



STEEL STRIPS GROUP

# Steel Strips Wheels Limited

*Wheeling Towards Excellence*

## ANNUAL REPORT

exploring  
possibilities

ISO 9002, QS 9000 & TS-16949 Certified Company

# 2019-20

# CORPORATE

# Information

## CONTENTS

Notice	1-13
Board's Report	14-36
Business Responsibility Report	37-42
Secretarial Auditors' Report	43-46
Corporate Governance Report	47-70
Management Discussion & Analysis	71-75
Independent Auditors' Report	76-80
Balance Sheet	81
Statement of Profit & Loss	82
Cash Flow Statement	83
Notes on Accounts	84-108

## REGD. OFFICE

Village Somalheri/Lehli,  
P.O. Dappar, Tehsil Derabassi,  
Distt. S.A.S. Nagar (Mohali) Punjab

## WORKS

- Village Somalheri/Lehli,  
P.O. Dappar, Tehsil Derabassi,  
Distt. S.A.S. Nagar (Mohali) Punjab.
- Plot No. A-10, SIPCOT, Industrial Growth Centre,  
Vallam Village, Sriperumbudur, Tamil Nadu
- Plot No. 733, 734, 735, 747  
Mouza Jojobera, P.O. & P.S. Chhota Govindpur,  
East Singhbhum District Jamshedpur, Jharkhand
- Plot No. 77, 78, 136B, 394,  
Village - Martoli/Tejpura, Taluka - Jotana,  
District - Mehsana, Gujarat, India
- Village - Muria, P. O. - Kolabira Thana No. – 150  
District Seraikela - Kharsawan, Jharkhand

## HEAD OFFICE

SCO 49-50, Sector 26, Madhya Marg,  
Chandigarh-160 019

## REGISTRAR AND TRANSFER AGENT

Link Intime India Pvt. Ltd.  
Noble Heights, 1st Floor, Plot No. NH-2, LSC,  
NR Savitri Market, C-1 Block, Janakpuri,  
New Delhi-110058

## BOARD OF DIRECTORS

Sh. Rajinder Kumar Garg, Chairman  
Sh. Dheeraj Garg, Managing Director  
Sh. Andra Veetil Unnikrishnan, Dy. Managing Director  
Sh. Manohar Lal Jain, Executive Director  
Sh. Sanjay Garg  
Sh. Surinder Singh Virdi  
Sh. Sanjay Surajprakash Sahni  
Sh. Shashi Bhushan Gupta  
Sh. Ajit Singh Chatha  
Sh. Virander Kumar Arya  
Smt. Deva Bharathi Reddy

## COMPANY SECRETARY

Sh. Shaman Jindal

## CHIEF FINANCIAL OFFICER

Sh. Ayush Thareja

## BANKERS/ INSTITUTIONS

AXIS Bank Ltd.  
DBS Bank India Ltd.  
Export-Import Bank of India  
Federal Bank Ltd.  
HDFC Bank Ltd.  
ICICI Bank Ltd  
IDFC First Bank Ltd  
Punjab National Bank  
Tata Capital Financial Services  
United Bank of India  
Yes Bank Ltd.  
Mahindra & Mahindra Financial Services Ltd  
Autotrac Finance Limited

## AUDITORS

AKR & Associates  
Chartered Accountant  
SCO 51, 2nd Floor, Chandigarh Citi Centre,  
VIP Road, Zirakpur -140603 (Punjab)

## SECRETARIAL AUDITORS

S.K. Sikka & Associates

## COST AUDITORS

M/s Aggarwal Vimal & Associates

# STEEL STRIPS WHEELS LIMITED

---

## STEEL STRIPS WHEELS LIMITED

(CIN: L27107PB1985PLC006159)

Regd. Office: Village Somalheri/Lehli P.O. Dappar,  
Tehsil Derabassi, Distt. S.A.S Nagar Mohali (Punjab)

Phone: +91- 172-2793112, Fax: +91-172-2794834

Email: ssl\_ssg@glide.net.in, Website: www.sswlindia.com

### NOTICE

NOTICE is hereby given that the 34th Annual General Meeting of the Members of Steel Strips Wheels Limited ("Company") will be held on Wednesday, September 30, 2020 at 3:30 PM through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") and the venue of the meeting shall be deemed to be the Registered Office of the Company at Village Somalheri/Lehli P.O. Dappar, Tehsil Derabassi, Distt. S.A.S Nagar Mohali, Punjab. The following business will be transacted at the meeting: -

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Sh. Manohar Lal Jain (DIN: 00034591), who retires by rotation and being eligible, offers himself for re-appointment.

#### 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 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(s) thereof for the time being in force), the consent of the members be and is hereby accorded to ratify the remuneration amounting to Rs. 50,000/- (Rupees Fifty Thousand Only) (plus Goods and Services Tax and reimbursement of out of pocket expenses) payable to M/s Aggarwal Vimal & Associates, Cost Accountants having Firm Registration Number: 000350, who were appointed as Cost Auditors of the Company, by the Board of Directors based on the recommendation of the Audit Committee to conduct the audit of the cost records of the Company for the Financial Year ending 31.03.2021.  
RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."
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 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 ("Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modifications or re-enactment thereof for the time being in force) and on the basis of recommendation of Nomination and Remuneration Committee, Smt. Deva Bharathi Reddy (DIN: 08763741), who was appointed as an additional director in the capacity of Non-Executive Independent Director of the Company w.e.f 01.08.2020 and who holds office up to the date of this Annual General Meeting of the Company and who has submitted a declaration that she meets the criteria of the Independent Directorship as provided in section 149(6) of the Act and is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director of the Company, be and is hereby appointed, as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a period commencing from 01.08.2020 to 30.09.2024.  
RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."
5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:  
"RESOLVED THAT pursuant to the provisions of Section 152 read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (Act) (including any statutory modifications or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force) and on the basis of recommendation of Nomination and Remuneration Committee, Sh. Sanjay Garg (DIN: 00030956), who was appointed as an Additional Director of the Company by the Board of Directors as per Section 161(1) of the Companies Act, 2013 and who holds office only upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Director of the Company, whose office is liable to retire by rotation.  
RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (the Rules) (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and subject to such approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities, in granting such approvals, permissions and sanctions and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded for the re-appointment of Sh. Dheeraj Garg, (DIN: 00034926) as Managing Director of the Company whose office shall be liable to retire by rotation, for a period of three years with effect from 01.06.2020 on the following terms and conditions as recommended by the members of the Nomination and Remuneration Committee:

- A. Salary: Rs.40,00,000/- (Rs. Forty Lakhs only) per month inclusive of all perks and facilities.
- B. In addition to the above, the Managing Director shall also be eligible for the following perquisites which shall not be included in computation of the ceiling as specified.
- Contribution to provident fund, superannuation fund or annuity fund as per the Rule of the Company, to the extent these either singly or taken together- are not taxable under the Income Tax Act, 1961.
  - Gratuity shall be payable at a rate not exceeding half-a-month's salary for each completed year of service.
  - Encashment of 30 day's leave for each year of working at the end of the tenure.
  - One Company maintained Car with driver for use exclusively for Company's business.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, Sh. Dheeraj Garg shall be entitled to receive remuneration including perquisites, etc. upto the limit as approved by the members herein above, as minimum remuneration.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to take such steps and to do all acts, deeds, matters and things as may be considered necessary to give effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to file forms, documents, return, application etc. with the Registrar of Companies and /or appropriate authorities, wherever required and to do all such acts & deeds, as may be required in this regard."

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (the Rules) (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and subject to such approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities, in granting such approvals, permissions and sanctions and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded for the re-appointment of Sh. Manohar Lal Jain (DIN:00034591), as Executive Director of the Company, whose office shall be liable to retire by rotation, for a period of three years with effect from 01.07.2020 on the following terms and conditions as recommended by the members of the Nomination and Remuneration Committee:

- A. Basic Salary:  
Rs. 2,70,000/- per month with such increments as may be decided by the Nomination and Remuneration Committee from time to time subject to a ceiling of Rs. 3,20,000/- per month.
- B. House Rent Allowance:  
35% of basic salary
- C. Special Allowance:  
Rs. 21,000/- per month
- D. Other perquisites:

In addition to the above, the Executive Director shall also be eligible for the following perquisites which shall not be included for computation of the ceiling as specified in para (A to C) above:

- One company maintained Car with driver for use exclusively for Company's business.
- Medical as per Company Rule.
- Contribution to Provident Fund, Superannuation Fund or Annuity Fund as per the Rules of the Company, to the extent these either singly or taken together are not taxable under the Income-tax Act, 1961.
- Gratuity shall be payable at a rate not exceeding half-a-month's salary for each completed year as per provisions of the Gratuity Act and as per Company Rule.
- Leave and encashment of leave as per Rules of the Company.

# STEEL STRIPS WHEELS LIMITED

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, Sh. Manohar Lal Jain shall be entitled to receive remuneration including perquisites, etc. upto the limit as approved by the members herein above, as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors shall have the discretion and authority to modify the aforesaid terms and remuneration within, however, the limit as approved by the members.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to take such steps and to do all acts, deeds, matters and things as may be considered necessary to give effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to file forms, documents, return, application etc. with the Registrar of Companies and /or appropriate authorities, wherever required and to do all such acts & deeds, as may be required in this regard."

By Order of the Board of Directors

Place : Chandigarh  
Date : 24.08.2020

Shaman Jindal  
CGM- cum-Company Secretary  
M. No. A15397

## **NOTES:**

1. In view of the outbreak of the COVID-19 pandemic, resulting in restriction on social gathering and on movement of persons at several places in the country, the Ministry of Corporate Affairs ("MCA") vide its circular dated May 5, 2020 read with circulars dated April 13, 2020 and April 8, 2020 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 ("SEBI Circular") has permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM) for the calendar year 2020, without the physical presence of the Members at a common venue. Therefore, in compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), MCA Circulars and SEBI Circular, the 34th Annual General Meeting of the Company is being held through VC / OAVM.
2. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act") and rules made thereunder, Secretarial Standards on General Meetings (SS-2) and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") relating to the Special business under Item Nos. 3 to 7, to be transacted at the Meeting is annexed hereto. The relevant details of Directors seeking appointment/re-appointment/ continuation of appointment at this Annual General Meeting ("AGM") of the Company are also annexed.
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. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC/OAVM, 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, Attendance Slip and Route Map are not annexed to this Notice.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Corporate Members are requested to send a certified true copy of its Board Resolution to the Company authorizing their representative to attend and vote on its behalf at the AGM through VC/OAVM.
6. In case of joint holders attending the meeting, only such joint holder who is highest in the order of the names will be entitled to vote at the meeting.
7. The Register of Members and Share Transfer Books of the Company will remain closed from **24.09.2020 to 30.09.2020** (both days inclusive) for the purpose of AGM.
8. Electronic copy of the Annual Report for Financial Year 2019-20 and Notice of AGM are uploaded on the Company's website [www.sswlindia.com](http://www.sswlindia.com) and is being sent only by electronic mode to all those Members whose email IDs are registered with the Company/Depository Participant(s)/RTA for communication purposes and also available on the website of BSE Ltd. and The National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. Further, Notice of the AGM is available on the website of Link Intime India Private Limited (LIPL) at [www.linkintime.co.in](http://www.linkintime.co.in), the agency engaged for providing remote e-voting and e-voting facility at the AGM through VC/OAVM.
9. Process for those shareholders whose email IDs are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:
  - (i) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [ssl\\_ssg@glide.net.in](mailto:ssl_ssg@glide.net.in).

- (ii) In case shares are held in demat mode, please provide DPID+ Client ID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [ssl\\_ssg@glide.net.in](mailto:ssl_ssg@glide.net.in).
10. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from 01.04.2019 unless the securities are held in the dematerialized form with the depositories. Therefore, shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.
- M/s Link Intime India Pvt. Limited, at Noble Heights 1<sup>st</sup> floor, Plot No. NH-2, C-1 Block, LSC Near Savitri Market, Janakpuri, New Delhi 110058 are acting as the common agency to carry out the Dematerialization and physical transfer of shares.
11. The Company is maintaining the "INVESTORS SERVICE CELL" at its Head Office at SCO 49-50, Sector 26, Madhya Marg, Chandigarh 160019.
12. Members having any queries relating to Annual Report and Financial Statements are requested to send their queries at [ssl\\_ssg@glide.net.in](mailto:ssl_ssg@glide.net.in) atleast seven days before the date of the Meeting. Such questions by the Members shall be taken up during the meeting or replied within 7 days from AGM date by the Company suitably.
13. The documents pertaining to the items of business to be transacted at the AGM and the statutory registers required under the Act are available for inspection in electronic mode. The shareholders may write an email to [ssl\\_ssg@glide.net.in](mailto:ssl_ssg@glide.net.in) by mentioning "Request for Inspection" in the subject of the email.
14. Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, the Company has transferred on due dates, all unclaimed dividends up to the Financial Year 2011-12 to Investor Education and Protection Fund (IEPF) established by Central Government.
- This year the Unpaid/Unclaimed Dividend for the financial year 2012-13 shall be transferred to the "INVESTORS EDUCATION AND PROTECTION FUND" (IEPF). The due date of such transfer is 05.11.2020. Members who have not encashed their dividends are requested to claim the dividend from the Company immediately.
- As per Section 124(6) of the Act read with the IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to Demat Account of IEPF Authority. The Company has sent notice to all the members whose Dividends are lying unpaid/unclaimed against their name for seven consecutive years or more. Members are requested to claim the same on or before 04.11.2020. In case the dividends are not claimed by the said date, necessary steps will be initiated by the Company to transfer shares held by the members to IEPF without further notice. Please note that no claim shall lie against the Company in respect of the shares so transferred to IEPF.
- The Members/Claimants whose shares and unclaimed dividends have been transferred to IEPF may claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in) and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF- 5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.
- Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company ([www.sswlindia.com](http://www.sswlindia.com)) and also on the website of the Ministry of Corporate Affairs ([www.iepf.gov.in](http://www.iepf.gov.in)).
15. The Board of Directors has appointed Mr. Sushil K. Sikka, Practicing Company Secretary (Membership No. 4241 and C.P. No. 3582) proprietor of S.K. Sikka & Associates, as the Scrutinizer to scrutinize both the remote e-voting as well as the e-voting during the AGM in a fair and transparent manner. He has communicated his willingness to be appointed and will be available for same purpose.
- After the conclusion of voting at the general meeting, the scrutiniser shall, immediately first count the votes cast at the meeting through e-voting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses (who shall not be in the employment of the company). Thereafter, Scrutinizer shall give a consolidated report, specifying the total votes cast in favour or against, if any, within forty-eight hours of conclusion of the meeting, to the Chairman or any director or the person authorised by him in writing who shall countersign the same. The Chairman or a person authorised by him in writing shall declare the result of the voting forthwith. The results declared shall be available on the website of the Company ([www.sswlindia.com](http://www.sswlindia.com)) and on the website of the LIIPL immediately after the results is declared by the Chairman and shall also be communicated to the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) where the shares of the Company are listed.
- Subject to the receipt of requisite number of Votes, the resolutions shall be deemed to be passed on the date of AGM i.e 30.09.2020.
16. All the documents referred to in the accompanying Notice and the Statement setting out material facts can be obtained for inspection by writing to the Company at its email ID [ssl\\_ssg@glide.net.in](mailto:ssl_ssg@glide.net.in) till the date of the AGM.
17. The cut-off date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the AGM) and e-voting at the AGM through VC/OAVM is 23.09.2020. Please note that the Members can opt for only one mode of voting i.e., either by e-voting at the meeting or remote e-voting. If Members opt for remote e-voting, then they should not vote at the Meeting. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting can attend the Meeting and participate in the Meeting but shall not be entitled to cast their vote again.

# STEEL STRIPS WHEELS LIMITED

Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Consequently, there will be no physical voting at the AGM and shareholders participating through VC/OAVM shall be given facility to cast vote through electronic voting (e-voting) only. The members attending the AGM through VC/OAVM, who have not already cast their vote by remote e-voting, may exercise their right to vote at the AGM through E-Voting. The Company has entered into an arrangement with Link Intime India Private Limited (LI IPL) for facilitating remote e-voting and e-voting at the AGM through VC/OAVM.

## VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of Section 108 of the Act, and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and as per Regulation 44 of the SEBI Listing Regulations, as amended from time to time, the Company is pleased to provide members, a facility to exercise their right to vote on the resolutions proposed to be passed in the 34<sup>th</sup> AGM by electronic means through remote e-voting services provided by Link Intime India Private Limited (LI IPL) through their e-voting website "InstaVOTE". It may be noted that this remote e-voting facility is optional. Since the Company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the said meeting.

### The instructions to Members for voting electronically are as under:

- a. **The remote e-voting period begins on 27.09.2020 at 9.00 a.m. and will end on 29.09.2020 at 5.00 p.m.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. 23.09.2020**, may cast their vote electronically. The remote e-voting module shall be disabled by LI IPL for voting thereafter. The members are requested to note that once vote on a resolution is cast electronically, he shall not be allowed to change it subsequently or cast vote again.
- b. **Log-in to e-Voting website of LI IPL.**
  - I. Visit the e-voting system of LI IPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
  - II. Click on "Login" tab, available under 'Shareholders' section.
  - III. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
  - IV. Your User ID details are given below:
    - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID.
    - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
    - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company.
  - V. Your Password details are given below:

If you are using e-Voting system of LI IPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	<b>For Shareholders holding shares in Demat Form or Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"><li>• Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number provided to you, if applicable.</li></ul>
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"><li>• Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).</li></ul>

If you are holding shares in demat form and had registered on to e-Voting system of LI IPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

### **If Shareholders holding shares in Demat Form or Physical Form have forgotten password:**

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

**NOTE:** The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

**c. Cast your vote electronically:**

- I. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No.” of the company, you choose to vote.
- II. On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting. Cast your vote by selecting appropriate option i.e. Favour/Against as desired.  
Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’. You may also choose the option ‘Abstain’ and the shares held will not be counted under ‘Favour/Against’.
- III. If you wish to view the entire Resolution details, click on the ‘**View Resolutions**’ File Link.
- IV. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “**SUBMIT**”. A confirmation box will be displayed. If you wish to confirm your vote, click on “YES”, else to change your vote, click on “NO” and accordingly modify your vote.
- V. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- VI. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

**d. General Guidelines for shareholders:**

- I. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’.  
They are also required to upload a scanned certified true copy of the board resolution/authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian/ Mutual Fund /Corporate Body’ login for the Scrutinizer to verify the same.
- II. During the voting period, shareholders can login any number of times till they have voted on the resolution(s) for a particular “Event No.”
- III. Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/ demat account.
- IV. In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or Call us :- Tel : 022 – 49186000.
- V. Any person, who acquires shares of the Company and become Member of the Company after despatch of the Notice and holding shares as on the cut-off date i.e. **23.09.2020**, may follow the same instructions as mentioned above for remote e-voting. **The Voting rights of the members shall be in proportion to their shares in the paid up capital of the Company as on the cut off date i.e. 23.09.2020. A person whose name is recorded in the Register of members or in the Register of Beneficial owners maintained by the Depositories as on the cut off date only shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM through VC/OAVM. A person who is not a Member as on the cut off date should treat this Notice for information purposes only.**

**PROCESS AND MANNER FOR ATTENDING THE THIRTY-FOURTH (34TH) AGM THROUGH VIDEO CONFERENCING (INSTAMEET)**

The Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime India Private Limited (LIPL) by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 30 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis.

Shareholders/Members with 2% or more shareholding, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis.

The Members can log in and join 30 minutes prior to the scheduled time of the Annual General Meeting and the participation is restricted upto 1,000 members only.

For any support, shareholders may also call the RTA on the dedicated number provided in the instructions.

