors of the Company. The Nomination & Remuneration Committee at their meeting held on 30<sup>th</sup> October 2018 & Board of Directors at its meeting held on 13<sup>th</sup> November 2018 has recommended his appointment for approval of the shareholders.

The Company has received a notice under Section 160 of the Companies Act, 2013 (“the Act”) from a member proposing his candidature for the office of Independent Director of the Company. Mr. Raghuttama Rao (DIN 00146230 ) is not disqualified from being appointed as a Director in terms of Section 164 of the Act. He has given his consent to act as a Director and a declaration to the effect that he meets the criteria of Independence as provided in Section 149(6) of the Act.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Raghuttama Rao is appointed as an Independent Director and the Board recommends the resolution for approval of the members.

Copy of the draft letter for appointment of Mr. Raghuttama Rao as an Independent Director setting out the terms and

conditions of his appointment is available for inspection by members at the Registered Office of the Company. Further, Mr. R Raghuttama Rao is not drawing any remuneration from this Company except the sitting fees for attending the meeting of the Board.

The ordinary resolution as set out under Item No. 7 of the Notice is accordingly submitted to the members for consideration.

Except Mr. R Raghuttama Rao, none of the other Directors, Manager, Key Managerial Personnel(s) and their relatives are concerned or interested in the above resolution.

#### **Item No. 8**

The members are informed that Ms. Sumithra Gomatam (DIN 07262602) has been appointed as Additional Director in the capacity of Non-executive and Independent Director on the Board of Company on 24<sup>th</sup> April 2019 and she holds office upto the ensuing Annual General Meeting of the Company. The Nomination & Remuneration Committee at their meeting held on 22<sup>nd</sup> March 2019 and the Board of Directors at its meeting held on 24<sup>th</sup> April 2019 has recommended her appointment for approval of the shareholders.

The Company has received a notice under Section 160 of the Companies Act, 2013 ("the Act") from a member proposing her candidature for the office of Independent Director of the Company. Ms. Sumithra Gomatam (DIN 07262602) is not disqualified from being appointed as a Director in terms of Section 164 of the Act. She has given her consent to act as a Director and a declaration to the effect that she meets the criteria of Independence as provided in Section 149(6) of the Act.

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Ms. Sumithra Gomatam (DIN 07262602) is appointed as an Independent Director and the Board recommends the resolution for approval of the members.

Copy of the draft letter for appointment of Ms. Sumithra Gomatam as an Independent Director setting out the terms and conditions of her appointment is available for inspection by members at the Registered Office

of the Company. Further, Ms. Sumithra Gomatam (DIN 07262602) is not drawing any remuneration from this Company except the sitting fees for attending the meeting of the Board.

The ordinary resolution as set out under Item No. 8 of the Notice is accordingly submitted to the members for consideration.

Except Ms. Sumithra Gomatam, none of the other Directors, Manager, Key Managerial Personnel(s) and their relatives are concerned or interested in the above resolution.

#### **Item No 9**

The payment of commission to Mr. S Ram, Chairman (Non-Executive) was approved by the Shareholders at their 57<sup>th</sup> Annual General meeting.

Pursuant to 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) therefore for the time being in force), the Board is of the view that the commission payable to Mr. S Ram, Chairman (Non Executive) during the financial year ending March 2020 may exceed fifty percent of the total remuneration payable to all non executive Directors of the Company and thus it is necessary to take approval of shareholders by way of special resolution.

The special resolution as set out under Item No. 9 of the Notice is accordingly submitted to the members for consideration.

Except Mr. S Ram, Mr. S Viji and Mr. Srivats Ram, none of the other Directors and Key Managerial Personnel of the Company or their relatives is in anyway concerned or interested, financially or otherwise, in the Resolution.

Regd. Office:

21, Patullos Road  
Chennai - 600 002

Date : 29.5.2019

By Order of the Board  
**K. V. Lakshmi**

Company Secretary



**As per the requirements of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard - 2 as issued by the Institute of Company Secretaries of India, a statement containing the requisite details of the concerned Directors is given below:**