1. Open the internet browser and launch the URL for InstaMeet <<<https://instameet.linkintime.co.in>>>  
Select the “Company” and “Event Date” and register with your following details: -



# STEEL STRIPS WHEELS LIMITED

---

- a) Demat Account No. or Folio No.: Enter your 16-digit Demat Account No. or Folio Number registered with the Company.
  - b) PAN: Enter your 10-digit Permanent Account Number.
  - c) Mobile No.: Enter your mobile number.
  - d) Email ID: Enter your email id, as recorded with your DP/Company.
2. Click "Go to Meeting"
- 3. Instructions for Shareholders/Members to Speak during the AGM through InstaMeet:**
- a) Shareholders who would like to speak during the meeting must register their request mentioning their name, demat account number/folio number, email id, mobile number at [ssl\\_ssg@glide.net.in](mailto:ssl_ssg@glide.net.in), atleast 4 days prior to the date of AGM i.e. on or before 4.00 p.m. on Saturday, September 26, 2020.
  - b) Shareholders will only be allowed to express their views/ask questions on first come first served basis during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
  - c) Shareholders who would like to ask questions, may send the same in advance mentioning their name, demat account number/folio number, email id, mobile number at [ssl\\_ssg@glide.net.in](mailto:ssl_ssg@glide.net.in), 4 days prior to the date of AGM i.e. on or before 4.00 p.m. on Saturday, September 26, 2020. The same will be replied by the Company suitably.
  - d) Shareholders will get confirmation on first come first served basis depending upon the provision made by the Company.
  - e) Shareholders will receive 'speaking serial number' once they mark attendance for the meeting. Shareholders are requested to speak only when Scrutinizer/Moderator of the meeting will announce the name and serial number for speaking.
  - f) Please remember 'speaking serial number' and start your conversation with panelist by switching on audio of your device.
  - g) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**Instructions for Shareholders to Vote during the AGM through InstaMeet:**

Once the electronic voting is activated by the Scrutinizer/Moderator during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under: -

1. On the shareholders VC page, click on the link for e-Voting 'Cast your vote'.
2. Enter 16 digit Demat Account No./Folio No. and OTP (received on the registered mobile number/ registered Email ID) received during registration for InstaMeet and click on 'Submit'.
3. After successful login, you will see 'Resolution Description' and against the same the option 'Favour/Against' for voting.
4. Cast your vote by selecting appropriate option i.e. 'Favour/Against' as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. 'Favour/ Against' as desired and you have decided to vote, click on 'Save'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Confirm', else to change your vote, click on 'Back' and accordingly modify your vote.
6. Once you confirm your vote on the Resolution, you will not be allowed to modify or change your vote subsequently.  
**Note:** Shareholders present at the AGM through InstaMeet facility and who have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting from 3:30 p.m. till the expiry of 15 minutes after the AGM is over. Shareholders who have voted through remote e-voting prior to the AGM will be eligible to attend/participate in the AGM through InstaMeet. However, they will not be eligible to vote again during the meeting.
7. Shareholders are encouraged to join the AGM through Tablets/Laptops connected through broadband for better experience.
8. Shareholders are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the currency of the AGM.

Please note that shareholders connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate such kind of glitches.

In case shareholders have any queries regarding e-voting, they can address them to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or call on +91 (022) 4918 6175.

By Order of the Board of Directors

Place: Chandigarh  
Date: 24.08.2020

Shaman Jindal  
CGM- cum- Company Secretary  
M. No. A15397

---

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“ACT”), SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2) AND REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“LISTING REGULATIONS”)**

**ITEM NO. 3**

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment of M/s. Aggarwal Vimal & Associates, Cost Accountants having Firm Registration Number: 000350, as Cost Auditors to conduct the audit of the cost records relating to Hot Rolling Mill (HRM division) of the Company for the financial year ending 31.03.2021 at a remuneration of Rs. 50,000/- (Rupees Fifty Thousand Only) (plus Goods and Services Tax and reimbursement of out of pocket expenses).

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in the Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company for the financial year 2020-21.

None of the Director and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in this resolution.

**ITEM NO. 4**

The Board of Directors of the Company, pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and on the basis of recommendation of the Nomination and Remuneration Committee, had appointed Smt. Deva Bharathi Reddy (DIN: 08763741) as an additional director in the capacity of Non-Executive Woman Independent Director of the Company w.e.f 01.08.2020 to hold office till the conclusion of this AGM.

The Board has, pursuant to the recommendation of the Nomination and Remuneration Committee and all the applicable provisions, sections, rules, regulations under the Act and SEBI Listing Regulations, proposed to the members of the Company the appointment of Smt. Deva Bharathi Reddy (DIN: 08763741) as Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a period commencing from 01.08.2020 to 30.09.2024.

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Smt. Deva Bharathi Reddy (DIN: 08763741) for the office of Non-Executive Independent Director of the Company. The Company has also received declaration from Smt. Deva Bharathi Reddy (DIN: 08763741), that she meets the criteria of independent directorship as mentioned under the Act and the SEBI Listing Regulations, presently applicable and is not debarred from holding the office of Director pursuant to any Order issued by Securities and Exchange Board of India (SEBI) or any other authority.

Smt. Deva Bharathi Reddy is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

In the opinion of the Board, Smt. Deva Bharathi Reddy fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations and she is independent of the management and possesses appropriate skills, experience and knowledge.

A brief resume of Smt. Deva Bharathi Reddy, the nature of her expertise, Directorships held in other companies, Committee Memberships/ Chairmanships, her shareholding etc., is separately annexed hereto.

Except Smt. Deva Bharathi Reddy and her relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company/ their relatives, are in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 4 of the Notice.

A copy of the draft letter of appointment of Smt. Deva Bharathi Reddy, setting out terms and conditions of appointment is available for inspection by the Members of the Company at the Registered Office of the Company between 10.00 a.m. to 12.00 noon, on all working days (except Saturdays, Sundays and Public Holidays), up to the date of the AGM and shall also be made available for inspection at the Corporate Office of the Company situated at SCO 49-50, Sector 26, Madhya Marg, Chandigarh 160019 as well as during the AGM at the venue thereof.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the Members.

**ITEM NO. 5**

Sh. Sanjay Garg, a Cost and Works Accountant and a Law Graduate, is a well-qualified and experienced professional. He has held various Managerial/ Advisory positions in Steel Strips Group. He possesses appropriate skills, experience and knowledge of management and other disciplines related to the Company's business.

Keeping in view his skills and knowledge, the Board of Directors of the Company considers that services of Sh. Sanjay Garg can be of help to the Company in various business matters. Hence the Board, on the recommendation of Nomination and Remuneration Committee, have, subject to the approval of members in the general meeting, approved the appointment of Sh. Sanjay Garg as Non-

# STEEL STRIPS WHEELS LIMITED

---

Executive Director of the Company in its meeting held on 24.08.2020. The term of his office shall be liable to determination by retirement of Director by rotation

A brief profile of Sh. Sanjay Garg, including nature of his expertise, is provided in the annexure attached.

The Board recommends the resolution mentioned at item No. 5 of the accompanying Notice, for the approval of Shareholders of the Company as an Ordinary Resolution.

Except Sh. Sanjay Garg, no other Director and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution mentioned at Item no. 5 of the accompanying Notice.

## **ITEM NO. 6**

Sh. Dheeraj Garg has been associated with Company for more than 25 years. He was first appointed as an Executive Director on 29.04.1993 and then elevated as the Managing Director of the Company. He belongs to the promoter category of the Company. His leadership and the valuable guidance, has contributed immensely to the growth of the Company which is evident from the financial results thereof. Over the years, he has been able to build a highly motivated and effective management team, which has fully aligned and focused priorities. His previous tenure as Managing Director was up to 31.05.2020. Keeping in view his performance and contribution to the growth of the Company, the Board of Directors of the Company considers that services of Sh. Dheeraj Garg should be available for a further period of three years w.e.f. 01.06.2020. Hence the Board, on the recommendation of Nomination and Remuneration Committee, have, subject to the approval of members in the general meeting, approved the re-appointment of Sh. Dheeraj Garg as Managing Director of the Company in its meeting held on 29.05.2020, at a remuneration mentioned in the Resolution at item no. 6 of the accompanying Notice. The term of his office shall be liable to determination by retirement of Director by rotation. A brief profile of Sh. Dheeraj Garg, including nature of his expertise, is provided in the annexure attached. The Board recommends the resolution mentioned at item No. 6 of the accompanying Notice, for the approval of Shareholders of the Company as a Special Resolution.

Except Sh. Dheeraj Garg and Sh. Rajinder Kumar Garg, being his relative, no other Director and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution mentioned at Item no. 6 of the accompanying Notice.

## **ITEM NO. 7**

Sh. Manohar Lal Jain has been associated with the Group for a period of more than 40 years. He is a FCA and FCS by qualification. He is 65 years of age. He worked as General Manager (Taxation) in Indian Acrylics Limited (a group company). Initially, he was appointed as Non-Executive Director of the Company. Later, he was appointed as an Executive Director of the Company w.e.f. 01.07.2015 for a term of five years which completed on 30.06.2020. Keeping in view his performance and contribution to the growth of the Company, the Board of Directors of the Company considers that services of Sh. Manohar Lal Jain should be available for a further period of three years w.e.f. 01.07.2020. Hence the Board, on the recommendation of Nomination and Remuneration Committee, have, subject to the approval of members in the general meeting, approved the re-appointment of Sh. Manohar Lal Jain as Executive Director of the Company in its meeting held on 29.05.2020, at a remuneration mentioned in the Resolution at item no. 7 of the accompanying Notice. The term of his office shall be liable to determination by retirement of Director by rotation.

A brief profile of Sh. Manohar Lal Jain, including nature of his expertise, is provided in the annexure attached.

The Board recommends the resolution mentioned at item No. 7 of the accompanying Notice, for the approval of Shareholders of the Company as a Special Resolution.

Except Sh. Manohar Lal Jain, no other Director and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution mentioned at Item no. 7 of the accompanying Notice.

By Order of the Board of Directors

Place: Chandigarh  
Date: 24.08.2020

Shaman Jindal  
CGM- cum- Company Secretary  
M. No. A15397

**DETAILS OF DIRECTOR'S SEEKING APPOINTMENT / RE-APPOINTMENT/ CONTINUATION OF APPOINTMENT AT THE ANNUAL GENERAL MEETING**

<b>Name of Director and DIN</b>	Sh. Dheeraj Garg (DIN:00034926)	Sh. Manohar Lal Jain (DIN: 00034591)	Smt. Deva Bharathi Reddy (DIN:08763741)	Sh. Sanjay Garg (DIN: 00030956)
<b>Age</b>	48 years (11.05.1972)	65 years (07.06.1955)	54 years (18.10.1965)	51 years (09.09.1968)
<b>Qualification</b>	B.S (Finance)	FCS, FCA	Bachelors of Science	CWA, Bachelors of Law
<b>Expertise</b>	Sh. Dheeraj Garg has been associated with Company for more than 25 years. He was first appointed as an Executive Director on 29.04.1993 and then elevated as the Managing Director of the Company. He belongs to promoter category of the company. His leadership and the valuable guidance, has contributed immensely to the growth of the company which is evident from the financial results thereof. Over the years, he has been able to build a highly motivated and effective management team, which has fully aligned and focused priorities. He has vast experience in finance, Corporate Strategy and Business Management.	Sh. Manohar Lal Jain has been associated with the group for a period of more than 40 years. He is a FCA and FCS by qualification. He is 65 years of age. He retired as General Manager (Taxation) in Indian Acrylics Limited (a group company). He has vast experience in finance, legal, secretarial and taxation matters.	Smt. Deva Bharathi Reddy holds a Bachelor's Degree in the field of Science. She has extensive knowledge in various functional areas of science and technology and has the ability to advise the management on several technical and corporate aspects of the Company's business. Presently, she is not serving as a Director in any Company.	Sh. Sanjay Garg, a Cost and Works Accountant and a Law Graduate, is a well-qualified and experienced professional. He has held various Managerial/ Advisory positions in Steel Strips Group. He possesses appropriate skills, experience and knowledge in various functional areas mainly Legal, Corporate Strategies, Business Management and other disciplines related to the Company's business.
<b>Terms and Conditions of Appointment/ Re-appointment</b>	As detailed in the resolution and explanatory statement	As detailed in the resolution and explanatory statement	As detailed in the resolution and explanatory statement	As detailed in the resolution and explanatory statement
<b>Remuneration last drawn (including sitting fee if any)</b>	Rs. 169.36 lacs during 2019-20 for details Please refer Corporate Governance Report section of the Annual Report 2019-20	Rs. 50.30 lacs during 2019-20 for details Please refer Corporate Governance Report section of the Annual Report 2019-20	N.A.	N.A.
<b>Remuneration proposed to be paid</b>	As detailed in the resolution and explanatory statement	As detailed in the resolution and explanatory statement	As per Nomination and Remuneration Policy of the Company	As per Nomination and Remuneration Policy of the Company
<b>Date of First Appointment on the Board</b>	29.04.1993	01.08.2013	01.08.2020	24.08.2020
<b>Shareholding in the Company</b>	4640228 equity shares as on 31.03.2020	20303 equity shares as on 31.03.2020	Nil	175 equity shares as on 24.08.2020
<b>Relationship with other Director/ Key Managerial Personnel</b>	Sh. Dheeraj Garg is related to Sh. R. K. Garg, Chairman & Non-Executive Director of the Company	He is not related to any other director/ Key Managerial Personnel of the Company.	She is not related to any other director/ Key Managerial Personnel of the Company.	He is not related to any other director/ Key Managerial Personnel of the Company.
<b>Number of meetings of the Board attended during the financial year</b>	Please refer Corporate Governance Report section of the Annual Report 2019-20	Please refer Corporate Governance Report section of the Annual Report 2019-20	N.A.	N.A.

## STEEL STRIPS WHEELS LIMITED

<b>Directorships held in other companies</b>	Indian Acrylics Ltd.	<ul style="list-style-type: none"> <li>• Malwa Chemtex Udyog Ltd.</li> <li>• Indlon Chemicals Ltd.</li> <li>• Steel Strips Industries Ltd.</li> <li>• Munak Financiers Private Limited</li> <li>• S J Mercantile Private Limited</li> <li>• Steel Strips Holdings Private Limited</li> <li>• Munak Investments Pvt Ltd</li> <li>• Steel Strips Financiers Pvt Ltd</li> <li>• S S Credits Pvt Ltd</li> </ul>	NIL	<ul style="list-style-type: none"> <li>• SAB Industries Limited</li> <li>• Steel Strips Infrastructures Limited</li> <li>• Steel Strips Ltd</li> <li>• Malwa Chemtex Udyog Ltd</li> <li>• Indlon Chemicals Limited</li> <li>• Munak International Pvt Ltd</li> <li>• Chandigarh Aircraft Management Services Private Limited</li> <li>• Munak Financiers Private Limited</li> <li>• Sab Udyog Limited</li> <li>• S J Mercantile Private Limited</li> <li>• Steel Strips Holdings Private Limited</li> <li>• Munak Investments Pvt Ltd</li> <li>• Indian Acrylics Investments Ltd</li> <li>• Steel Strips Mercantile Private Limited</li> <li>• S S Credits Pvt Ltd</li> <li>• Malwa Holdings Pvt Ltd</li> <li>• Sab Developers Private Limited</li> </ul>
<b>Memberships/ chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee)</b>	Indian Acrylics Limited- <ul style="list-style-type: none"> <li>• Audit Committee (Member)</li> <li>• Stakeholders Relationship Committee (Member)</li> </ul>	NIL	NIL	<ol style="list-style-type: none"> <li>1. SAB Industries Limited:-             <ul style="list-style-type: none"> <li>• Stakeholders Relationship Committee (Member)</li> </ul> </li> <li>2. Steel Strips Limited             <ul style="list-style-type: none"> <li>• Stakeholders Relationship Committee (Member)</li> </ul> </li> <li>3. SAB Udyog Limited             <ul style="list-style-type: none"> <li>• Audit Committee (Chairman)</li> </ul> </li> </ol>

**STATEMENT OF INFORMATION FOR THE MEMBERS PURSUANT TO SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013.**

<b>I. GENERAL INFORMATION</b>			
1)	Nature of industry:	Automotive	
2)	Date of commencement of commercial production	In the year 1991	
3)	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
4)	Financial performance based on given indicators	The financial performance is given in the enclosed Balance Sheet and Profit & Loss Account of the Company The performance of the Company as on 31/03/2020 is as under:  (Rs.in Lakhs)	
		Effective Capital	116844.83
		Net worth	64513.90
		Turnover (including other income)	158545.50
		Net Profit/(Loss) after tax	2344.95
5)	Foreign Investments or collaborators, if any	a. Kalink Co. Ltd. b. Sumitomo Metal Industries Ltd	
<b>II. INFORMATION ABOUT THE APPOINTEE</b>			
		<b>Sh. Dheeraj Garg, Managing Director</b>	<b>Sh. Manohar Lal Jain, Executive Director</b>
1)	Background details	Sh. Dheeraj Garg has been associated with Company for more than 25 years. He was first appointed as an Executive Director on 29.04.1993 and then elevated as the Managing Director of the Company. He belongs to promoter category of the company. His leadership and the valuable guidance, has contributed immensely to the growth of the company which is evident from the financial results thereof. Over the years, he has been able to build a highly motivated and effective management team, which has fully aligned and focused priorities. He has vast experience in finance, Corporate Strategy and Business Management.	Sh. Manohar Lal Jain has been associated with the group for a period of more than 40 years. He is a FCA and FCS by qualification. He is 65 years of age. He retired as General Manager (Taxation) in Indian Acrylics Limited (a group company). He has vast experience in finance, legal, secretarial and taxation matters.
2)	Past remuneration	Rs. 169.36 Lacs	Rs. 50.30 Lacs
3)	Recognition or awards	-	-
4)	Job profile and his suitability	Sh. Dheeraj Garg, has been looking after the organization as a whole and guiding the Board of Directors in various areas like finance, Corporate Strategy and Business Management. His guidance has immensely contributed towards the growth of Company.	Sh. Manohar Lal Jain, is a qualified Chartered Accountant and also holds membership of the Institute of the Company Secretaries of India. Thus, his vast experience in taxation and legal matters has proved to be valuable contribution for the growth of the Company.
5)	Remuneration proposed	As stated in the Resolution No. 6 above	As stated in the Resolution No. 7 above
6)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Sh. Dheeraj Garg and Sh. Manohar Lal Jain, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.	
7)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Sh. Dheeraj Garg, is the one of the promoters of the Company and also the son of Sh. Rajinder Kumar Garg, Chairman of the Company. Also, he currently holds 4640228 shares in the Company.	Besides the remuneration proposed Sh. Manohar Lal Jain does not have any pecuniary relationship with the Company. He holds 20303 shares in the Company.

## STEEL STRIPS WHEELS LIMITED

<b>III. OTHER INFORMATION</b>		
1)	Reasons for loss or inadequate profits	The Company has reported a turnover (including other income) of Rs. 158545.50 lakhs for the F.Y 2019-20 as against Rs. 205865.00 lakhs for the previous F.Y 2018-19. The Company has reported a net profit after tax of Rs. 2344.95 lakhs for F.Y 2019-20 as against net profit after tax of Rs. 8235.59 lakhs for F.Y 2018-19. Hence, the Company has adequate profits during the financial year 2019-20. However, the Company is passing a Special Resolution pursuant to the proviso to the sub-section (1) of Section 197 of the Companies Act, 2013 as a matter of abundant precaution, as the profitability of the Company may be adversely impacted in future due to uncertain business environment. Further, impact of the pandemic COVID-19 is also being seen on the business of the Company.
2)	Steps taken or proposed to be taken for improvement	The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. The Company has also strategically planned to address the issue of productivity and increase profits and has put in place measures to reduce cost and improve the bottom-line.
3)	Expected increase in productivity and profits in measurable terms	The Company has adequate profits during the financial year 2019-20. Further, numerous measures have been initiated by the Company towards achieving organizational and operating efficiencies. The aforesaid initiatives are expected to improve the financial performance of the Company and it will continue its endeavor in this regard.
<b>IV. DISCLOSURES</b>		
Company is giving adequate disclosures in the Board of Directors report under the heading "Corporate Governance" attached to the financial statements.		

# BOARD'S

# REPORT

To

The Members,

Your Directors are pleased to present the 34th Annual Report together with Audited Financial Statements of the Company for the financial year ended March 31, 2020.

## FINANCIAL HIGHLIGHTS

(Rs. in Millions)

S. No.	Particulars	2019-20	2018-19
A)	Revenue from Operations	15633.45	20411.88
B)	Other Income	221.10	174.62
C)	<b>Total Income (A+B)</b>	<b>15854.55</b>	20586.50
D)	Total Expenditures (excl Finance Cost, depreciation and amortization)	13921.51	17952.98
E)	<b>Profit before interest, depreciation and amortization</b>	<b>1933.04</b>	2633.52
F)	Interest & Financial Charges	886.65	925.44
G)	Depreciation and amortization	719.38	619.23
H)	<b>Profit before tax and Exceptional Item</b>	<b>327.01</b>	1088.85
I)	Exceptional Item	0.003	0.002
J)	<b>Profit before tax</b>	<b>327.01</b>	1088.84
K)	<b>Tax expense</b>		
	Current tax	0.00	57.18
	Deferred tax	114.27	196.71
	Prior year tax adjustments	(21.76)	11.39
L)	<b>Profit after tax</b>	<b>234.50</b>	823.56
M)	<b>Other Comprehensive Income (Net of Tax)</b>	<b>(3.64)</b>	(2.17)
N)	<b>Total Comprehensive Income for the period (L+M)</b>	<b>230.86</b>	821.39

## FINANCIAL PERFORMANCE

The financial year 2019-20 was a challenging year for the global economy as growth in global economic expansion and trade decelerated in the year gone by. The momentum in global manufacturing weakened with geopolitical trade tensions and tariff hikes between the United States and China and the subsequent impact on other trading partners which consequently affected international trade.

Domestic economic activity also slowed down through the year. Where the first half of the year was marked by volatility, weakening demand caused by trade tensions, tighter financial conditions across the emerging markets and deceleration in NBFC lending which led to a weakened economic activity. The weakening of demand was further affected by the outbreak of COVID-19 in early 2020 causing nationwide lockdown imposed by the Government from 25th March, 2020 to curtail the spread of COVID-19. Consequently, it had further impacted the business and operations towards the year end.

However, amidst this scenario the total income for the year under review of your Company de-grew by 22.99% to Rs. 15854.55 million as compared to Rs. 20,586.50 million in FY 2018-19.

In terms of number of wheels, the Company has achieved sale of 13.75 million wheel rims during FY 2019-20 against sale of 15.71 million wheel rims during the FY 2018-19, showing a drop of 12.48%.

The Earnings Before Interest, Depreciation and Tax (EBIDTA) reduced to Rs.1933.04 million in FY 2019-20 from Rs.2633.52 million in FY 2018-19, registering a de-growth of 26.60%.

The Depreciation and other amortization have increased to Rs. 719.38 million in FY 2019-20 from Rs. 619.23 million in FY 2018-19.

Profit before tax during the year under review has shrunk to Rs. 327.01 million from Rs. 1,088.84 million in FY 2018-19 recording a de-growth of 69.97%. The profit after tax (before other comprehensive income) have also shrunk to Rs. 234.50 million from Rs. 823.56 million, showing a de-growth of 71.53%.

## COVID-19

In the last months of the Financial Year 2019-20, the COVID-19 started spreading worldwide and was declared to be a pandemic by the World Health Organization (WHO) in the March, 2020. Consequently, the Indian government also announced immediate lockdown in the whole nation which started from 25.03.2020 till 03.05.2020 due to which the plants and the offices had to be shutdown. The lockdown and pandemic did surely have an impact on the business of your company.

Gradually, the process of re-opening the plants and offices started from the month of May, 2020 in a phased manner keeping in mind the safety of the employees.



## **TRANSFER TO RESERVES**

Your Company proposes to transfer an amount of Rs. 823.56 million to the General Reserve out of the amount available for appropriation.

## **DIVIDEND**

During the previous financial year 2018-19, the Board of Directors had recommended a final dividend of Rs. 4.00 (40%) per equity share of Rs. 10/- each. However, in the current financial year 2019-20, the Board has decided not to declare dividend rather invest the earnings for future growth of your Company.

## **SHARE CAPITAL**

During the year under review, the Company has not allotted any equity shares. Thus, the total issued share capital at the end of the year remains same i.e. Rs. 15,58,97,200/- (divided into 15589720 equity shares of Rs. 10/- each).

## **FORFEITURE OF CONVERTIBLE WARRANTS**

During the previous financial year 2018-19, pursuant to the approval of the shareholders in their Extraordinary General Meeting held on 12.05.2018, the Board of Directors of the Company in their meeting held on 26.05.2018, had allotted 750000 Convertible Warrants on preferential basis to Smt. Sunena Garg ("Warrant holder"), belonging to promoter category of the Company, at a price of Rs. 1162/- each ("Warrants Issue Price"), aggregating to Rs. 87,15,00,000/- ("Warrant Subscription Amount") with a right to warrant holder to apply for and get allotted one equity share of face value of Rs. 10/- each at a premium of Rs. 1152/- each for each warrant, within a period of 18 (eighteen) months from the date of allotment of warrants i.e upto 25.11.2019. The Company had received Rs. 21,78,75,000/- being the 25% of the Warrant Subscription Amount in terms of Regulation 77 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

Since, the Company did not receive the balance subscription amount of Rs. 65,36,25,000/- from the Warrant holder, Smt. Sunena Garg, before the due date, consequently, the Upfront Warrant Subscription Amount of Rs. 21,78,75,000/- paid by the Warrant holder in terms of aforesaid SEBI Regulations, stands forfeited. Hence, the said 750000 warrants stands cancelled.

## **EMPLOYEE STOCK OPTION SCHEME**

During the year under review, there was one on-going Employee Stock Option Scheme i.e. "Steel Strips Wheels Limited – Employee Stock Option Scheme, 2016" ("ESOS 2016"). No new options under the said scheme were granted during the year under review.

Further, there is no material change in the continuing ESOS 2016 scheme of the Company and the Scheme is in compliance with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SBEB Regulations"). The applicable details/disclosures as stipulated under SBEB Regulations and SEBI Circular No. CIR/CFD/POLICY CELL/2/2015 dated 16th June, 2015 with regard to "ESOS 2016" pertaining to financial year 2019-20 have been uploaded on the website of the Company under the web-link: <http://www.sswlindia.com/pages/disclosureregardingesos.htm>

The Company has received a certificate from the Auditors of the Company that the Scheme "ESOS 2016" has been implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and in accordance with the resolution passed by the members in AGM held on 30.09.2016 respectively. The certificate would be placed at the Annual General Meeting for inspection by members.

## **NATURE OF BUSINESS**

During the financial year 2019-20, there has been no change in the nature of business of the Company.

## **CORPORATE GOVERNANCE**

The Company is firmly committed to the principles of Good Corporate Governance and believes that statutory compliances and transparency are necessary to enhance the shareholder value. A separate section on Corporate Governance and a Certificate from the Company's Statutory Auditors, confirming compliance with the conditions of Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), is included and forms an integral part of this Annual Report.

## **MANAGEMENT DISCUSSION AND ANALYSIS**

Management Discussion and Analysis Report for the year under review, as stipulated under SEBI Listing Regulations is presented in a separate Section forming part of this Report.

## **HEALTH, SAFETY AND ENVIRONMENT PROTECTION**

The Company has complied with all the applicable Health & Safety standards, Environment Laws and Labour Laws and has been taking all necessary measures to protect the environment and provide workers a safe work environment. The Company is committed for continual improvement in Health & Safety as well as Environmental performance by involving all the employees.

Significant emphasis was also laid towards raising awareness on health and wellness of employees through medical check-ups and health awareness activities.

Employees have been encouraged to practice safety in all their activities in and out of Company premises. Continuous safety training is conducted at all levels and special emphasis is given to implementation of safety work standards.

Further, due to the ongoing pandemic COVID-19, several measures for the safety of the employees like sanitization of the office premises, factory premises, body temperature checks, social distancing etc. have been undertaken by your Company. In order to ensure the smooth working of the Company during the lockdown period and also to ensure the safety of its employees, the Company has given the facility to work from home.

---

## HUMAN RESOURCES DEVELOPMENT

The Company has continuously adopted structures that help in attracting best external talent and promote internal talent to take higher roles and responsibilities. The Company's people centric focus is providing an open work environment fostering continuous improvement and development among the employees of the Company. The Company provides a holistic environment where employees get opportunities to realize their potential. Company's performance driven culture helps and motivates employees to excel in their respective areas and progress within the organization. The Company has a structured appraisal system based on key result areas (KRAs) for employees belonging to Manager and above category.

## DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed there under.

An Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary trainees) are covered under this policy.

The Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the financial year 2019-20, the Company has not received any complaint on sexual harassment.

## DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board consists of optimum number of Executive and Non- Executive Directors including Independent Directors who have wide and varied experience in the field of business, finance, education, industry, commerce and administration. Independent Directors provide their Declarations confirming that they meet the criteria of independence as prescribed under the Act and SEBI Listing Regulations.

### Retirement by Rotation

Pursuant to the provisions of Section 152 of the Act and Rules framed thereunder (including any amendment thereof) Sh. Manohar Lal Jain, Executive Director of the Company will retire by rotation at the ensuing AGM and being eligible, has offered himself for re-appointment. The Board recommends his re-appointment for your approval.

### Appointment/Cessation/Re-appointment of Directors

#### Appointment

Pursuant to the provisions of the Companies Act, 2013, SEBI Listing Regulations and upon recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company approved the appointment of Sh. Virander Kumar Arya as an additional director (Non-Executive and Independent Director) of the Company to hold office w.e.f 27.05.2019 till the conclusion of the 33rd AGM of the Company. Further, the Nomination and Remuneration Committee of the Board of directors of the Company in its meeting held on 23.08.2019, had recommended to the Board of Directors, to regularize the appointment of Sh. Virander Kumar Arya, as a Non-Executive, Independent Director of the Company to hold office for a period commencing from 27.05.2019 to 30.09.2023, not liable to retire by rotation, subject to the approval of members of the Company in the 33rd AGM. Subsequently, the said appointment was approved by the shareholders in 33rd AGM of the Company held on 30.09.2019.

In addition to the above, the Board of Directors of the Company pursuant to the requirements of the Act and SEBI Listing Regulations and upon recommendation of Nomination and Remuneration Committee had approved the appointment of Sh. Ajit Singh Chatha, Sh. Surinder Singh Virdi and Sh. Shashi Bhushan Gupta as Non-Executive Independent Directors of the Company for a period of five years w.e.f 01.10.2019 subject to the approval of members of the Company in the 33rd AGM of the Company. Subsequently, the said appointment was approved by the shareholders in their AGM of the Company held on 30.09.2019.

Pursuant to the provisions of the Companies Act, 2013, SEBI Listing Regulations and upon recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on 31.07.2020, approved the appointment of Smt. Deva Bharathi Reddy as an additional director (Non-Executive and Independent Woman Director) of the Company to hold office w.e.f 01.08.2020 till the conclusion of the next AGM to be held in the year 2020. Further, on the recommendation of the Nomination & Remuneration Committee, the Board of directors have proposed regularization of her appointment as an Independent Woman Director of the Company for a period commencing from 01.08.2020 to 30.09.2024, for approval by the members at the ensuing AGM.

The Company has received the requisite notice from a member in writing proposing her appointment as a Non-Executive Independent Director on the Board of the Company. Your Company propose her appointment as Non-Executive Independent Director on the Board of the Company for a period commencing from 01.08.2020 to 30.09.2024, her period of office shall not be liable to determination by retirement of Directors by rotation.

Further, pursuant to the provisions of the Companies Act, 2013, SEBI Listing Regulations and upon recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 24.08.2020 has appointed Sh. Sanjay Garg (DIN: 00030956) as an Additional Director (Non-executive Non-Independent Director) of the Company w.e.f 24.08.2020 to hold office up to the date of the 34th AGM of the Company scheduled to be held on 30.09.2020 and recommended to the members for regularization at the said AGM as Director (Non-executive Non-Independent Director) of the Company, liable to retire by rotation.

# STEEL STRIPS WHEELS LIMITED

The Company has received the requisite notice from a member in writing proposing his appointment as a Non-Executive Non-Independent Director on the Board of the Company. Your Company propose his appointment as Non-Executive Non-Independent Director on the Board of the Company w.e.f 24.08.2020, his period of office shall be liable to determination by retirement of Directors by rotation.

## **Cessation**

During the Financial year 2019-20, no Director resigned from the Company.

However, Ms. Jaspreet Takhar, Non-Executive Independent Woman Director of the Company has resigned from the post of Director of the Company w.e.f 29.05.2020 due to unavoidable personal reasons. She has also confirmed in her resignation letter submitted to the Board of Directors of the Company that there were no other material reasons for her resignation other than as cited therein.

## **Re-appointment of Whole time Directors**

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board at its Meeting held on 29.05.2020, approved the re-appointment of Sh. Dheeraj Garg as Managing Director of the Company and re-appointment of Sh. Manohar Lal Jain, Executive Director of the Company liable to retire by rotation for a period of three years w.e.f. 01.06.2020 and 01.07.2020 respectively. The said re-appointment is subject to approval of shareholders in the AGM scheduled to be held on 30.09.2020.

## **Completion of Tenure of Independent Directors**

As mentioned in the previous Annual Report (FY 2018-19), Sh. Madan Mohan Chopra, Sh. Surinder Kumar Bansal and Sh. Sudhanshu Shekhar Jha had ceased to hold office as Non-Executive Independent Directors of the Company w.e.f. 01.10.2019, upon completion of their tenure as approved by the Shareholders/Members of the Company at the 30<sup>th</sup> AGM of the Company.

Sh. Madan Mohan Chopra was associated with Company since the year 1994. He has enriched the Board with his immense experience and has guided the Company to streamline procedures, ensure better coordination and faster decision making. He has been the Member of Audit Committee, Employee Compensation Committee and Nomination and Remuneration Committee of the Board.

Sh. Surinder Kumar Bansal was associated with the Company since the year 2005. He possessed more than 40 years of experience in the areas of Corporate Finance, audit etc. Over the years he occupied several advisory positions. With such vast experience in the field of finance, audit etc., he has played a pivotal role in steering the Company towards growth over a passage of time of his association with the Company. He has been the Chairman of the Audit Committee, Employee Compensation Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Share Transfer Committee and Risk Management Committee of the Board. Also, he has been a member of the Allotment Committee of the Board.

Sh. Sudhanshu Shekhar Jha was associated with the Company since the year 2005. He has played an important role in guiding the Company towards incorporating and adopting good corporate practice. He has been the Chairman of the Corporate Social Responsibility Committee, Member of Audit Committee, Employee Compensation Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Share Transfer Committee and Allotment Committee of the Board.

The Company has been immensely benefitted by their independent views and judgements in the board deliberations. Their association with the Company was beneficial and in the best interest of the Company. The Board placed on record its deep appreciation of the valuable services rendered by Sh. Madan Mohan Chopra, Sh. Surinder Kumar Bansal and Sh. Sudhanshu Shekhar Jha during their tenure as Directors of the Company.

The Notice of the ensuing 34th AGM includes the proposal for appointment/ re-appointment/ continuation of appointment of Directors and justification thereof, their brief resume, the nature of expertise, names of Companies in which they hold Directorships, Committee Memberships/ Chairmanships, their shareholding in the Company etc.

## **Key Managerial Personnel**

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel(KMP) of the Company are Sh. Dheeraj Garg, Managing Director, Sh. Andra Veetil Unnikrishnan, Deputy Managing Director, Sh. Manohar Lal Jain, Executive Director, Sh. Shaman Jindal, Company Secretary and Sh. Ayush Thareja CFO of the Company.

## **DETAILS OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR**

The Company is not having any Subsidiary Company, Joint Venture Company or Associate Company.

## **DEPOSITS FROM PUBLIC**

The Company has not accepted any deposits from public within the meaning of Section 73 and 74 of the Companies Act, 2013 and Rules framed thereunder (including any amendments thereof) during the financial year 2019-20 and, as such, no amount on account of principal or interest on deposit from public was outstanding as on the date of this report.

## **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE**

There were no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

---

## CREDIT RATING

The details pertaining to credit ratings obtained by the Company during the financial year is included in the Corporate Governance Report, which forms part of this Report.

## INTERNAL FINANCIAL CONTROL

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information(s).

## INTERNAL CONTROL SYSTEMS

The Company has adequate internal control procedures commensurate with its size and nature of business. These internal policies ensure efficient use and protection of the assets and resources, compliances with policies and statutes and ensure reliability as well as promptness of financial and operational reports.

To enhance effective internal control system, the Company has laid down following measures:

- The Company's Books of accounts are maintained in SAP and transactions are executed through SAP (ERP) setups to ensure correctness/effectiveness of all transactions integrity and reliable reporting.
- Adherence to accounting policies.
- The Company has in place a well-defined Whistle Blower Policy/Vigil Mechanism.
- Compliance of secretarial functions is ensured by way of secretarial audit.
- Internal Audit is being done for providing assistance in improvising financial control framework.
- The Company has adequate risk management policy.
- Code of Conduct and other policies.
- Physical verification of inventory/stock (stock audit).

## MAINTENANCE OF COST RECORDS AND AUDIT

The Company was required to maintain cost records as specified by the Central Government under sub-section (1) of section 148 of the Act and Rules made thereunder, only for its HRM division (i.e. Hot Rolling Mills) which came into operation during the financial year 2018-19 and accordingly the applicable cost records have been maintained for the said division. The Board had appointed M/s Aggarwal Vimal & Associates, Cost Accountants having Firm Registration No: 000350 as cost auditors to conduct the audit of the cost records relating to HRM Division of the Company for the financial year ending 31.03.2020.

The Cost Auditor shall forward the Cost Audit Report for the financial year 2019-20 by September 30, 2020. The report will be filed with Ministry of Corporate Affairs within 30 days of date of submission Cost Audit Report to the Company.

The Board of Directors on the recommendation of the Audit Committee, has appointed M/s Aggarwal Vimal & Associates, Cost Accountants having Firm Registration No: 000350 as cost auditors to conduct the audit of the cost records relating to HRM Division of the Company for the financial year ending 31.03.2021. The remuneration has been approved by the Board of directors based on recommendation of the Audit Committee. The requisite resolution for ratification of remuneration of Cost Auditors by the Members of the Company is set out in the Notice of the ensuing AGM. The Cost Auditors have certified that their appointment is within the limits of Section 141(3)(g) of the Act and that they are not disqualified from appointment within the meaning of the said Act.

## AUDIT COMMITTEE AND OTHER COMMITTEES OF THE BOARD

The details pertaining to composition of Audit Committee and other committees of the Board are included in the Corporate Governance Report, which forms part of this Report.

## VIGIL MECHANISM / WHISTLE BLOWER POLICY

In compliance with the requirements under Section 177(9) & (10) of the Act and in accordance with Regulation 22 of SEBI Listing Regulations, the Company has adopted a policy named "Vigil Mechanism and Whistle Blower Policy". The further details pertaining to Vigil Mechanism and Whistle Blower Policy of the Company is available in the Corporate Governance Report, which forms part of this Report.

## NUMBER OF MEETINGS OF THE BOARD

During the year, five (5) Board Meetings were convened and held, details of which are given in the Corporate Governance Report that forms part of this Report. The Intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 i.e. interval between two meetings did not exceed 120 days. The Company has complied with Secretarial Standards on the meeting of Board of Directors and General Meetings.

## DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement of Section 134 (5) of the Act and based on the representations, information and explanations received from the management, the Directors of the Company hereby confirm that:

- in the preparation of the annual accounts for the financial year 2019-20, the applicable accounting standards have been followed and there are no material departures;
- they have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the financial year 2019-20;

# STEEL STRIPS WHEELS LIMITED

---

- they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- they have prepared the annual accounts on a going concern basis;
- they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively; and
- they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **DECLARATION BY INDEPENDENT DIRECTORS**

All Independent Directors of the Company have submitted their declaration that they meet the criteria of Independence as provided in Sub Section (6) of Section 149 of the Act and SEBI Listing Regulations. Further, there has been no change in the circumstances which may affect their status as Independent Director during the financial year 2019-20.

The Board is of the opinion that the Independent Directors of the Company hold highest standards of integrity and possess requisite expertise and experience required to fulfill their duties as Independent Directors.

In terms of Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, majority of Independent Directors of the Company have confirmed that they have registered themselves with the databank maintained by The Indian Institute of Corporate Affairs, Manesar ('IICA'). The Independent Directors are also required to undertake online proficiency self-assessment test conducted by the IICA within a period of 1 (one) year from the date of inclusion of their names in the data bank, unless they meet the criteria specified for exemption.

All the Independent Directors of the Company except Sh. Virander Kumar Arya, Sh. Shashi Bhushan Gupta and Smt. Deva Bharathi Reddy are exempt from the requirement to undertake online proficiency self-assessment test. Accordingly, the said Independent Directors will be undertaking the test in due course.

## **POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION**

Company's policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Section 178(3) of the Act is available on the website of the Company under the link [http://www.sswlindia.com/pages/nomination\\_remuneration.htm](http://www.sswlindia.com/pages/nomination_remuneration.htm). The salient feature of the policy is set out in the Corporate Governance Report which forms the part of this Report.

## **DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS OTHER THAN THOSE WHICH ARE REPORTABLE TO CENTRAL GOVERNMENT**

During the financial year 2019-20, neither the Statutory Auditors nor the Secretarial Auditors or Cost Auditors of the Company has reported any offence involving fraud which is being or has been committed against the Company by officers or employees to the Audit Committee or to the Board of Directors or to the Central Government under section 143(12) of the Act and Rules framed thereunder.

## **STATUTORY AUDITORS AND THEIR REPORT**

M/s AKR & Associates was appointed as Statutory Auditor of the Company by the Shareholders in their AGM held on 28.09.2017 till the conclusion of the 36<sup>th</sup> AGM of the Company to be held in the year 2022 (subject to the ratification of their appointment at every AGM, if so required under the Act).

The requirement relating to ratification of Auditors by the members of the Company at every AGM has been dispensed with by the Companies Amendment Act, 2017 vide Notification No. S.O.1833 (E) dated 07.05.2018. Pursuant to the said amendment, during the five-year term of appointment/re-appointment of Statutory Auditors, ratification of the appointment /re-appointment by the members in the AGM is not required. Accordingly, business item of ratification of re-appointment of Statutory Auditors is not included in the Notice of the ensuing 34<sup>th</sup> AGM of the Company.

Auditors' Report is self-explanatory and does not contains any qualification, reservations or adverse remarks or disclaimers in their report for the financial year ended 31.03.2020, and therefore, needs no comments and forms part of this Annual Report. The board of directors places on record its sincere appreciation for the valuable services rendered by M/s AKR & Associates.

## **SECRETARIAL AUDITORS AND THEIR REPORT**

Pursuant to the provisions of Section 204 of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Sushil K. Sikka, a practicing Company Secretary (Membership No. 4241 and CP No. 3582), proprietor of S. K. Sikka & Associates, to undertake the Secretarial Audit of the Company and the Secretarial Audit Report in Form No. MR-3 is being attached with the Board's Report as an **Annexure-I**, which is self-explanatory and does not contain any qualification, reservations or adverse remarks or disclaimers, hence needs no comments.