<b>Name</b>	<b>Mr. S. Viji</b>	<b>Mr. S. Prasad</b>	<b>Mr. Aroon Raman</b>
DIN	00139043	00063667	00201205
Date of Birth	07.06.1946	30.05.1948	21.03.1960
Age	72 years	70 years	59 years
Profile	Mr. S. Viji holds Bachelor's degree in commerce from University of Madras, Master's degree in Commerce from the University of Michigan and member of ICAI. He has over four decades of experience in financial services and automotive industry.	Mr. S. Prasad is a Member of ICAI. He has ten years of experience in industry as finance professional and 37 years as a practicing Chartered Accountant.	Mr. Aroon Raman holds Master's degree in Economics from Jawaharlal Nehru University, New Delhi and Master's degree in Business administration from Wharton school, University of Pennsylvania. He has three decades of experience in manufacturing and marketing.
Qualification			
Experience and Expertise in specific functional area			
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid.	Mr. S Viji being retiring Director, being eligible offer himself for reappointment	Re-appointment for another term of five (5) consecutive years from the date of expiry of present term of office.	Re-appointment for another term of five (5) consecutive years from the date of expiry of present term of office.
Remuneration last drawn by such person, if applicable	Entitled to get sitting fees only	Entitled to get sitting fees only	Entitled to get sitting fees only
Date of first appointment on the Board	July 31, 1986	March 22, 2004	April 15, 2011
Membership/Chairmanship of Committees of the Board of Directors of the Company	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report
Other directorships and membership/chairmanship of committees of other boards (Only Public Company) and (Audit Committee & Stakeholders Relationship Committee)	<p><b>(A) Other directorship:</b></p> <ol style="list-style-type: none"> <li>Sundaram Finance Limited</li> <li>Sundaram BNP Paribas Home Finance Ltd.</li> <li>Royal Sundaram General Insurance Co. Ltd.</li> <li>Sundaram Trustee Company Ltd</li> </ol> <p><b>(B) Chairmanship of committee of other Board:</b></p> <p>Nil.</p> <p><b>(C) Membership of committee of other Board:</b></p> <p>Nil</p>	<p><b>(A) Other Directorship:</b></p> <ol style="list-style-type: none"> <li>India Motor Parts and Accessories Ltd.</li> <li>Sundaram Finance Holding Ltd.</li> <li>Royal Sundaram General Insurance Ltd</li> <li>Sundaram Finance Ltd</li> <li>Wil Cars Wheels Ltd.</li> </ol> <p><b>(B) Chairmanship of Committee of Other Board:</b></p> <ol style="list-style-type: none"> <li>Audit Committee-India Motor Parts &amp; Accessories Ltd.</li> <li>Audit Committee-Sundaram Finance Ltd.</li> <li>Audit Committee-Royal Sundaram Alliance Insurance Company Ltd.</li> <li>Audit Committee-Wil Car Wheels Ltd.</li> <li>Stakeholder Relationship Committee-Sundaram Finance Ltd.</li> </ol> <p><b>(C) Membership of Committee of Other Board</b></p> <ol style="list-style-type: none"> <li>Audit Committee-Sundaram Finance Holding Ltd.</li> </ol>	<p><b>(A) Other Directorship:</b></p> <ol style="list-style-type: none"> <li>Carborundum Universal Ltd.</li> <li>Brigade Enterprise Limited</li> </ol> <p><b>(B) Chairmanship of Committee of Other Board:</b></p> <p>Nil</p> <p><b>(C) Membership of Committee of Other Board:</b></p> <ol style="list-style-type: none"> <li>Audit Committee-Brigade Enterprise Ltd.</li> </ol>
Number of shares held in the Company	Nil	3200	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Brother of Mr. S Ram, Non-Executive Director	Not applicable	Not applicable
Number of Meetings of the Board attended during the year	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report



Name	Mr.R.Raghuttama Rao	Ms. Sumithra Gomatam
DIN	00146230	07262602
Date of Birth	10.5.1963	7.8.1967
Age	55 years	51 years
Profile	Mr. Raghuttama Rao holds post graduate degree in diploma in management- IIM Ahmedabad, Bachelor of Technology in Mechanical engineering in IIT Madras. He has more than 30 years of experience of spanning manufacturing, financial marketing, public policy and management consulting.	Ms. Sumithra Gomatam holds B.E in Electronics and Communication Engineering from Anna University and completed the Advanced Management Programme at Harvard Business School. She is a Cognizant veteran of 24 years. Sumithra has held multiple strategic leadership roles in the company across industries, service lines and geographies. She is a member of the company's global executive committee, responsible for shaping the company's strategy, operations and culture.
Qualification		
Experience and Expertise in specific functional area		
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid.	Appointment of Independent Director for the period of five years from 13.11.2018 to 12.11.2023	Appointment of Independent Director for the period of five years from 24.04.2019 to 23.04.2024
Remuneration last drawn by such person, if applicable	Entitled to get sitting fees only	Entitled to get sitting fees only
Date of first appointment on the Board	13.11.2018	24.4.2019
Membership/Chairmanship of Committees of the Board of Directors of the Company	Refer Corporate Governance Report	Refer Corporate Governance Report
Other directorships and membership/ chairmanship of committees of other boards (Only Public Company) and (Audit Committee & Stakeholders Relationship Committee)	<b>(A) Other Directorship:</b> Nil <b>(B) Membership of Committees of other Boards:</b> Nil <b>(C) Chairmanship of Committees of other Boards:</b> Nil	<b>(A) Other directorship:</b> Nil <b>(B) Membership of committee of other boards:</b> Nil <b>(C) Chairmanship of committee of other board:</b> Nil
Number of shares held in the Company	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not applicable	Not applicable
Number of Meetings of the Board attended during the year	Refer Corporate Governance Report	Refer Corporate Governance Report