The Company has also undertaken an audit for the financial year 2019-20 pursuant to SEBI Circular No. CIR/CFD/ CMO/I/27/2019 dated 08.02.2019 for all applicable compliances as per the Securities and Exchange Board of India Regulations and Circular/ Guidelines issued thereunder. The Report (Annual Secretarial Compliance Report) is usually required to be submitted to the Stock Exchanges within 60 days of the end of the financial year. But due to the ongoing pandemic COVID-19 the due date was extended to June 30, 2020 vide SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated March 19, 2020 and the company had duly filed the compliance report to BSE Ltd (BSE) &

National Stock Exchange of India Limited (NSE) within the stated timeline. The said report is also attached with the Board's Report as an **Annexure-II**.

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

There have been no loans, guarantees and investments made by the Company under Section 186 of the Act and Rules framed thereunder (including any amendments thereof) and Schedule V of the SEBI Listing Regulations during the financial year 2019-20.

#### **PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES**

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. There were no materially significant Related Party Transactions made by the Company with Promoters, Directors and Key Managerial Personnel which may have a potential conflict with the interest of the Company at large. The related party transactions undertaken by the Company during the year under review were in compliance with the provisions set out in the Companies Act, 2013 read with the rules issued thereunder and Regulation 23 of the SEBI Listing Regulations. Since all the Related Party Transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business, no details are required to be provided in Form AOC-2 prescribed under clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

All Related Party Transactions were placed before the Audit Committee for their prior approval in accordance with the requirements of the applicable provisions of the Act and SEBI Listing Regulations. The Audit Committee, during the Financial year 2019-20, has approved Related Party transaction along with granting omnibus approval in line with the policy of the Company on materiality of Related Party Transactions and dealing with related party transactions and the applicable provisions of the Act read with the Rules issued thereunder and the SEBI Listing Regulations (including any statutory modification (s) or re-enactment (s) thereof for the time being in force). The transactions entered into pursuant to such approval were placed periodically before the Audit Committee.

The policy on materiality of Related Party Transactions and dealing with related party transactions as approved and adopted by the Board is uploaded on the website of the Company under the link <http://www.sswlindia.com/pages/relatedpartytransaction.htm>.

Disclosure as required under (IND AS) 24 has been made in Note 41 of the Notes to the financial statements.

None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company except remuneration and sitting fees.

#### **MATERIAL CHANGES AND COMMITMENT, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF FINANCIAL YEAR 2019-20 AND THE DATE OF THIS REPORT**

No material changes and commitment, affecting the financial position of the Company has occurred between the end of the Financial year 2019-20 of the Company and the date of this report.

#### **THE CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

A statement giving details of conservation of energy/technology absorption and foreign exchange earnings and outgo in terms of Section 134 (3) (m) of the Act read with Rule 8 (3) of the Companies (Accounts) Rules, 2014, forms part of this report and is annexed herewith as **Annexure A**.

#### **BUSINESS RISK MANAGEMENT**

Pursuant to the requirement of Regulation 21 of SEBI Listing Regulations, your Company has constituted a Risk Management Committee to frame, implement and monitor the risk management plan for the Company. The Committee is responsible for reviewing the risk management plan and ensuring its effectiveness.

The details of the Committee and its terms of reference are set up in the Corporate Governance Report forming part of this Report.

Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

The development and implementation of risk management policy including identification of element of business risk and its mitigation plans has been covered in the Management Discussion and Analysis, which forms part of this Report.

#### **CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

In compliance to Section 135 and in consonance with Schedule VII of the Act, and Rules framed thereunder (including any amendment thereof), the Company has constituted a Corporate Social Responsibility Committee and also framed a Corporate Social Responsibility Policy and the same is uploaded on the website of the Company under the link <http://www.sswlindia.com/pages/csr-policy.htm>.

As per the provisions of the Act, the Company was required to spend Rs. 205.47 lakhs during the year under review. The company has spent an amount of Rs. 139.18 lakhs on the projects covered under CSR activities and the balance of Rs. 66.29 lakhs remained unspent. The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company and the initiatives undertaken by the Company on CSR activities during the financial year 2019-20 are set out in **Annexure B** to this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014.

#### **BOARD EVALUATION**

In compliance with the provisions of the Act, SEBI Listing Regulations and Guidance note on Board evaluation issued by SEBI, the Nomination and Remuneration Committee of the Board of Directors of the Company has carried out a formal annual evaluation of the Board, its committees and individual directors. Further, the Board of Directors have also carried out the evaluation of the Board as a whole, Its committees, Chairman of the Board and all the Individual and Independent Directors on the Board.

# STEEL STRIPS WHEELS LIMITED

---

The performance evaluation of the Board and its committees was made after seeking inputs from all the directors of the Company on the basis of effectiveness of Board processes, information and functioning, degree of fulfillment of key responsibilities, governance issues, effectiveness of control system in identifying material risks and reporting of material violations of policies and law, Board Structure and composition, experience and competencies, establishment and delineation of responsibilities to committees, frequency of meetings, circulation of agenda of the meetings, recording of minutes, adherence to law, Board culture and dynamics, Quality of relationship between Board and Management, efficacy of communication with external stakeholders, etc.

The Board and the Nomination and Remuneration Committee (NRC) of the Company evaluated the performance of individual directors (including independent directors) based on criteria such as qualifications, experience, knowledge and competency, fulfillment of functions and integrity including adherence to Code of Conduct and code of Independent directors of the Company, safeguarding of the Confidential information and of interest of Whistle Blowers under Vigil Mechanism, compliance with policies and disclosures of interest and fulfillment of other obligations imposed by the Law, Contribution and Initiative, availability, attendance, participation and ability to function as a team, commitment, independence, independent views and judgement and Guidance/support to Management outside board, etc.,

A separate meeting of the Independent Directors ("Annual ID meeting") was convened on 20.03.2020, which reviewed the performance of the Board (as a whole), the non-independent directors and the Chairman and the quality, quantity and timeliness of flow of information between the Company, Management and the Board, that is necessary for the Board to effectively and reasonably perform their duties. Post the Annual Independent Directors meeting, the collective feedback of each of the Independent Directors was discussed by the Chairman of the Nomination and Remuneration Committee with the Board's Chairman covering performance of the Board as a whole; performance of the Non-Independent Directors and performance of the Board's Chairman.

## **FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS**

The Company has practice of conducting familiarization program of the Independent Directors as detailed in the Corporate Governance Report which forms part of this Report.

## **EXTRACT OF THE ANNUAL RETURN**

In accordance with Section 134(3)(a) of the Act, an extract of the Annual Return as provided under Sub-Section (3) of Section 92 of the Act, is enclosed as **Annexure C** in the prescribed form MGT-9 and forms part of this Report.

Extract of annual return in MGT-9 and annual return in MGT-7 will be available on the website of the Company at <http://www.sswlindia.com/pages/annual-return.htm>

## **PARTICULARS OF REMUNERATION OF DIRECTORS/KMP'S/EMPLOYEES**

The information required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is appended as **Annexure D** to this report. The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. Further, the report and the accounts are being sent to the members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company and has been uploaded on the website of the Company at [www.sswlindia.com](http://www.sswlindia.com). Any shareholder interested in obtaining a copy of the same may write to the Company Secretary.

## **BUSINESS RESPONSIBILITY REPORT ("BRR")**

As per the SEBI Listing Regulations, the "Business Responsibility Report" ("BRR") is now applicable to your Company as SEBI expands the ambit of BRR and has mandated its inclusion as a part of Company's Annual Report for top 1000 listed entities based on market capitalization. The BRR as required under SEBI Listing Regulations is given as **Annexure-E**.

## **INSURANCE**

All properties and insurable interests of your Company including building and plant & machinery are adequately insured.

## **INDUSTRIAL RELATIONS WITH THE PERSONNEL OF THE COMPANY**

The industrial relations scenario continued to be largely positive across all the manufacturing locations and the Company has continued to maintain cordial and harmonious relations with its employees at all levels. As a result of it, the Company is thriving to achieve growth and greater heights in the times to come.

## **ACKNOWLEDGEMENT**

The Board of Directors wish to place on record their appreciation for the continued co-operation, the Company received from various departments of the Central and State Government, Bankers, Financial Institutions, Dealers and Suppliers. The Board also wishes to place on record its gratitude to the valued customers, members and investing public for their continued support and confidence reposed in the Company. It also acknowledges and appreciates the commitment, dedication and contribution of the Employees towards growth of the Company in all fields.

For and on behalf of the Board

Date: 24.08.2020  
Place: Chandigarh

(Rajinder Kumar Garg)  
Chairman  
DIN: 00034827

# ANNEXURE-A

## TO THE BOARDS' REPORT

Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo required under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014

### A. CONSERVATION OF ENERGY

#### (i) Steps taken or impact on conservation of energy

Energy conservation dictates how efficiently a Company can conduct its operations. The Company has recognized the importance of energy conservation in decreasing the deleterious effects of global warming and climate change. The Company has undertaken various energy efficient practices that have reduced the growth in carbon dioxide emissions and strengthened the Company's commitment towards becoming the environment friendly organization.

As a part of continuous process, the Company adopts all suitable measures to conserve energy. This includes periodical check-ups, preventive maintenance and calibration of all electrical instruments & machineries. The Company has taken steps for optimizing HVAC load to reduce overall power consumption. The Company has initiated and taken measures for energy audit by independent agencies to improve energy performance.

#### (ii) Steps taken by the Company for utilizing alternate sources of energy

The Company is in the process to change all Hydraulic Pumps with Servo Pumps and replacement of all Electrical panel with PLC system, fixing of Led light instead of conventional light, implement of machine wise auto stop arrangement, fixing of VFD instead of normal star delta starter, initiate to procure energy efficient motor in all machines, initiate to stop compressed air leakages in entire plant, initiate to fix auto stop timer in canteen & all rim lines air washers, initiate to fix energy savers in all the office ACs which will lead to substantial saving of energy. Usage of wind-electric energy is being continued in Tamil Nadu plants. Now the Company has initiated to utilize solar energy power to convert lighting & AC load in Solar power in coming years.

#### (iii) The Capital investment on energy conservation equipment

During the year under review, the Company has spent Rs. 15.00 lacs for the said purpose.

### B. TECHNOLOGY ABSORPTION

#### (i) The efforts made towards technology absorption:

The Company deploys State of the Art Technology in design, manufacturing and validation of its products. As a result, the products designed and developed by the Company are well accepted by its various customers in India and abroad. The Company had entered into an agreement during the financial year 2015-16, with Kalink Co. Ltd, a South Korea based Company for setting up Alloy Wheel manufacturing facility in Mehsana, Gujarat and technology transfer. Kalink Co. Ltd which is part of HiHo metals is a world renowned Company in the Alloy Wheel manufacturing field and is having state-of-the art facilities for Alloy Wheel Manufacturing in Korea and China. Presently its customers are mainly located at U.S.A., Europe and Japan. The Company had also executed Technical Assistance Agreement with Kalink Co. Ltd for its alloy plant at Mehsana, which was renewed for a period of one year w.e.f 01.03.2019. Accordingly, the said agreement expired on 28.02.2020 and the same has not been renewed by the Company.

In addition to the technology adoption and diversification strategies the Company is also increasingly devoting resources for automation, process improvement, cost efficiency and quality improvements.

The Company has a Govt. of India approved R & D Centre.

The Company has made efforts towards:-

- Design and development of new wheel rims
- Design and development of new dies and tools

#### (ii) The benefits derived as a result of the above

- Better yield
- Better performance of products
- Reduced cost of products
- Reduction in process wastages
- Better productivity
- Value addition to customers by way of reduced weight of the wheel rims, leading to better fuel efficiency.



# STEEL STRIPS WHEELS LIMITED

(iii) **Details of imported technology (imported during the last three years)**

(a) **The details of the technology imported**

During the year 2019-20, the Company has not imported any technology. However, during the financial year 2015-16, the Company had entered into agreement with Kalink Co. Ltd for setting up an alloy wheel manufacturing facility in Mehsana, Gujarat and the technology for the said purpose was imported during the financial year 2016-17.

(b) **The year of import**

Not Applicable for the financial year 2019-20, however technology was imported during the financial year 2016-17 under the above stated agreement with Kalink Co. Ltd.

(c) **Whether the technology been fully absorbed**

Not Applicable for the financial year 2019-20, however, the technology imported during the financial year 2016-17 was fully absorbed in the year 2016-17.

(d) **If not fully absorbed, areas where absorption has not taken place and the reasons thereof;**

Not applicable

(iv) **The expenditure incurred on Research and Development**

(Rs. in lacs)

Particulars	Year Ended 31.03.2020 (amount in Rs.)	Year Ended 31.03.2019 (amount in Rs.)
Capital	1475.92	2294.34
Recurring	746.43	539.74
Total	2222.34	2834.07
Total R& D Expenditure as a percentage of Turnover	1.42%	1.38%

C. **FOREIGN EXCHANGE EARNINGS AND OUTGO**

(Rs. in lacs)

Particulars	Year Ended 31.03.2020 (amount in Rs.)	Year Ended 31.03.2019 (amount in Rs.)
The Foreign exchange earned in terms of actual inflows during the year	21531.49	23917.90
The Foreign exchange outgo during the year in terms of actual outflows	8951.51	12945.10

For and on behalf of the Board

Date: 24.08.2020  
Place: Chandigarh

(Rajinder Kumar Garg)  
Chairman  
DIN: 00034827

## ANNEXURE-B

# TO THE BOARDS' REPORT

### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1.	A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes	<p>The Company believes in Corporate excellence and social welfare. This corporate philosophy is the force for integrating Corporate Social Responsibility (CSR) into Company's values, culture, operation and business decisions at all levels of the organization. Being a responsible corporate citizen, the Company has a value system of giving back to society and improving life of the people and the surrounding environment.</p> <p>The Company believes that the Corporate strategy which embraces social developments an integral part of the business activities ensure long term sustainability of business enterprises. With this belief, the Company is committed to conduct its business in a socially responsible, ethical and environment friendly manner and to continuously work towards improving quality of life of the communities in its operational areas.</p> <p>As part of CSR initiatives, the Company, during the financial year 2019-20, had amongst other activities, undertook projects in the areas of promoting education, sanitation and making available safe drinking water, cleanliness, healthcare facilities and ensuring environment sustainability, and spent Rs. 139.18 lacs on these projects.</p> <p>The above stated projects were in accordance with Schedule VII of the Companies Act, 2013 and Company's CSR policy.</p> <p><b>Overview of the projects or programmes</b></p> <p>For the Promotion of education, the Company has supported Schools at Moonak Distt. Sangrur (Pb) namely Govt. Senior Secondary School (Boys), Govt. Senior Secondary School (Girls), Bhagat Ravidas Govt. Primary School and Govt. Primary Girls School by renovating, modernizing and providing basic amenities and repair and maintenance, etc.</p> <p>The Company has also contributed towards promotion of Education in School set up in Jamshedpur.</p> <p>At Moonak and Jamshedpur, the Company has further spent in various areas contributing towards betterment of the society such as promotion of health, environment sustainability, development of park, sanitation and making available safe drinking water, cleanliness, health care facility and has made initiative in providing financial assistance/ fee payments of the needy students.</p> <p>The Company's CSR policy has been uploaded on the website of the Company under the web-link: <a href="http://www.sswlindia.com/pages/csr-policy.htm">http://www.sswlindia.com/pages/csr-policy.htm</a></p>
2.	The Composition of the CSR Committee	<ul style="list-style-type: none"> <li>(i) Sh. Sudhanshu Shekhar Jha, Chairman*</li> <li>(ii) Sh. Surinder Singh Virdi, Chairman*</li> <li>(iii) Sh. Andra Veetil Unnikrishnan, Member</li> <li>(iv) Sh. Manohar Lal Jain, Member</li> <li>(v) Sh. Virander Kumar Arya, Member**</li> </ul>
3.	Average Net Profit of the Company for last three financial years	Rs. 10273.56 lacs
4.	Prescribed CSR Expenditure (two percent of the amount as in item 3 above)	Rs. 205.47 Lacs
5.	Details of CSR spend during the financial year: (a) Total amount spent for the financial year (b) Amount unspent, if any	Rs. 139.18 lacs Rs. 66.29 lacs

(c) Manner in which the amount spent during the financial year is detailed below:

# STEEL STRIPS WHEELS LIMITED

(Rs. in Lacs)

S. No	CSR Project or activity identified	Sector in which the project is covered	Projects or programmes: (i) Local area or other (ii) Specify the state and district where projects or programmes were undertaken	Amount outlay (budget) Project or Programs wise	Amount spent on the projects or programs sub- heads: (i) Direct expenditure on projects or programs (ii) Overheads	Cumulative Expenditure up to the reporting period	Amount spent Direct or through implementing agency
1.	For the promotion of education by renovation and modernization of Schools etc.	Promotion of Education	Moonak , Distt. Sangrur (Punjab)	Rs. 88.00	Direct: Rs. 65.31	Rs. 84.96	Direct = Rs. 32.14 ***implementing Agency = Rs. 33.17
			Jamshedpur Distt. East Singhbhum (Jharkhand) Village Lehli (Punjab)	Rs. 16.00	Direct: Rs. 10.09		Direct = 10.09
				Rs. 20.00	Direct: Rs. 9.56		Direct = 9.56
2.	Park Development and Maintenance	Environment Sustainability	Moonak, Distt. Sangrur (Punjab)	Rs. 7.97	Direct: Rs. 3.54	Rs. 3.54	Direct = Rs. 1.17 ***implementing Agency = Rs. 2.37
3.	Safe drinking water-Water to villagers	making available safe drinking water	Jamshedpur Distt. East Singhbhum (Jharkhand)	Rs. 1.20	Direct: Rs. 0.78	Rs. 0.78	Direct = Rs. 0.78
4.	Financial Assistance/ Fee payment of the needy students	Promotion of Education	Moonak , Distt. Sangrur (Punjab) & PAN India	Rs. 20.80	Direct: Rs. 13.29	Rs. 13.29	Direct = Rs. 7.46 ***implementing Agency = Rs. 5.83
5.	Cleanliness- (Cleaning of Roads, Public places, schools, Mechanised sanitation vehicle and installed Portable toilets)	Sanitation and Swach Bharat	Moonak , Distt. Sangrur (Punjab)	Rs. 32.50	Direct: Rs. 24.95	Rs. 27.67	Direct = Rs. 6.05 ***implementing Agency = Rs.18.90 Direct
			Jamshedpur Distt. East Singhbhum (Jharkhand)	Rs. 6.00	Direct: Rs. 2.72		
6.	CSR Activities in Village Urmal	Poverty and Community Welfare	Village Urmal (Jharkhand)	Rs. 2.00	Direct: Rs. 0.13	Rs. 0.13	Direct
7.	For the welfare of Youth, Drug Eradication and socio economic development	Other	Moonak , Distt. Sangrur (Punjab)	Rs. 2.00	Direct: Rs. 1.00	Rs. 1.00	Direct
8.	Promotion of health	Ambulance services	Jamshedpur Distt. East Singhbhum (Jharkhand)	Rs. 4.00	Direct: Rs. 3.24	Rs. 3.24	Direct=Rs. 0.00 ***implementing Agency= Rs.3.24
9.	Administrative Expenses			Rs. 5.00	Rs. 4.57	Rs.4.57	Direct
	<b>Total</b>			<b>Rs.205.47</b>	<b>Rs. 139.18</b>	<b>Rs.139.18</b>	

Note: \* Sh. Surinder Singh Viridi, Non-Executive Independent Director of the Company, was appointed as the Chairman of the CSR Committee w.e.f. 01.10.2019 in place Sh. Sudhanshu Shekhar Jha, who ceased to be the Director of the Company w.e.f. 01.10.2019 due to completion of his term.

\*\* Sh. Virander Kumar Arya, Non-executive Independent Director of the Company was appointed as the member of the CSR Committee w.e.f. 08.07.2019.

Details of Implementing Agency:

\*\*\*Hans Raj Trust is a public charitable trust and Sh. Rajinder Kumar Garg, Chairman of the Company is Managing Trustee of the said Trust.

- In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report. : **Yes**  
The implementation of the CSR projects was in progress and the balance unspent amount as mentioned in 5(b) above will be spent in the current financial year in ongoing projects.
- A responsibility statement of the CSR Committee of the Board of Directors of the Company:  
The implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Date: 24.08.2020  
Place: Chandigarh

(Andra Veetil Unnikrishnan)  
Deputy Managing Director

(Surinder Singh Viridi)  
Chairman CSR Committee

# ANNEXURE-C

## TO THE BOARDS' REPORT

Form No.MGT-9

### EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31.03.2020

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

#### I. REGISTRATION AND OTHER DETAILS:

i)	CIN	L27107PB1985PLC006159
ii)	Registration Date	28 <sup>th</sup> February 1985
iii)	Name of the Company	Steel Strips Wheels Limited
iv)	Category/Sub-Category of the Company	Public Limited Company having Share Capital
v)	Address of the Registered office and contact details	Village Somalheri / Lehli P.O. Dappar Tehsil Derabassi, District, SAS Nagar (Mohali) Punjab-140506. Ph. No. 0172-2793112
vi)	Whether listed Company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Pvt. Ltd. Noble Heights 1st Floor, Plot No. NH-2, C-1 Block, LSC Near Savitri Market, Janakpuri New Delhi – 110 058 Ph. No. 011- 49411000, 41410592-94

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company:

S. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the Company
1	Manufacture of Wheel Rims (Auto Parts and Equipment Industry)	29301	100%

#### III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

The Company is not having any Holding Company, Subsidiary Company and Associate Company.

# STEEL STRIPS WHEELS LIMITED

## IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as Percentage of Total Equity)

### i) Category-wise Shareholding.

Category of Shareholders	No of shares held at the beginning of the Year (As on 01.04.2019)				No of shares held at the end of the Year (As on 31.03.2020)				% change during the year
	De-mat	Physical	Total	% of Total Shares	De-mat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	5189855	-	5189855	33.29	5812329	-	5812329	37.28	3.99
b) Central Govt.									
c) State Govt.(s)									
d) Bodies Corporate	3973853	1250	3975103	25.50	3984373	1250	3985623	25.57	0.07
e) Banks/FI									
f) Any Other									
<b>Sub-Total (A)(1):</b>	<b>9163708</b>	<b>1250</b>	<b>9164958</b>	<b>58.79</b>	<b>9796702</b>	<b>1250</b>	<b>9797952</b>	<b>62.85</b>	<b>4.06</b>
<b>(2) Foreign</b>									
a) NRIs-Individuals	-	-	-	-	-	-	-	-	-
b) Other-Individual	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-Total(A)(2):</b>									
<b>Total Shareholding of Promoters (A)=(A) (1)+(A)(2)</b>	<b>9163708</b>	<b>1250</b>	<b>9164958</b>	<b>58.79</b>	<b>9796702</b>	<b>1250</b>	<b>9797952</b>	<b>62.85</b>	<b>4.06</b>
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									
a) Mutual Funds/UTI	0	750	750	0.00	0	750	750	0.00	0.00
b) Banks/FI	66961	1450	68411	0.44	66177	1450	67627	0.43	(0.01)
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Company	-	-	-	-	-	-	-	-	-
g) Foreign Institutional/ Portfolio Investor	90003	-	90003	0.58	89962	-	89962	0.58	(0.00)
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Any Other (specify)	-	-	-	-	-	-	-	-	-
<b>Sub Total(B) (1)</b>	<b>156964</b>	<b>2200</b>	<b>159164</b>	<b>1.02</b>	<b>156139</b>	<b>2200</b>	<b>158339</b>	<b>1.01</b>	<b>(0.01)</b>
<b>B2 Non-Institution</b>									
a) Bodies Corporate									
i) Indian	2843250	2750	2846000	18.26	2809801	2350	2812151	18.04	(0.22)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) individual shareholders holding nominal share capital up to Rs.1 lakh	1578132	259746	1837878	11.79	1094861	231846	1326707	8.51	(3.28)
ii) individual shareholders holding nominal share capital in excess of Rs. 1 lakh	170033	-	170033	1.08	144673	-	144673	0.92	(0.16)
<b>c) other (Specify)</b>									
Trusts	2061	-	2061	0.01	1000	-	1000	0.01	(0.00)
Foreign Body Corporate	1059525	-	1059525	6.79	1059525	-	1059525	6.79	0.00
Non Resident Indian	95989	-	95989	0.62	52472	100	52572	0.34	(0.28)
Clearing Members	24737	-	24737	0.16	4367	-	4367	0.03	(0.13)
Hindu Undivided Family	52578	300	52878	0.34	45277	200	45477	0.29	(0.05)
Investor Education & Protection Fund Authority	176497	-	176497	1.13	186957	-	186957	1.20	0.07
<b>Sub Total (B)(2)</b>	<b>6002802</b>	<b>262796</b>	<b>6265598</b>	<b>40.19</b>	<b>5398933</b>	<b>234496</b>	<b>5633429</b>	<b>36.14</b>	<b>(4.05)</b>
<b>(B) Total Public shareholding (B) = (B)(1)+(B)(2)</b>	<b>6159766</b>	<b>264996</b>	<b>6424762</b>	<b>41.21</b>	<b>5555072</b>	<b>236696</b>	<b>5791768</b>	<b>37.15</b>	<b>(4.06)</b>
<b>(C) Shares held by Custodians for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A)+(B)+(C)</b>	<b>15323474</b>	<b>266246</b>	<b>15589720</b>	<b>100.00</b>	<b>15351774</b>	<b>237946</b>	<b>15589720</b>	<b>100.00</b>	<b>0.00</b>

ii) Shareholding of Promoters

S. No	Shareholders Name	Shareholding at the beginning of the Year (As on 01.04.2019)			Shareholding at the end of the Year (As on 31.03.2020)			
		No. of Shares	% of total shares of the Company	% of shares Pledged/encumbered to total shares*	No. of Shares	% of total shares of the Company	% of shares Pledged/encumbered to total shares	% change in shareholding during the year*
1	Sh. R. K. Garg	292571	1.88	-	292571	1.88	-	-
2	Smt. Sunena Garg	177794	1.14	-	800268	5.13	-	3.99
3	Sh. Dheeraj Garg	4640228	29.76	24.13	4640228	29.76	24.13	-
4	Ms. Priya Garg	79262	0.51	0.51	79262	0.51	0.51	-
5	SAB Industries Ltd.	1324187	8.50	3.85	1324187	8.50	1.28	-
6	SAB Udyog Ltd.	1142582	7.33	-	1142582	7.33	-	-
7	Chandigarh Developers Pvt. Ltd.	569132	3.65	3.65	569132	3.65	3.65	-
8	Malwa Chemtex Udyog Ltd.	385000	2.47	-	385000	2.47	-	-
9	DHG Marketing Pvt. Ltd.	501094	3.21	1.80	501094	3.21	1.80	-
10	Steel Strips Financiers Pvt. Ltd.	20000	0.13	-	20000	0.13	-	-
11	Chandigarh Aircraft Management Services Pvt. Ltd.	25888	0.17	-	36408	0.24	-	0.07
12	**Munak International Pvt. Ltd	2250	0.02	-	2250	0.02	-	-
13	S. S. Credits Pvt. Ltd.	1600	0.01	-	1600	0.01	-	-
14	**S. J. Mercantile Pvt Ltd. (Earlier known as S. A Holdings Pvt. Ltd.)	1250	0.01	-	1250	0.01	-	-
15	**Steel Strips Leasing Ltd (now known as Steel Strips Industries Ltd)	500	0.00	-	500	0.00	-	-
16	Malwa Holdings Pvt. Ltd.	400	0.00	-	400	0.00	-	-
17	Munak Investments Pvt. Ltd.	400	0.00	-	400	0.00	-	-
18	**Munak Financiers Pvt. Ltd.	400	0.00	-	400	0.00	-	-
19	**Steel Strips Ltd	300	0.00	-	300	0.00	-	-
20	Steel Strips Holdings Pvt. Ltd.	120	0.00	-	120	0.00	-	-
	<b>Total</b>	<b>9164958</b>	<b>58.79</b>	<b>33.94</b>	<b>9797952</b>	<b>62.85</b>	<b>31.37</b>	<b>4.06</b>

(i) \*The % of shares pledged/encumbered represents % of shares pledged/encumbered as a % of the total Shares of the Company.

(ii) \*\*Steel Strips Leasing Ltd (now known as Steel Strips Industries Ltd), Munak Financiers P. Ltd, Steel Strips Ltd and S.A. Holdings P. Ltd (now known as S.J. Mercantile P. Ltd) have sold 500, 400, 300 and 50 shares (totaling 1250 shares ) respectively long back, but not yet lodged by the purchasers in public category with the Company. These shares are still standing in the name of above stated promoters in physical forms in member register.

Further as per our member register, Munak International Pvt. Ltd (MIPL) is holding 2250 shares. However out of this, 50 shares have already been sold by MIPL long back, however the same is still outstanding in its name.

## STEEL STRIPS WHEELS LIMITED

### iii) Change in Promoters' Shareholding (Please Specify, if there is no change)

S.No	Name of the Shareholders	Shareholding at the beginning of the Year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	<b>Sunena Garg</b> <b>At the beginning of the Year</b>	<b>177794</b>	<b>1.14</b>	<b>177794</b>	<b>1.14</b>
	Market Purchase on:				
	30.05.2019	2000	0.01	179794	1.15
	31.05.2019	8082	0.05	187876	1.20
	03.06.2019	5136	0.03	193012	1.23
	06.06.2019	3305	0.02	196317	1.25
	07.06.2019	2811	0.02	199128	1.27
	10.06.2019	736	0.01	199864	1.28
	11.06.2019	1205	0.01	201069	1.29
	12.06.2019	3372	0.02	204441	1.31
	13.06.2019	5600	0.04	210041	1.35
	14.06.2019	13000	0.08	223041	1.43
	17.06.2019	6550	0.04	229591	1.47
	18.06.2019	2600	0.02	232191	1.49
	19.06.2019	26798	0.17	258989	1.66
	20.06.2019	9252	0.06	268241	1.72
	21.06.2019	10600	0.07	278841	1.79
	24.06.2019	15450	0.10	294291	1.89
	25.06.2019	10266	0.06	304557	1.95
	26.06.2019	15500	0.10	320057	2.05
	27.06.2019	10305	0.07	330362	2.12
	28.06.2019	49550	0.32	379912	2.44
	15.07.2019	5398	0.03	385310	2.47
	16.07.2019	2150	0.02	387460	2.49
	17.07.2019	12700	0.08	400160	2.57
	18.07.2019	15300	0.09	415460	2.66
	19.07.2019	11364	0.07	426824	2.73
	22.07.2019	14255	0.09	441079	2.82
	23.07.2019	8098	0.05	449177	2.87
	24.07.2019	6508	0.04	455685	2.91
	25.07.2019	9854	0.07	465539	2.98
	26.07.2019	946	0.01	466485	2.99
	22.08.2019	6781	0.04	473266	3.03
	23.08.2019	6400	0.04	479666	3.07
	26.08.2019	6952	0.04	486618	3.11
	27.08.2019	6100	0.04	492718	3.15
	28.08.2019	7100	0.05	499818	3.20
	29.08.2019	3600	0.02	503418	3.22
	30.08.2019	650	0.01	504068	3.23
	24.09.2019	3300	0.02	507368	3.25
	25.09.2019	7292	0.05	514660	3.30
	26.09.2019	1600	0.01	516260	3.31
	27.09.2019	9850	0.06	526110	3.37
	30.09.2019	1250	0.01	527360	3.38
	11.11.2019	4639	0.03	531999	3.41
	13.11.2019	650	0.01	532649	3.42
	14.11.2019	3100	0.01	535749	3.43
	15.11.2019	3050	0.02	538799	3.45
	18.11.2019	3744	0.03	542543	3.48
	19.11.2019	8000	0.05	550543	3.53
	20.11.2019	2300	0.01	552843	3.54
	21.11.2019	2600	0.02	555443	3.56
	22.11.2019	2800	0.02	558243	3.58
	02.12.2019	1600	0.01	559843	3.59
	09.12.2019	16530	0.10	576373	3.69
	10.12.2019	10258	0.06	586631	3.75
	11.12.2019	2700	0.02	589331	3.77

S.No	Name of the Shareholders	Shareholding at the beginning of the Year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	12.12.2019	6300	0.05	595631	3.82
	13.12.2019	1700	0.01	597331	3.83
	16.12.2019	1450	0.01	598781	3.84
	17.12.2019	3399	0.02	602180	3.86
	18.12.2019	600	0.00	602780	3.86
	19.12.2019	1050	0.01	603830	3.87
	20.12.2019	1050	0.01	604880	3.88
	27.12.2019	2063	0.01	606943	3.89
	30.12.2019	3250	0.02	610193	3.91
	31.12.2019	3450	0.02	613643	3.93
	13.01.2020	3596	0.03	617239	3.96
	14.01.2020	3280	0.02	620519	3.98
	15.01.2020	2050	0.01	622569	3.99
	16.01.2020	2300	0.02	624869	4.01
	17.01.2020	3250	0.02	628119	4.03
	20.01.2020	700	0.00	628819	4.03
	21.01.2020	800	0.01	629619	4.04
	22.01.2020	50	0.00	629669	4.04
	23.01.2020	1000	0.007	630669	4.05
	24.01.2020	1100	0.007	631769	4.05
	27.01.2020	1050	0.01	632819	4.06
	28.01.2020	2150	0.01	634969	4.07
	29.01.2020	152	0.001	635121	4.07
	30.01.2020	600	0.003	635721	4.07
	31.01.2020	1289	0.01	637010	4.08
	01.02.2020	2075	0.01	639085	4.09
	07.02.2020	15751	0.11	654836	4.20
	10.02.2020	19000	0.12	673836	4.32
	11.02.2020	6613	0.04	680449	4.36
	13.02.2020	5000	0.03	685449	4.39
	14.02.2020	3200	0.02	688649	4.41
	17.02.2020	3500	0.03	692149	4.44
	18.02.2020	2100	0.01	694249	4.45
	19.02.2020	1900	0.01	696149	4.46
	24.02.2020	4550	0.03	700699	4.49
	25.02.2020	399	0.00	701098	4.49
	27.02.2020	9069	0.06	710167	4.55
	02.03.2020	1700	0.01	711867	4.56
	06.03.2020	13000	0.08	724867	4.64
	09.03.2020	7700	0.05	732567	4.69
	11.03.2020	9369	0.06	741936	4.75
	12.03.2020	13183	0.08	755119	4.83
	13.03.2020	16620	0.11	771739	4.94
	16.03.2020	15501	0.10	787240	5.04
	17.03.2020	3221	0.03	790461	5.07
	18.03.2020	5200	0.03	795661	5.10
	19.03.2020	3507	0.02	799168	5.12
	20.03.2020	1100	0.01	800268	5.13
	<b>At the end of the year</b>	<b>800268</b>	<b>5.13</b>	<b>800268</b>	<b>5.13</b>
<b>2</b>	<b><u>Chandigarh Aircraft Management Services Pvt. Ltd.</u></b>				
	<b>At the beginning of the Year</b>	<b>25888</b>	<b>0.17</b>	<b>25888</b>	<b>0.17</b>
	Market Purchase on				
	11.09.2019	2000	0.01	27888	0.18
	12.09.2019	3861	0.03	31749	0.21
	17.09.2019	2109	0.01	33858	0.22
	18.09.2019	250	0.00	34108	0.22
	19.09.2019	2300	0.01	36408	0.23
	<b>At the end of the year</b>	<b>36408</b>	<b>0.23</b>	<b>36408</b>	<b>0.23</b>

There is no change in other Promoters shareholding during financial year 2019- 20.



## STEEL STRIPS WHEELS LIMITED

### iv) Shareholding Pattern of Top Ten shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

S. No	Name of the Shareholders	Shareholding at the beginning of the Year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	<b><u>Tata Steel Ltd</u></b>				
	At the Beginning of the year	1086972	6.97	1086972	6.97
	Increase/decrease in shareholding during the year 2019-20	0	0.00	1086972	6.97
	<b>At the End of the Year</b>	<b>1086972</b>	<b>6.97</b>	<b>1086972</b>	<b>6.97</b>
2	<b><u>Sumitomo Metal Industries Ltd.</u></b>				
	At the Beginning of the year	850000	5.45	850000	5.45
	Increase/decrease in shareholding during the year 2019-20	0	0.00	850000	5.45
	<b>At the End of the Year</b>	<b>850000</b>	<b>5.45</b>	<b>850000</b>	<b>5.45</b>
3	<b><u>Priya Tools Pvt. Ltd.</u></b>				
	At the Beginning of the year	526874	3.38	526874	3.38
	Increase/decrease in shareholding during the year 2019-20	0	0.00	526874	3.38
	<b>At the End of the Year</b>	<b>526874</b>	<b>3.38</b>	<b>526874</b>	<b>3.38</b>
4	<b><u>SCM Fintrade Pvt. Ltd.</u></b>				
	At the Beginning of the year	487691	3.13	487691	3.13
	Increase/decrease in shareholding during the year 2019-20	0	0.00	487691	3.13
	<b>At the End of the Year</b>	<b>487691</b>	<b>3.13</b>	<b>487691</b>	<b>3.13</b>
5	<b><u>Bloomen Flora Ltd.</u></b>				
	At the Beginning of the year	486496	3.12	486496	3.12
	Increase/decrease in shareholding during the year 2019-20	0	0.00	486496	3.12
	<b>At the End of the Year</b>	<b>486496</b>	<b>3.12</b>	<b>486496</b>	<b>3.12</b>
6	<b><u>Kalink Co. Ltd</u></b>				
	At the Beginning of the year	269275	1.73	269275	1.73
	Increase/decrease in shareholding during the year 2019-20	0	0.00	269275	1.73
	<b>At the End of the Year</b>	<b>269275</b>	<b>1.73</b>	<b>269275</b>	<b>1.73</b>
7	<b><u>Investor Education and Protection Fund Authority Ministry of Corporate Affairs</u></b>				
	At the Beginning of the year	176497	1.13	176497	1.13
	Increase/decrease in shareholding during the year 2019-20 on:				
	28.06.2019	(100)	(0.00)	176397	1.13
	09.08.2019	(100)	(0.00)	176297	1.13
	25.10.2019	(200)	(0.01)	176097	1.12
	08.11.2019	(50)	(0.00)	176047	1.12
	02.12.2019	11710	0.08	187757	1.20
	20.12.2019	(200)	(0.00)	187557	1.20
	24.01.2020	(500)	(0.00)	187057	1.20
	24.01.2020	(100)	(0.00)	186957	1.20
	<b>At the End of the Year</b>	<b>186957</b>	<b>1.20</b>	<b>186957</b>	<b>1.20</b>

S. No	Name of the Shareholders	Shareholding at the beginning of the Year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
8	<b>MAX LIFE INSURANCE COMPANY LIMITED A/C - ULIF00225/06/04LIFEBALANC104 - BALANCED FUND</b>				
	At the Beginning of the year	135770	0.87	135770	0.87
	Increase/decrease in shareholding during the year 2019-20 on:				
	03.05.2019	(787)	(0.01)	134983	0.86
	10.05.2019	(2246)	(0.01)	132737	0.85
	14.06.2019	(4000)	(0.03)	128737	0.82
	21.06.2019	(4000)	(0.03)	124737	0.79
	05.07.2019	(2010)	(0.01)	122727	0.78
	23.08.2019	(2000)	(0.01)	120727	0.77
	30.08.2019	(4000)	(0.03)	116727	0.74
06.09.2019	(710)	(0.004)	116017	0.74	
06.12.2019	(490)	(0.003)	115527	0.74	
	<b>At the End of the Year</b>	<b>115527</b>	<b>0.74</b>	<b>115527</b>	<b>0.74</b>
9	<b>Amrit Sagar Mittal</b>				
	At the Beginning of the year	67466	0.43	67466	0.43
	Increase/decrease in shareholding during the year 2019-20 on:	0	0.00	67466	0.43
	<b>At the End of the Year</b>	<b>67466</b>	<b>0.43</b>	<b>67466</b>	<b>0.43</b>
10	<b>General Insurance Corporation of India</b>				
	At the Beginning of the year	44502	0.28	44502	0.28
	Increase/decrease in shareholding during the year 2019-20	0	0	44502	0.28
	<b>At the End of the Year</b>	<b>44502</b>	<b>0.28</b>	<b>44502</b>	<b>0.28</b>

Date of increase/decrease has been considered as the date on which beneficiary positions was provided by the depositories.

**v) Shareholding of Directors and Key Managerial Personnel**

S. No.	Name of the Director	Shareholding at the beginning of the Year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	<b>Sh. R. K. Garg</b>				
	At the beginning of the year	292571	1.88	292571	1.88
	Date wise Increase/Decrease in shareholding during the year	-	-	292571	1.88
	<b>At the end of the Year</b>	<b>292571</b>	<b>1.88</b>	<b>292571</b>	<b>1.88</b>
2.	<b>Sh. Dheeraj Garg</b>				
	At the beginning of the year	4640228	29.76	4640228	29.76
	Date wise Increase/Decrease in shareholding during the year	-	-	4640228	29.76
	<b>At the end of the Year</b>	<b>4640228</b>	<b>29.76</b>	<b>4640228</b>	<b>29.76</b>
3.	<b>Sh. Andra Veetil Unnikrishnan</b>				
	At the beginning of the year	5112	0.03	5112	0.03
	Date wise Increase/Decrease in shareholding during the year	-	-	5112	0.03
	<b>At the end of the Year</b>	<b>5112</b>	<b>0.03</b>	<b>5112</b>	<b>0.03</b>
4.	<b>Sh. Manohar Lal Jain</b>				
	At the beginning of the year	20303	0.13	20303	0.13
	Date wise Increase/Decrease in shareholding during the year	-	-	20303	0.13
	<b>At the end of the Year</b>	<b>20303</b>	<b>0.13</b>	<b>20303</b>	<b>0.13</b>

## STEEL STRIPS WHEELS LIMITED

S. No.	Name of the Director	Shareholding at the beginning of the Year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
5.	<b>Sh. Madan Mohan Chopra</b>				
	At the beginning of the year	10000	0.06	10000	0.06
	Date wise Increase/Decrease in shareholding during the year	-	-	10000	0.06
	<b>At the end of the Year</b>	<b>10000</b>	<b>0.06</b>	<b>10000</b>	<b>0.06</b>
6.	<b>Sh. Virander Kumar Arya</b>				
	At the beginning of the year	0	0.00	0	0.00
	Increase/Decrease in shareholding during the year 2019-20:- 20.08.2019	250	0.00	250	0.00
	<b>At the end of the Year</b>	<b>250</b>	<b>0.00</b>	<b>250</b>	<b>0.00</b>

Ms. Jaspreet Takhar, Sh. Sudhanshu Shekhar Jha, Sh. Surinder Kumar Bansal, Sh. Sanjay Surajprakash Sahni, Sh. Shashi Bhushan Gupta, Sh. Ajit Singh Chatha, and Sh Surinder Singh Viridi Directors of the Company, did not hold any shares during the financial year 2019-20.

**Note:** During the year Sh. Madan Mohan Chopra, Sh. Sudhanshu Shekhar Jha and Sh. Surinder Kumar Bansal have completed their tenure and ceased to be the Directors of the Company w.e.f 01.10.2019 and Sh. Shashi Bhushan Gupta, Sh. Ajit Singh Chatha, and Sh Surinder Singh Viridi appointed as Directors of the Company in place of the above outgoing directors w.e.f 01.10.2019.

### Name of the Key Managerial Personnel

S. No.	Name of the KMP	Shareholding at the beginning of the Year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	<b>Sh. Ayush Thareja (CFO )</b>				
	At the beginning of the year	0	0.00	0	0.00
	Date wise Increase/Decrease in shareholding during the year:	-	-	-	-
	<b>At the end of the Year</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
2.	<b>Sh. Shaman Jindal (Company Secretary)</b>				
	At the beginning of the year	1250	0.008	1250	0.008
	Increase/Decrease in shareholding during the year 2019-20: Open Market Sale of shares				
	17.12.2019	(350)	(0.002)	900	0.006
	18.12.2019	(300)	(0.002)	600	0.004
	<b>At the end of the Year</b>	<b>600</b>	<b>0.004</b>	<b>600</b>	<b>0.004</b>

### V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Rs. in Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness (Amount in Rs.)
Indebtedness at the beginning of the financial year (01.04.2019)				
i) Principal Amount	94237.19	10747.84	-	104985.03
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>94237.19</b>	<b>10747.84</b>	<b>-</b>	<b>104985.03</b>
Change in Indebtedness during the financial year				
• Addition	12907.67	7128.65	-	20036.32
• Reduction (net of fluctuation)	15342.22	1395.58	-	16737.80
<b>Net Change</b>	<b>(1586.52)</b>	<b>5733.07</b>	<b>-</b>	<b>3298.52</b>

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness (Amount in Rs.)
Indebtedness at the end of the financial year (31.03.2020)				
i) Principal Amount	91802.64	16480.92	-	108283.56
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>91802.64</b>	<b>16480.92</b>	<b>-</b>	<b>108283.56</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director (MD), Whole-time Directors (WTD) and/or Manager:

(Rs. in lac)

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount (In Rs)
		Sh. Dheeraj Garg (MD)	Sh. Andra Veetil Unnikrishnan (DMD)	Sh. Manohar Lal Jain (ED)	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	28.80	55.50	46.41	130.71
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961.	-	-	-	-
2	Stock Options	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				
	- As % of Profit	138.40	-	-	138.40
	- Others, specify	-	-	-	-
5	Others, please Specify : Provident fund	2.16	3.60	3.89	9.65
	<b>Total (A)</b>	<b>169.36</b>	<b>59.10</b>	<b>50.30</b>	<b>278.76</b>
	Ceiling as per the Act	Rs. 372.60 Lacs (being 11% of Net profit of the Company as calculated as per the provisions of Section 198 of the Companies Act, 2013.)			

### B. Remuneration to other Directors:

#### 1. Independent Directors

(Rs. in lac)

Sr. No.	Name of Directors	Particulars of Remuneration (fee for attending Board/Committee, Commission, Other Specify)	Total Amount (In Rs.)
1	Sh. Virander Kumar Arya	Fee for Attending Board Meeting & Audit Committee Meeting	1.10
2	Sh. Sudhanshu Shekhar Jha	Fee for Attending Board Meeting & Audit Committee Meeting	0.30
3	Sh. Surinder Kumar Bansal	Fee for Attending Board Meeting & Audit Committee Meeting	0.30
4	Sh. Madan Mohan Chopra	Fee for Attending Board Meeting & Audit Committee Meeting	0.70
5	Ms. Jaspreet Takhar	Fee for Attending Board Meeting	0.40
6	Sh. Ajit Singh Chatha	Fee for Attending Board Meeting & Audit Committee Meeting	0.60
7	Sh. Shashi Bhushan Gupta	Fee for Attending Board Meeting & Audit Committee Meeting	0.60
8	Sh. Surinder Singh Viridi	Fee for Attending Board Meeting	0.20
	<b>Total (1)</b>		<b>4.20</b>

#### 2. Other Non-Executive Directors

(Rs. in lac)

Sr. No.	Name of Directors	Particulars of Remuneration (fee for attending Board/Committee, Commission, Other Specify)	Total Amount (In Rs.)
1.	Sh. Rajinder Kumar Garg	Fee for Attending Board Meeting	01.00
	<b>Total (2)</b>		<b>01.00</b>
	<b>Total (B) = (1+2)</b>		<b>5.20</b>
	Total Managerial Remuneration		283.96
	Overall Ceiling as per the Act	Rs. 372.60 Lacs (being 11% of Net profit of the Company)	

Note: (i) Sh. Madan Mohan Chopra, Sh. Sudhanshu Shekhar Jha and Sh. Surinder Kumar Bansal, Non-Executive Independent Directors of the Company ceased to be the Directors and Chairman/Member of the committees of the Board of Directors of the Company w.e.f

# STEEL STRIPS WHEELS LIMITED

01.10.2019 due to completion of their tenure as Director of the Company. Consequently, they were paid sitting fees for the meetings attended by them during their tenure.

(ii) Sh. Shashi Bhushan Gupta, Sh. Ajit Singh Chatha, and Sh Surinder Singh Virdi were appointed as Non-Executive Independent Directors of the Company w.e.f. 01.10.2019 in place of the aforesaid outgoing Directors. Consequently, they were paid sitting fees for the meetings attended by them during their tenure.

## C.REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(Rs. in lac)

S. No	Particulars of Remuneration	Key Managerial Personnel		
		Sh. Ayush Thareja (Chief Financial Officer)	Sh. Shaman Jindal (Company Secretary)	Total Amount (In Rs)
1	Gross salary	15.03	22.49	37.52
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961.	-	-	-
2	Stock Options	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as% of Profit	-	-	-
	- Others specify	-	-	-
5	Others, please Specify:			
	Provident Fund	0.86	1.51	2.37
	Gratuity	-	-	-
	<b>Total (A)</b>	<b>15.89</b>	<b>24.00</b>	<b>39.89</b>

## VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCE:

There were no penalties / punishment / compounding of offences for the financial year ending 31.03.2020.

For and on behalf of the Board

Date: 24.08.2020  
Place: Chandigarh

(Rajinder Kumar Garg)  
Chairman  
DIN: 00034827

# ANNEXURE-D

## TO THE BOARDS' REPORT

### PARTICULARS OF REMUNERATION

The information required under Section 197 of the Companies Act, 2013 and the Rule 5 (1) of Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014, in respect of employees of the Company, is as follows: -

- (a) **The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year;**

Executive Directors	Ratio of Median Remuneration
Sh. Dheeraj Garg	61.90
Sh. Andra Veetil Unnikrishnan	21.60
Sh. Manohar Lal Jain	18.38

Note: The Non-Executive Director of the Company are entitled to sitting fee only for attending Board Meetings and Audit Committee Meetings as per the Statutory provision. The details of remuneration of Non-Executive Directors are provided in Corporate Governance Report. The ratio of remuneration and percentage increase for Non-Executive Director's remuneration is therefore not considered for the above said purpose.

- (b) **The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;**

Name of Person	% increase in remuneration
Sh. Dheeraj Garg (MD)	(70.36)
Sh. Andra Veetil Unnikrishnan (DMD)	(31.18)
Sh. Manohar Lal Jain	(0.30)
Sh. Ayush Thareja* (CFO w.e.f 14.02.2019)	NA
Sh. Shaman Jindal (CS)	(33.43)

\* Sh. Ayush Thareja was appointed as the Chief Financial Officer w.e.f. 14.02.2019. Hence, % increase in remuneration of Sh. Ayush Thareja is not applicable.

- (c) **The percentage increase in the median remuneration of employees in the financial year**

2.17%

- (d) **The number of permanent employees on the rolls of Company:**

As on 31.03.2020 the Company had 2399 permanent employees on the rolls of the Company.

- (e) **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration**

Average increase in remuneration is 2.54% for employees other than Key Managerial Personnel and there is no increase for Key Managerial Personnel. The remuneration of employees and KMP is decided based on the individual performance, inflation, prevailing industry trends and benchmark.

- (f) **Affirmation that the remuneration is as per the remuneration policy of the Company**

The Company affirms that remuneration is as per the Nomination and Remuneration policy of the Company.

For and on behalf of the Board

Date: 24.08.2020  
Place: Chandigarh

(Rajinder Kumar Garg)  
Chairman  
DIN: 00034827

**ANNEXURE-E****TO THE BOARDS' REPORT**

Pursuant to Regulation 34(2)(f) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Directors present the **Business Responsibility Report** of the Company for the financial year ended on **March 31, 2020**.

**SECTION A: GENERAL INFORMATION ABOUT THE COMPANY**

1	Corporate Identity Number (CIN) of the Company	L27107PB1985PLC006159
2	Name of the Company	Steel Strips Wheels Limited
3	Registered Address	Village Somalheri / Lehli P.O. Dappar Tehsil Derabassi, District S.A.S Nagar (Mohali), Punjab-140506
4	Website	<a href="http://www.sswlindia.com">www.sswlindia.com</a>
5	E-mail ID	<a href="mailto:ssl_ssg@glide.net.in">ssl_ssg@glide.net.in</a> <a href="mailto:shamanjindal@sswlindia.com">shamanjindal@sswlindia.com</a>
6	Financial Year Reported	April 2019 to March 2020
7	Sector(s) that the Company is engaged in (industrial activity code-wise)	Manufacture of Wheel Rims (Auto Parts and Equipment Industry) NIC Code:29301
8	List three key products/services that the Company manufactures/provides (as in balance sheet)	The company is engaged in the business of manufacturing of Steel Wheel Rims and Alloy Wheel Rims which are used in automotive vehicles. Its product range comprises of Steel Wheel Rims for Passenger Cars, Multi Utility Vehicle, Tractors, Light Commercial Vehicle (LCV), Heavy Commercial Vehicle (HCL) and Off The Road (OTR) vehicle. Alloy wheels are for passenger cars.
9	Total number of locations where business activity is undertaken by the Company: - (a) Number of International Locations (b) Number of National Locations	NIL 9 (including registered office, Head office, Branch offices and manufacturing units)
10	Markets served by the Company –Local/ State/ National/ International	We served all the markets be it Local, National or International

**SECTION B: FINANCIAL DETAILS OF THE COMPANY (AS ON 31.03.2020)**

Paid-up Capital	INR 1558.97 lakhs
Total turnover (sale of products)	INR 158545.50 lakhs (including other income)
Profit after taxes	INR 2344.95 lakhs
Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	5.94% (as a percentage of profit after tax pertaining to FY 2019-20) 1.35 % of the Average Net Profit of the Company for last three financial years
List of activities in which expenditure on CSR has been incurred:	As part of CSR initiatives, the Company, during the financial year 2019-20, had amongst other activities, undertook projects in the areas of promoting education, sanitation and making available safe drinking water, cleanliness, health facility and ensuring environment sustainability, and spent Rs. 139.18 lacs on these projects. Annual Report on CSR activities is attached to the Directors' Report.

**SECTION C: OTHER DETAILS**

- Does the Company have any Subsidiary Company / Companies?  
No
- Do the Subsidiary Company/ Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s).  
Not applicable

3. Do any other entity / entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/ entities? [Less than 30%, 30-60%, More than 60%].

No other entity with which our Company does business with, participates in the BR initiatives of the Company.

#### **SECTION D: BR INFORMATION**

1. Details of Director responsible for BR:

a) Details of the Director responsible for implementation of the BR Policy / Policies

Sr. No.	Particulars	Details
1.	DIN	00034591
2.	Name	Sh. Manohar Lal Jain
3.	Designation	Executive Director

b) Details of the BR head:

Sr. No.	Particulars	Details
1.	DIN	NA
2.	Name	Sh. Ayush Thareja
3.	Designation	Chief Financial Officer
4.	Telephone Number	0172-2793112
5.	E-mail ID	ayush.thareja@sswliindia.com

2. Principle wise (as per NVGs) BR Policy/policies

The National Voluntary Guidelines (NVGs) on Social, Environmental and Economic Responsibilities of Business released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility which are as follows:

**Principle 1: (P1)** Business should conduct and govern themselves with Ethics, Transparency and Accountability.

**Principle 2: (P2)** Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.

**Principle 3: (P3)** Businesses should promote the well-being of all employees.

**Principle 4: (P4)** Businesses should respect the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.

**Principle 5: (P5)** Businesses should respect and promote human rights.

**Principle 6: (P6)** Business should respect, protect and make efforts to restore the environment.

**Principle 7: (P7)** Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.

**Principle 8: (P8)** Businesses should support inclusive growth and equitable development.

**Principle 9: (P9)** Businesses should engage with and provide value to their customers and consumers in a responsible manner.

(a) Details of compliance [Reply in Y/N]:

S. No.	Questions	P1	P2	P3	P4	P5	P6	P7*	P8	P9
1	Do you have a policy/ policies for	Yes	Yes	Yes	Yes	Yes	Yes	Yes*	Yes	Yes
2	Has the policy being formulated in consultation with the relevant stakeholders.	Yes	Yes	Yes	Yes	Yes	Yes	Yes*	Yes	Yes
3	Does the policy conform to any national/ international standards? If yes, specify?	Yes. Policies have been developed considering relevant national and international standards and meet national regulatory requirements such as Companies Act, 2013, SEBI Listing Regulations and various other statutes.								
4	Has the policy being approved by the Board? If yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	Yes. The policies are approved by the Board and signed by the MD of the company.								



## STEEL STRIPS WHEELS LIMITED

S. No.	Questions	P1	P2	P3	P4	P5	P6	P7*	P8	P9
5	Does the company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	While a few of the policies mandate requirement of a Board Committee, the rest of them are monitored by the management team.								
6	Indicate the link for the policy to be viewed online.	Link to the policies, which are available on the website at <a href="http://sswllindia.com/pages/investors.htm">http://sswllindia.com/pages/investors.htm</a> .								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Yes. The policies are communicated to internal stakeholders and are available on the company's internal network. If required, the policies are also shared with our external stakeholders and are published on the company's website.								
8	Does the company have in-house structure to implement the policy/policies?	Yes.								
9	Does the company have a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances related to policy/policies?	Yes.								
10	Has the company carried out independent audit/evaluation of the working of this policy by an internal or external agency?	The company has internal mechanism to evaluate the policies. However, no independent audit has been carried out by any external agency.								

\*Considering the nature of the Company's business, these principles have limited applicability. The Company complies with Regulations governing its operations and has taken initiatives to promote inclusive growth and environmental sustainability

a) **If answer to the questions at serial number 1 against any principle, is "No", please explain why:**

**N.A.**

### 3. Governance related to BR

a) **Indicate the frequency with which the Board of Directors, Committee of the Board or CEO assesses the BR performance of the Company. Within 3 months, 3-6 months, annually, more than 1 year.**

It is first time the BR report is applicable to company as SEBI expands the ambit of BR to top 1000 listed entities based on market capitalization by notification No. SEBI/LAD-NRO/GN/2019/45 dated December 26, 2019 (Securities and Exchange Board of India – Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2019. The Board of Directors reviewed and will continue to review BR performance on an annual basis.

b) **Does the Company publish BR or sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?**

The Company's publishing BR report for the first time. Report is form and part of Annual Report which is posted on the Company's website– [www.sswllindia.com](http://www.sswllindia.com).

### **SECTION E: PRINCIPLE-WISE PERFORMANCE**

#### **Principle 1: Business should conduct and govern themselves with Ethics, Transparency and Accountability**

(i) Does the policy relating to ethics, bribery and corruption cover only the Company? Yes/No. Does it extend to the Group/ Joint Ventures/ Suppliers/Contractors/NGOs/Others?

The Company has adopted a Code of conduct applicable to the Board of Directors, Senior Management Personnel and employees of the Company as well. The Code requires the Directors, Senior Management Personnel and other employees of the Company to act honestly, ethically and with integrity. The company also has a Whistle Blower Policy approved by the Board and is applicable to all employees of the Company.

(ii) How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by management? If so, provide details thereof

The Vigil Mechanism Policy serves as a mechanism for its Directors and Employees to report any genuine concerns about unethical behavior, actual or suspected fraud or violation of the Code of Conduct. No complaints were received during the FY 2019-20. No Complaint was outstanding as on March 31, 2020. In addition to this there are no complaints received during the year relating to ethics, bribery or corruption from any stakeholders.

Details relating to shareholders' complaints are provided in Corporate Governance Report, which is a part of this Annual Report.

---

**Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle**

- (i) List three products or services whose design has incorporated social or environmental concerns, risks and/ or opportunities

The Company is growing and continuously improving its products to meet customer requirements. The Company is committed to be an environmental friendly organization and has a dedicated environmental policy across all its plants.

The Company is engaged in the business of manufacturing Steel Wheel Rims and Alloy Wheel Rims which are used in automotive vehicles whose design has incorporated social or environmental concerns, risks and opportunities.

- (ii) For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):

The Company has taken numerous initiatives to optimize the resource usage and is also in the continuing process of changing all Hydraulic Pumps with Servo Pumps and replacement of all Electrical panel with PLC system, fixing of Led light instead of conventional light, implement of machine wise auto stop arrangement, fixing of VFD instead of normal star delta starter, initiate to procure energy efficient motor in all machines, initiate to stop compressed air leakages in entire plant, initiate to fix auto stop timer in canteen & all rim lines air washers, initiate to fix energy savers in all the office ACs which will lead to substantial saving of energy. Usage of wind-electric energy is being continued in Tamil Nadu plants. Now the Company has initiated to utilize solar energy power to convert lighting & AC load in Solar power in coming years.

- (iii) Does the company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.

The company's procurement of material and goods are done by centralized procurement team. The procedure laid down in this regard endeavor to protect the environment and various stake holders.

- Optimized transportation of incoming material and returnable packaging / bio-degradable material packaging solutions for incoming and inter-plant transfers.
- Partner with Government approved agencies in dealing with storage, handling and disposal of hazardous chemicals

- (iv) Has the company taken any steps to procure goods and services from local and small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

Yes, the Company procures goods and services from MSME's (Micro, Small and Medium Enterprises) also. The Company assesses their capability on a regular basis and provides technical assistance to improve their capability wherever required. The Company continuously sources a variety of products and services that include:

- a) Purchase of Product stores.
- b) Indigenization of spare parts for machines
- c) Outsourcing of manufacturing processes (e.g., part machining, tool building etc.)
- d) Machinery for construction and plant engineering.

- (v) Does the company have a mechanism to recycle products and waste and the percentage of recycling of products and waste (separately as 10%)

The Company has a culture of continuously recycling products and waste. Wheels are typically transported using returnable / reusable materials and are often used for several years. However, when wooden / corrugated packing materials are used, they are recycled. The value of such items may be 10%). Domestic waste water in STP is treated and reused for gardening and toilet use. Thinner from paint sludge is extracted and reused for spray gun washing in paint plants (<5%).

**Principle 3: Businesses should promote the well-being of all employees.**

1. Please indicate the Total number of employees: 2399 (on payroll of the company)
2. Please indicate the Total number of employees hired on temporary / contractual / casual basis: 3882
3. Please indicate the Number of permanent women employees: 27
4. Please indicate the Number of permanent employees with disabilities: 2
5. Do you have an employee association that is recognized by management.: Yes
6. What percentage of your permanent employees is members of this recognized employee association? <25%
7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.

# STEEL STRIPS WHEELS LIMITED

S. No.	Category	No of complaints filed during the financial year	No of complaints pending as on end of the financial year
1	Child labour / forced labour / involuntary labour	Nil	Nil
2	Sexual harassment	Nil	Nil
3	<u>Discriminatory employment</u>	<u>Nil</u>	<u>Nil</u>

8. What percentage of your under mentioned employees were given safety & skill upgradation training in the last year?

All employees, both permanent and temporary are given training in the areas of safety measures and skill upgradation.

**Principle 4: Business should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized**

(i) Has the company mapped its internal and external stakeholders?

Yes. The Company has mapped its internal and external stakeholders.

(ii) Out of the above, has the company identified the disadvantaged, vulnerable and marginalized stakeholders?

Yes.

(iii) Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalised stakeholders?

Yes.

The Company is carrying out various welfare activities for the disadvantaged, vulnerable and marginalized stakeholders through its CSR programmes.

**Principle 5: Businesses should respect and promote human rights**

(i) Does the policy of the company on human rights cover only the company or extend to the Group/Joint Ventures/ Suppliers/ Contractors / NGOs/ Others?

The Company has a Code of Conduct for business and ethics and a Policy of sexual harassment of employees, and vigil mechanism policy which covers aspects ensuring human rights of its employees. Adherence is expected from any person dealing with the Company.

(ii) How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?

No complaints was received pertaining to human rights violation during the reporting period.

**Principle 6: Business should respect, protect, and make efforts to restore environment**

(i) Does the policy related to Principle 6 cover only the Company or extends to the Group / Joint Ventures /Suppliers / Contractors / NGOs / others.

The Company has built sustainable business practices through standardized systems. As a part of this, it encourages all employees and partners to participate in protecting the environment. This is applicable to the Company.

(ii) Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.

Yes, being in the manufacturing business, the Company has mechanisms in place to ensure compliance with the applicable environmental laws. The Company is committed to be an environmental friendly organization and has a dedicated environmental policy across all its business units. As an example, an initiative to reduce and control the pollution level, there is usage of Natural Gas as a fuel for furnace heating instead of Furnace oil.

(iii) Does the company identify and assess potential environmental risks? Y/N

Yes

(iv) Does the company have any project related to Clean Development Mechanism? If so, provide details thereof. Also, if Yes, whether any environmental compliance report is filed?

The Company is committed to using renewable resources to operate its facilities. The company is using wind energy in its Tamil Nadu plant.

(v) Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.

Yes, the Company is committed to manufacturing products and offer services in a way that ensures entitlement of all to a clean environment.

The Company is in the process to change all Hydraulic Pumps with Servo Pumps and replacement of all Electrical panel with PLC system, fixing of Led light instead of conventional light, implement of machine wise auto stop arrangement, fixing of VFD instead of normal star delta starter, initiate to procure energy efficient motor in all machines, initiate to stop compressed air leakages in entire plant, initiate to fix auto stop timer in canteen & all rim lines air washers, initiate to fix energy savers in all the office ACs which will lead to substantial saving of energy. Usage of wind-electric energy is being continued in Tamil Nadu plants. Now the Company has Initiated to utilize solar energy power to convert lighting & AC load in Solar power in coming years.

- (vi) Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?

Yes.

- (vii) Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e., not resolved to satisfaction) as on end of Financial Year.

There is one notice received from Gujarat Pollution Control Board in the month of August 2019 which is pending at the end of the Financial Year. However, the same was resolved in the month of August 2020.

**Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner**

- (i) Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with

Automotive Components Manufacturers of Association (ACMA)

- (ii) Have you advocated / lobbied through above associations for the advancement or improvement of public good? Yes / No: if yes specify the broad areas (drop box: Governance and administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)

Presently the company is carrying out activities on advancement or improvement of public good both directly.

**Principle 8: Businesses should support inclusive growth and equitable development**

- (i) Does the company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.

The Company strongly believes in the true spirit of giving back to the society a certain percentage of the profits. The Company has a well-defined CSR policy which is in line with the provisions of the Companies Act, 2013. The report on the CSR projects carried by the Company is annexed to the Director's Report which forms part of the Annual Report.

- (ii) Are the programmes/projects undertaken through in-house team/own foundation/ external NGO/Government structures/ any other organization?

Activities are carried out both directly and through various agencies.

- (iii) Have you done any impact assessment of your initiative?

Yes, the Company does quarterly review of CSR initiatives augmented with frequent field visits.

- (iv) What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken

The Company has spent ₹ 139.18 lakhs on the CSR Activities during the financial year 2019-20. Please refer the Annual Report on CSR activities forming part of the Annual Report, containing the details on CSR Spent.

- (v) Have you taken steps to ensure that this community development initiative is successfully adopted by the community?

Initiatives are identified based on the requirement of the community in such a way that the benefits out of them are of an enduring nature. Please refer to the Annual Report on CSR activities for the financial year ended March 31, 2020.

**Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner**

- (i) What percentage of customer complaints/consumer cases are pending as on the end of financial year?

NIL

- (ii) Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/ No/ N.A. / Remarks

The Company displays product information on the product label to the extent mandated as per local laws

- (iii) Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year? If so, provide details thereof

None

- (iv) Did your company carry out any consumer survey/consumer satisfaction trends?

No.

**SECRETARIAL****AUDIT REPORT****FORM NO. MR-3  
FOR THE FINANCIAL YEAR ENDED 31.03.2020**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**Steel Strips Wheels Limited**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Steel Strips Wheels Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended 31.03.2020, complied with the statutory provisions listed hereunder and also that the Company has proper Board – processes and compliance mechanism in place to the extent, in the manner and subject to other reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31.03.2020 according to the provisions of:

- 1) The Companies Act, 2013(the Act) and the rules made thereunder;
- 2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- 3) The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
- 4) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- 5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (now, The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018);
  - d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the audit period)**
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the audit period)** and
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the audit period)**
- 6) The Company has complied with the following laws applicable specifically to the Company:
  - a) The Petroleum Act 1934/Petroleum Rules 1976, Amendment: 2002,2018
  - b) Hazardous Waste (Management & Handling) Rules 1989 and the Amendment Rules, 2003
  - c) The Bio Medical Waste (Management & Handling) Rules 1998, Amendment Rules, 2003, 2016, 2018
  - d) Environment Protection Act, 1986 and other Environmental laws.

- 
- e) The Air (Prevention and Control of Pollution) Act, 1981
  - f) The Water (Prevention and Control of Pollution) Act, 1974
  - g) The Factories Act, 1948, The Payment of Wages Act, 1936, The Minimum Wages Act, 1948, The Payment of Bonus Act, 1965, The Employees Compensation Act, 1923 etc. and rules framed thereunder.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General Meetings.
- (ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited (NSE) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with provisions of the Act, as Sh. Virander Kumar Arya, was appointed as the Non-Executive Independent Director of the Company w.e.f. 27.05.2019. Also, Sh. Madan Mohan Chopra, Sh. Surinder Kumar Bansal and Sh. Sudhanshu Shekhar Jha had ceased to hold office as Non-Executive Independent Directors of the Company w.e.f. 01.10.2019, upon completion of their tenure and in their place Sh. Ajit Singh Chatha, Sh. Surinder Singh Viridi and Sh. Shashi Bhushan Gupta were appointed as the Non-Executive Independent Directors of the Company. The Company has also made subsequent appointment of the new directors to the various Committees of the Board of Directors as member and chairman.

Adequate notice is given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at the Board Meetings and Committee Meetings, as represented by management, were taken unanimously.

**I further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that** during the audit period, the Company had:

- (i) Forfeited the Upfront Subscription amount of Rs. 21,78,75,000/- paid by Smt. Sunena Garg (“the Warrant holder”), pursuant to allotment of 750000 convertible warrants on preferential basis by the Board of Directors in their meeting held on 26.05.2018, due to non-payment of the balance subscription amount of Rs. 65,36,25,000/- on or before the completion of 18 months from the date of allotment i.e. 25.11.2019. Consequently, the said warrants stood cancelled.

**I further report that** during the audit period, there were no instances of:

- (i) Public / Rights / Preferential issue of shares / debentures / sweat equity.
- (ii) Redemption / buy-back of securities.
- (iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013
- (iv) Merger / amalgamation / reconstruction etc.
- (v) Foreign technical collaborations.

For **S. K. SIKKA & ASSOCIATES**  
Company Secretaries

Place: Chandigarh  
Date: 24.08.2020

(Sushil K. Sikka)  
Company Secretary  
FCS 4241  
CP 3582

**UDIN: F004241B000608856**

## STEEL STRIPS WHEELS LIMITED

---

To,  
The Members,  
**Steel Strips Wheels Limited**

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express as opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Chandigarh  
Date: 24.08.2020

(Sushil K Sikka)  
Company Secretary  
FCS 4241  
CP 3582

**SECRETARIAL COMPLIANCE REPORT FOR THE FINANCIAL YEAR ENDED  
31<sup>ST</sup> MARCH, 2020  
[Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 Dt. 8th February, 2019]**

I, Sushil Kumar Sikka, Prop. of S. K. Sikka & Associates, have examined:

- (a) all the documents and records made available to us and explanation provided by **Steel Strips Wheels Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2020 ("Review Period") in respect of compliance with the provisions of:
  - i. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
  - ii. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **Not Applicable**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not Applicable**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - **Not Applicable**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) other regulations and circulars/ guidelines issued thereunder as applicable from time to time; and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
		Not applicable		

(Sushil Kumar Sikka)

FCS No. : 4241

C P No. : 3582

UDIN: F004241B000333823

Place: Chandigarh  
Date: 11.06.2020



# CORPORATE

# GOVERNANCE

## **A BRIEF STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:**

Effective Corporate Governance practices constitute the strong foundation on which successful commercial enterprises are built to last. The philosophy of the Company in relation to Corporate Governance is to ensure transparent disclosures and reporting that conforms fully to laws, regulations and guidelines and to promote ethical conduct throughout the organization with the primary objective of enhancing stakeholders' value while being a responsible corporate citizen. The Company has always thrived towards building trust with shareholders, employees, customers, suppliers, regulators, and other stakeholders based on the principles of good Corporate Governance.

The Company has adopted SSWL's Code of Conduct for its employees, officers and directors. In addition, the Company's Independent Directors adhere to "Code for Independent Directors provided in Schedule IV of the Companies Act, 2013 ("the Act") which suitably incorporates the duties and responsibilities of Independent Directors as laid down in the Act. The Company's corporate governance philosophy has been further strengthened through Code of Conduct for Prevention of Insider Trading and the Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information (UPS).

The Company is in compliance with the requirements stipulated under Regulations 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as applicable, with regard to Corporate Governance. This report is to be read with Board's Report and all its annexures for more clarity on Corporate Governance practices of the Company.

## **BOARD OF DIRECTORS**

The Board of Directors ("Board") of the Company is entrusted with the ultimate responsibility of the management, formulations of policies, devising corporate strategy, general affairs, direction and performance of the Company, ensuring compliances of all applicable laws of the land in letter as well as in spirit and long term success of business as a whole. The Board has been vested with requisite powers, authorities and duties. The Board consists of optimum combination of Executive and Non- Executive Directors including Independent Directors who have wide and varied experience in the field of business, finance, education, industry, commerce and administration.

- (i) **Composition and Category of the Directors:** The Composition of the Board of your Company is in conformity with Regulation 17 of SEBI Listing Regulations read with Section 149 of the Act. As on 31.03.2020, the Company's Board consisted of ten (10) Directors. Of the ten Directors, three (3) (i.e. 30%) are Executive Directors including one director belonging to promoter category. Remaining seven (7) (i.e. 70%) are Non Executive Directors, of which five (5) are Independent Directors (including one Woman Independent Director), one Nominee Director [Nominated by Tata Steel Limited (Equity Investor)] and one Non-Executive Chairman belonging to promoter category.
- (ii) None of the Director is a Director in more than 10 public limited companies (as specified in section 165 of the Act) and Director in more than 7 listed entities (as specified in Regulation 17A of the SEBI Listing Regulations) or acts as an Independent Director (including any alternate directorships) in more than 7 listed companies and none of the Whole Time Director and Managing Director of the Company serves as an Independent Director in any listed entity (as specified in Regulation 17A of the SEBI Listing Regulations). Further, none of the Directors on the Board is a Member of more than 10 Committees and Chairperson of more than 5 Committees (considering only Audit and Stakeholders' Relationship Committee as specified in Regulation 26 of the SEBI Listing Regulations), across all the public limited companies in which he/she is a Director. Necessary disclosures regarding committee positions in other public companies as on 31.03.2020 have been made by the directors.
- (iii) Independent Directors are Non-Executive Directors as defined under Regulation 16(1)(b) of SEBI Listing Regulations, read with Section 149 (6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of SEBI Listing Regulations, all the Independent Directors have declared that they meet the criteria of Independence as provided in Regulation 16(1) (b) of SEBI Listing Regulations and have also confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. The maximum tenure of the Independent Directors is in compliance with the Act and clarifications/circulars issued by the Ministry of Corporate Affairs from time to time. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16 (1) (b) of the SEBI Listing Regulations read with Section 149 (6) of the Act and that they are independent of the management.
- (iv) Sh. Rajinder Kumar Garg (Chairman & Non-Executive Director) and Sh. Dheeraj Garg (Managing Director) are related to each other and belong to the promoter category. None of the other directors of the Company are in any way related to each other.
- (v) Five Board Meetings were held during the year and gap between two meetings did not exceed one hundred twenty days (120) as stipulated under Regulation 17(2) of SEBI Listing Regulations, Secretarial Standards and under the Act. The said five Board meetings were held on 27.05.2019, 08.07.2019, 02.09.2019, 08.11.2019 and 10.01.2020. The necessary quorum was present at all the meetings and in case of any exigency/urgency, resolutions were passed by circulation.

(vi) The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year under review and at the last Annual General Meeting ("AGM"), name of other listed entities in which he/she is a director and the number of Directorships and Committee Chairmanships / Memberships held by them in other Public Companies as on 31.03.2020 are given herein below. Other Directorships do not include directorships of Private Limited Companies, Foreign Companies, and Companies registered under Section 8 of the Act. For the purpose of determination of the limit of the Board Committees, Chairmanships/ Memberships of the Audit and Stakeholders Relationship Committee has been considered as per Regulation 26(1) (b) of SEBI Listing Regulations.

Name of Director and Designation	Category	No. of Board meetings attended during the FY 2019-20	Whether attended last AGM held on 30-09-2019	No. of Directorships in other Public companies		No. of Committee positions held in other public companies		Directorships in other Listed entity (Category of Directorship)
				Chairman	Member	Chairman	Member	
Sh. Rajinder Kumar Garg (Chairman) DIN: 00034827	Non-Executive Director (Promoter)	5	No	3	1	-	-	1. Indian Acrylics Limited (Managing Director) 2. Sab Industries Limited (Chairman, Non-Executive Director) 3. Steel Strips Infrastructures Limited (Chairman, Non-Executive Director) 4. Steel Strips Limited (Chairman, Non-Executive Director)
*Sh. Dheeraj Garg (M.D) DIN: 00034926	Executive Director (Promoter)	4	Yes	-	1	-	2	Indian Acrylics Limited (Whole time Director, Additional MD)
Sh. Andra Veetil Unnikrishnan (Dy. MD) DIN: 02498195	Whole Time Director	4	Yes	-	-	-	-	-
**Sh. Manohar Lal Jain (Executive Director) DIN: 00034591	Whole Time Director	5	Yes	-	3	-	-	-
***Sh. Madan Mohan Chopra (Director) DIN: 00036367	Independent Non-Executive Director	2	No	-	2	1	1	1. Indian Acrylics Limited (Independent, Non-executive Director) 2. Steel Strips Limited (Independent, Non-executive Director)
***Sh. Surinder Kumar Bansal (Director) DIN: 00165583	Independent Non-Executive Director	1	Yes	-	3	-	1	1. Vardhaman Acrylics Limited (Independent, Non executive Director) 2. Sab Industries Limited (Independent, Non-executive Director) 3. Steel Strips Infrastructures Limited (Independent, Non-executive Director)
***Sh. Sudhanshu Shekhar Jha (Director) DIN: 01489603	Independent Non-Executive Director	1	No	-	1	-	-	Indian Acrylics Limited (Independent, Non executive Director)
****Ms. Jaspreet Takhar (Director) DIN: 00318883	Independent Non-Executive Director	2	No	-	-	-	-	-
Sh. Sanjay Surajprakash Sahni (Director) DIN: 08263029	Nominee of Tata Steel Ltd (equity investor), Non-Executive Director	3	No	-	-	-	-	-

## STEEL STRIPS WHEELS LIMITED

Name of Director and Designation	Category	No. of Board meetings attended during the FY 2019-20	Whether attended last AGM held on 30-09-2019	No. of Directorships in other Public companies		No. of Committee positions held in other public companies		Directorships in other Listed entity (Category of Directorship)
				Chairman	Member	Chairman	Member	
*****Sh. Virander Kumar Arya (Director) DIN: 00751005	Independent Non-Executive Director	4	Yes	-	-	-	-	-
*****Sh. Ajit Singh Chatha (Director) DIN: 02289613	Independent Non-Executive Director	2	NA	-	5	1	2	<ul style="list-style-type: none"> <li>• Cotton County Retail Limited (Independent, Non-executive Director)</li> <li>• Indian Acrylics Ltd. (Independent, Non-executive Director)</li> <li>• Nahar Industrial Enterprises Limited (Independent, Non-executive Director)</li> <li>• J Kumar Infraprojects Limited (Independent, Non-executive Director)</li> <li>• Monte Carlo Fashions Limited (Independent, Non-executive Director)</li> </ul>
*****Sh. Shashi Bhushan Gupta (Director) DIN: 00154404	Independent Non-Executive Director	2	NA	-	2	-	-	Indian Acrylics Limited (Independent, Non-executive Director)
*****Sh. Surinder Singh Virdi (Director) DIN: 00035408	Independent Non-Executive Director	1	NA	-	4	5	1	<ul style="list-style-type: none"> <li>• SAB Industries Limited (Independent, Non-executive Director)</li> <li>• Steel Strips Infrastructures Limited (Independent, Non-executive Director)</li> <li>• Steel Strips Limited (Independent, Non-executive Director)</li> <li>• Steel Strips Industries Limited (Independent, Non-executive Director)</li> </ul>
#Smt. Deva Bharathi Reddy (Director) DIN: 08763741	Independent Non-Executive Director	NA	NA	-	-	-	-	-
^Sh. Sanjay Garg (Director) DIN: 00030956	Additional Director	NA	NA	-	7	1	2	<ul style="list-style-type: none"> <li>• SAB Industries Limited (Non-Executive-Non Independent Director)</li> <li>• Steel Strips Infrastructures Limited (Executive Director)</li> <li>• Steel Strips Ltd (Executive Director)</li> </ul>

\* Sh. Dheeraj Garg was re-appointed as Managing Director of the Company by the Board of Directors in their meeting held on 29.05.2020 for a period of 3 years w.e.f 01.06.2020, subject to the approval of shareholders in the ensuing AGM.

\*\* Sh. Manohar Lal Jain was re-appointed as Executive Director of the Company by the Board of Directors in their meeting held on 29.05.2020 for a period of 3 years w.e.f 01.07.2020, subject to the approval of shareholders in the ensuing AGM.

\*\*\* Sh. Madan Mohan Chopra, Sh. Surinder Kumar Bansal, and Sh. Sudhanshu Shekhar Jha, Non-Executive Independent Directors of the Company ceased to be the Directors and Chairman/Members of the committees of the Board of Directors of the Company w.e.f 01.10.2019 due to completion of their tenure as an Independent Directors.

\*\*\*\* Ms. Jaspreet Takhar ceased to be the Non-Executive Independent Director of the Company due to her resignation w.e.f. 29.05.2020.

\*\*\*\*\* Sh. Virander Kumar Arya was appointed as the Non-Executive Independent Director of the Company w.e.f 27.05.2019 and subsequently, his appointment was approved by the shareholders in the Annual General Meeting held on 30.09.2019

\*\*\*\*\*Sh. Ajit Singh Chatha, Sh. Shashi Bhushan Gupta and Sh. Surinder Singh Virdi were appointed as Non-Executive Independent Directors of the Company for 5 years w.e.f 01.10.2019. Attendance of meetings held after the date of appointment is considered.

# Smt. Deva Bharathi Reddy was appointed as an Additional director (Non-Executive Independent Woman Director) by the Board of Directors in their meeting held on 31.07.2020 w.e.f 01.08.2020.

^ Sh. Sanjay Garg was appointed as an Additional director (Non-Executive Director) by the Board of Directors in their meeting held on 24.08.2020.

(vii) During the financial year 2019-20, information as mentioned in Schedule II Part A of the SEBI Listing Regulations, has been placed before the Board for its consideration.

(viii) The Board periodically reviews compliance reports pertaining to all laws applicable to the Company. Steps are taken to rectify instances of non-compliance, if any.

(ix) The Board has satisfied itself that plans are in place for orderly succession for appointment of the Board of Directors and Senior Management.

(x) Details of number of Equity Shares of the Company held by the Directors (Executive and Non Executive) as on 31.03.2020 are given below:

(a) **Executive Directors**

Name of the Director	Designation	No of Shares held	Percentage
Sh. Dheeraj Garg	Managing Director	4640228	29.76
Sh. Andra Veetil Unnikrishnan	Deputy Managing Director	5112	0.03
Sh. Manohar Lal Jain	Executive Director	20303	0.13

(b) **Non-Executive Directors**

Name of the Director	Designation	No of Shares held	Percentage
Sh. Rajinder Kumar Garg	Chairman, Non-Executive Director	292571	1.88
Sh. Madan Mohan Chopra	Independent, Non-Executive Director	10000	0.06
Sh. Virander Kumar Arya	Independent, Non-Executive Director	250	0.00

Note: (i) Apart from receiving directors sitting fee and dividend declared by the Company on the shares held if any, none of the Non-Executive / Independent Directors has any other material pecuniary relationship or transaction with the Company.

(ii) The Executive Directors and/or Non Executive Directors of the Company do not hold any convertible securities/ instruments of the Company. However, during the year 2018-19, the Company had granted 3500 stock options convertible into equal number of equity shares to Sh. Andra Veetil Unnikrishnan, Deputy Managing Director of the company under "Steel Strips Wheels Limited- Employee Stock Option Scheme, 2016" (ESOS 2016) but he has not yet exercised his option to convert them into equity shares.

(xi) The Board has identified the following skills/expertise/ competencies fundamental for the effective functioning of the Company which are currently available with the Board:

SKILLS & DESCRIPTION	Sh. Rajinder K Garg	Sh. Dheeraj Garg	Sh. Manohar Lal Jain	Sh. A.V. Unnikrishnan	Sh. Sanjay Suraj Prakash Sahni	Ms. Jaspreet Takhar*	Sh. V K Arya	Sh. Ajit Singh Chatha	Sh. Shashi Bhushan Gupta	Sh. Surinder Singh Viridi	Smt. Deva Bharathi Reddy#	Sh. Sanjay Garg^
<b>Global Business</b> Understanding, of global business dynamics, across various geographical markets, industry verticals and regulatory jurisdictions.	√	√	√	√	√	-	-	√	√	√	-	√
<b>Strategy and Planning</b> Appreciation of long-term trends, strategic choices and experience in guiding and leading management teams to make decisions in uncertain environments.	√	√	√	√	√	√	√	√	√	√	√	√

## STEEL STRIPS WHEELS LIMITED

<b>SKILLS &amp; DESCRIPTION</b>	Sh. Rajinder K Garg	Sh. Dheeraj Garg	Sh. Manohar Lal Jain	Sh. A.V. Unnikrishnan	Sh. Sanjay Suraj Prakash Sahni	Ms. Jaspreet Takhar*	Sh. V K Arya	Sh. Ajit Singh Chatha	Sh. Shashi Bhushan Gupta	Sh. Surinder Singh Viridi	Smt. Deva Bharathi Reddy#	Sh. Sanjay Garg^
<b>Governance and Regulatory Oversight</b> Experience in developing governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long-term effective stakeholder engagements and driving corporate ethics and values.	√	√	√	√	√	√	√	√	√	√	√	√
<b>Sales and Marketing Exposure</b> Developing strategies to protect and grow brand equity and distribution reach. Understanding evolution in channels and strategies required to protect and grow the business and its potential to recommend plans to leverage the developments effectively for growth and efficiency.	√	√	-	√	√	-	-	-	-	-	-	√
<b>Financial Experience and Risk Oversight</b> Evaluating the financial viability of various strategic proposals, review of capital budgets, financial results / statements, risks associated with the business and the minimization procedure.	√	√	√	√	√	√	√	√	√	√	-	√

\* Ms. Jaspreet Takhar ceased to be the Non-Executive Independent Director of the Company due to her resignation w.e.f. 29.05.2020.

# Smt. Deva Bharathi Reddy was appointed as an Additional director (Non-Executive Independent Woman Director) by the Board of Directors in their meeting held on 31.07.2020 w.e.f. 01.08.2020.

^ Sh. Sanjay Garg was appointed as an Additional director (Non-Executive Director) by the Board of Directors in their meeting held on 24.08.2020.

### **SELECTION AND APPOINTMENT OF NEW DIRECTORS ON THE BOARD**

Considering the requirements of the skill-sets on the Board, eminent persons having an independent standing in their respective field/ profession and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration Committee for appointment of new Directors on the Board. The number of directorships and memberships in various committees of other companies by such persons is also considered.

---

## **SELECTION CRITERIA OF BOARD MEMBERS**

The Board of Directors is collectively responsible for selection of a member on the Board. The Nomination and Remuneration Committee of the Company follows defined criteria for identifying, screening, recruiting and recommending candidates for selection as a Director on the Board. The criteria for appointment to the Board include:

- Composition of the Board, which is commensurate with the size of the Company, its portfolio, geographical spread and its status as a listed Company;
- Desired age and diversity on the Board;
- Size of the Board with optimal balance of skills and experience and balance of Executive and Non-Executive Directors consistent with the requirements of law;
- Professional qualifications, expertise and experience in specific area of business;
- Balance of skills and expertise in view of the objectives and activities of the Company;
- Avoidance of any present or potential conflict of interest;
- Availability of time and other commitments for proper performance of duties;
- Personal characteristics being in line with the Company's values, such as integrity, honesty, transparency, leadership skills, pioneering mindset.

## **FAMILIARIZATION PROGRAM OF INDEPENDENT DIRECTORS**

The Independent Directors of Company are eminent personalities having wide experience in the field of business, finance, education, industry, commerce and administration. Their presence on the Board has been advantageous and fruitful in taking business decisions. The terms and conditions of appointment of independent directors are disclosed on the website of the Company under the link <http://www.sswlindia.com/pages/terms.htm>

When a new Independent Director comes on the Board of the Company, a meeting is arranged with the Chairman, Managing Director, Deputy Managing Director, Executive Director, Chief Financial Officer and Company Secretary of the Company to brief him/her about the Company, its businesses, key customers, business module wise performance, the salient features of the industries to which the Company supplies its goods and other relevant information.

New Independent Directors are provided with copy of latest Annual Report, the SSWL Code of Conduct, the SSWL Code of Conduct for Prevention of Insider Trading, Code for Independent Directors provided in Schedule IV of the Companies Act, 2013.

A detailed Appointment Letter incorporating the role, rights, duties and responsibilities, remuneration and performance evaluation process, insurance cover and obligations on disclosures, is also issued to the Independent Directors.

The Directors get an opportunity to visit Company's plants, where plant heads apprise them of the operational and sustainability aspects of the plants to enable them to have full understanding on the activities of the Company and initiatives taken on safety and quality etc.

During Board Meetings/Audit Committee Meetings, Directors are also informed about business performance, operations, market share, financial parameters, working capital management, fund flows, major litigation, compliances, CSR activities, regulatory scenario etc.

Directors are also informed on the various developments in the Company through Email and other modes by the Chairman / Managing Director/Deputy Managing Director/Company Secretary.

The details of the familiarization programme of the Independent Directors are available on the website of the Company. (web link: <http://www.sswlindia.com/pages/familiarisationprogramme.htm>)

## **CONFIRMATION THAT THE INDEPENDENT DIRECTORS FULFILLS THE CONDITION AND ARE INDEPENDENT IN THE MANAGEMENT**

The Independent Directors, appointed in the Board have fulfilled all the necessary condition and criteria as enumerated under Regulation 16(1)(b) of the Listing Regulations and have provided their declaration in relation to their independence as required under Regulation 25(8) of the Listing Regulations. All the Independent Directors are independent and are not related to any members of the Board. The Company has taken Directors and Officers insurance (D and O insurance) for all their Independent Directors, as mandated under regulation 25(10) of the listing regulations.

## **DETAILED REASON OF THE RESIGNATION OF THE INDEPENDENT DIRECTOR BEFORE THE EXPIRY OF HIS/HER TENURE ALONG WITH CONFIRMATION THAT THERE ARE NO MATERIAL REASONS OTHER THAN THOSE PROVIDED**

During the year under review, no Independent Director has resigned from the Board of the Company.

However, Ms. Jaspreet Takhar, Non-Executive Woman Independent director of the Company, resigned from the post of Director of the Company w.e.f 29.05.2020 due to unavoidable personal reasons. She has also confirmed in her resignation letter that there were no other material reasons for her resignation other than as cited.

## **COMMITTEES OF THE BOARD**

There are nine (9) committees of the Board of Directors of the Company as on 31.03.2020 which comprises five statutory committees and four other committees that have been formed considering the needs of the Company, the details of which are as follows:

## **I. AUDIT COMMITTEE**

The Audit Committee (AC) of the Company is constituted in line with the provisions of Regulation 18 of SEBI Listing Regulations read with Section 177 of the Act and Rules framed thereunder (including any amendment thereof).

The terms of reference of AC are as per relevant guidelines, legislations, acts and regulations. The primary objective of the AC is to monitor and provide effective supervision of the management's financial reporting process with a view to ensure accurate, timely and proper disclosures and transparency, recommendation for appointment, remuneration and terms of appointment of auditors of the company, reviewing, with the management, the annual financial statements and Auditor's Report thereon and quarterly financial statements before submission to the Board for approval and to review the adequacy of internal control systems and functions etc.

The AC is empowered, pursuant to its terms of reference and its role, inter alia, includes the following:

- (i) Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (ii) Recommending to the Board, the appointment, remuneration and terms of appointment of auditors of the Company;
- (iii) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (iv) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - (a) Matters required being included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - (b) Changes, if any, in accounting policies and practices and reasons for the same;
  - (c) Major accounting entries involving estimates based on the exercise of judgment by management;
  - (d) Significant adjustments made in the financial statements arising out of audit findings;
  - (e) Compliance with listing and other legal requirements relating to financial statements;
  - (f) Disclosure of any related party transaction;
  - (g) Modified opinion(s) in the draft audit report;
- (v) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- (vi) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- (vii) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (viii) Approval or any subsequent modification of transactions of the listed entity with related parties;
- (ix) Scrutiny of inter-corporate loans and investments;
- (x) Valuation of undertakings or assets of the listed entity, wherever it is necessary;
- (xi) Evaluation of internal financial controls and risk management systems;
- (xii) Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
- (xiii) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (xiv) Discussion with internal auditors of any significant findings and follow up there on;
- (xv) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- (xvi) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (xvii) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (xviii) To review the functioning of the whistle blower mechanism;
- (xix) Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- (xx) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- (xxi) Reviewing management discussion and analysis of financial condition and results of operations;
- (xxii) Reviewing statement of significant related party transactions (as defined by the audit committee), submitted by management;

- (xxiii) Reviewing management letters / letters of internal control weaknesses issued by the statutory auditors;
- (xxiv) Reviewing internal audit reports relating to internal control weaknesses;
- (xxv) Reviewing the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee;
- (xxvi) Reviewing statement of deviations:
- (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
- (b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7).

Five AC meetings were held during the year and the gap between two meetings did not exceed one hundred and twenty days (120). The dates on which the said meetings were held are 27.05.2019, 08.07.2019, 02.09.2019, 08.11.2019 and 10.01.2020. Necessary quorum was present at all the meetings.

The composition of the AC and the details of meetings attended by the Directors are given below:-

Name of Chairperson & Members	Category	Meetings Attended
*Sh. Surinder Kumar Bansal, Chairman	Independent Non-Executive Director	1
*Sh. Sudhanshu Shekhar Jha, Member	Independent Non-Executive Director	1
*Sh. Madan Mohan Chopra, Member	Independent, Non- Executive Director	3
Sh. Manohar Lal Jain, Member	Non Independent, Executive Director	5
**Sh. Ajit Singh Chatha, Chairman	Independent Non-Executive Director	2
**Sh. Shashi Bhushan Gupta, Member	Independent Non-Executive Director	2
***Sh. Virander Kumar Arya, Member	Independent Non-Executive Director	3

\* Sh. Surinder Kumar Bansal, Sh. Sudhanshu Shekhar Jha and Sh. Madan Mohan Chopra, Non-Executive Independent Directors of the Company ceased to be the Directors and Chairman/Members of the committees of the Board of Directors of the Company w.e.f 01.10.2019 due to completion of their tenure as an Independent Director.

\*\* Sh. Ajit Singh Chatha and Sh. Shashi Bhushan Gupta were appointed as Non-Executive Independent Directors of the Company w.e.f 01.10.2019. Subsequently, Sh. Ajit Singh Chatha was appointed as Chairman of AC of the Company and Sh. Shashi Bhushan Gupta was appointed as member of the AC w.e.f. 01.10.2019. Attendance of meetings held after the date of appointment is considered.

\*\*\* Sh. Virander Kumar Arya, Non-Executive Independent Director of the Company was appointed as member of AC of the Company w.e.f 08.07.2019. Attendance of meetings held after the date of appointment is considered.

The Company Secretary acts as the Secretary of Audit Committee.

The previous Annual General Meeting of the Company was held on 30.09.2019 and was attended by Sh. Surinder Kumar Bansal, Chairman of AC.

## II. **NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee (NRC) of the Company is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations, read with Section 178 of the Act and Rules framed thereunder.

The terms of reference of the NRC include:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of directors a policy, relating to, the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;
- Specify the manner for effective evaluation of performance of Board, it's committees and individual Directors to be carried out either by the Board, by the NRC or by an independent external agency and review its implementation and compliance;
- Devising a policy on diversity of board of directors;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal;
- Whether to extend or continue the term of appointment of the independent director, on the basis of report of performance evaluation of independent directors.
- Recommend to the board, all remuneration, in whatever form, payable to senior management.

**Note: The terms of reference of the NRC has been revised in line with SEBI (Listing Obligations and Disclosure Requirements) Amendment Regulations, 2018**

As per the criteria laid down in the Nomination and Remuneration Policy of the Company, the NRC has carried out the evaluation of performance of Board, it's committees and individual Directors. Further the Board of Directors have also carried out the evaluation of the Board as a whole, Its committees, Chairman of the Board and all the Individual and Independent Directors on the Board. The details of which are given in Board's Report that forms part of this Annual Report.

During the year, Two meetings of NRC were held, i.e. on 11.05.2019 and 23.08.2019. Necessary quorum was present at both the NRC Committee meetings.



# STEEL STRIPS WHEELS LIMITED

The composition of the NRC and number of meetings attended by the members during the year are given below:

Name of Chairperson & Members	Category	Meetings attended
*Sh. Surinder Kumar Bansal, Chairman	Independent, Non-Executive Director	2
*Sh. Sudhanshu Shekhar Jha, Member	Independent, Non-Executive Director	1
*Sh. Madan Mohan Chopra, Member	Independent, Non-Executive Director	2
**Sh. Ajit Singh Chatha Chairman (w.e.f. 01.10.2019)	Independent, Non-Executive Director	NA
**Sh. Surinder Singh Viridi, Member (w.e.f. 01.10.2019)	Independent, Non-Executive Director	NA
***Sh. Virander Kumar Arya, Member (w.e.f. 01.10.2019)	Independent, Non-Executive Director	NA

\* Sh. Surinder Kumar Bansal, Sh. Sudhanshu Shekhar Jha and Sh. Madan Mohan Chopra, Non-Executive Independent Directors of the Company ceased to be the Directors and Chairman/Member of the committees of the Board of Directors of the Company w.e.f 01.10.2019 due to completion of their tenure as an Independent Director.

\*\* Sh. Ajit Singh Chatha and Sh. Surinder Singh Viridi were appointed as Non-Executive Independent Directors of the Company w.e.f 01.10.2019. Subsequently, Sh. Ajit Singh Chatha was appointed as Chairman of NRC of the Company and Sh. Surinder Singh Viridi was appointed as member of the NRC w.e.f 01.10.2019. Attendance of meetings held after the date of appointment is considered.

\*\*\*Sh. Virander Kumar Arya, Non-Executive Independent Director of the Company was appointed as member of NRC of the Company w.e.f 01.10.2019. Attendance of meetings held after the date of appointment is considered.

Sh. Surinder Kumar Bansal, Chairman of NRC was present at the Annual General Meeting held on 30.09.2019.

## **Performance evaluation criteria for Independent Directors**

The NRC evaluates the performance of Independent Directors on the basis of the following criteria:

- Qualifications
- Experience
- Knowledge and Competency
- Fulfillment of functions and integrity including adherence to Code of Conduct and Code of Independent directors of the Company, safeguarding of the Confidential information and of interest of Whistle blowers under vigil Mechanism, compliance with policies and disclosures of interest and fulfillment of other obligations imposed by the Law
- Contribution and Initiative
- Availability, attendance, participation and ability to function as a team
- Commitment
- Independence
- Independent views and judgement and Guidance/support to Management outside board

On the basis of the report of the performance evaluation of Independent Directors, the NRC determines whether to extend or continue the terms of appointment of Independent Directors.

## **Nomination and Remuneration Policy:**

The Nomination and Remuneration Policy ("Policy") is formulated by the NRC and approved by the Board of Directors of the Company. The Policy of the Company as duly amended has been uploaded on the website of the Company under the web link [http://www.sswlindia.com/pages/nomination\\_remuneration.htm](http://www.sswlindia.com/pages/nomination_remuneration.htm)

The Policy of the Company is designed to create a high performance culture. It enables the Company to attract, retain and motivate employees to achieve results. The guiding principle of the Policy is that the level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate Directors, Key Managerial Personnel and Senior Management.

NRC determines and recommends to the Board for approval, individual remuneration packages for Executive Directors, KMPs and Senior Management of the Company on the basis of the scope of their duties, the role and nature of responsibilities, the level of skill, knowledge and experience of individual, their performance, business performance and practices in comparable companies, having due regard to financial and commercial health of the company as well as prevailing laws and regulations/other guidelines.

Remuneration may comprise of fixed component only or combination of both fixed and variable component. Fixed component may include salary, allowances, perquisites and other statutory/non-statutory benefits. The NRC may in its discretion structure any portion of remuneration to link rewards to corporate and individual performance, fulfillment of specified improvement targets or the attainment of certain financial or other objectives set by the Board. The amount payable is determined by the NRC, based on performance against pre-determined financial and non-financial metrics.

Remuneration to Managing Director of the Company may comprise both fixed as well as variable components including Meetings commission by way of certain percentage on Net profit of the Company as calculated under Section 198 of the Act.

## **REMUNERATION OF DIRECTORS**

### **(i) Remuneration to Managing Director and Executive Director**

During the financial year 2019-20, the Company has paid remuneration by way of salary, benefits, perquisites and allowances (fixed component) and commission @ 5% on Net Profit of the company as calculated under Section 198 of the Act, inclusive of fixed component of the salary (variable component) to its Managing Director.

The Company pays remuneration to its Executive Directors by way of salary, benefits, perquisites and allowances (fixed component only).

Annual Increments are decided by the NRC within the salary scale approved by the members of the Company and on the basis of the performance of the Executive Directors, business performance and practices in comparable companies, having due regard to financial and commercial health of the company as well as prevailing laws and regulations/other guidelines.

**Details of Remuneration paid to Managing Director (MD), Deputy Managing Director (Dy. MD) and Executive Director (ED) during the financial year 2019-20:**  
(Rs. in lacs)

Particulars	Sh. Dheeraj Garg, MD	Sh. Andra Veetil Unnikrishnan, Dy. MD	Sh. Manohar Lal Jain, ED
Basic Salary	18.00	30.00	32.40
House Rent Allowance	10.80	10.50	11.34
Special Allowance	Nil	15.00	2.52
Medical allowance	Nil	Nil	0.15
Reimbursement of Medical expenses	Nil	Nil	Nil
Perquisites	Nil	Nil	Nil
Contribution to Provident Fund	2.16	3.60	3.89
Stock options	Nil	Nil	Nil
Commission	138.40	Nil	Nil
<b>Total</b>	<b>169.36</b>	<b>59.10</b>	<b>50.30</b>
Date of Original appointment	29/04/1993	01/01/2009	01/08/2013
Date of Appointment/Re-appointment	01/06/2015	01/01/2019	01/07/2015
Tenure Up to	30/05/2020*	31/12/2023	30/06/2020**

\*Sh. Dheeraj Garg was re-appointed as Managing Director of the Company on 01.06.2015 and his term was liable to expire on 30.05.2020. Therefore, the Board of Directors have, in their meeting held on 29.05.2020 re-appointed him as the Managing Director of the Company for a period of three years w.e.f 01.06.2020, subject to the approval of shareholders in the ensuing General Meeting.

\*\*Sh. Manohar Lal Jain was appointed as Executive Director of the Company on 01.06.2015 and his term was liable to expire on 30.06.2020. Therefore, the Board of Directors have, in their meeting held on 29.05.2020 re-appointed him as the Executive Director of the Company for a period of three years w.e.f 01.07.2020, subject to the approval of shareholders in the ensuing General Meeting.

**(ii) Remuneration to Non-Executive Directors**

The Non- Executive Directors are entitled to get sitting fee for attending the Board meeting and Audit Committee meeting. Sitting fee to the Non Executive Directors for attending each Board Meeting was Rs. 20,000/- and for attending each Audit Committee Meeting, the sitting fee was Rs. 10,000/-. The Company also reimburses the out of pocket expenses incurred by Directors for attending the meetings.

There has been no pecuniary relationship or transactions except the entitlement to the dividend declared by the company on the shares held by them, if any, and/or the following payment of sitting fee to the Non-Executive Directors for attending the Board and Audit Committee Meetings of the Company during the year under review.

**Details of sitting fee paid to the Non-Executive Directors during the financial year 2019-20 are as follows:-**

Name of Director	Dates on which Board Meetings were held					Sitting fee (in Rs.)
	27.05.2019	08.07.2019	02.09.2019	08.11.2019	10.01.2020	
Sh. Rajinder Kumar Garg	√	√	√	√	√	1,00,000
*Sh. Madan Mohan Chopra	-	√	√	-	-	40,000
*Sh. Sudhanshu Shekhar Jha	-	√	-	-	-	20,000
*Sh. Surinder Kumar Bansal	√	-	-	-	-	20,000
Ms. Jaspreet Takhar	√	-	-	-	√	40,000
**Sh. Virander Kumar Arya	-	√	√	√	√	80,000
***Sh. Ajit Singh Chatha	-	-	-	√	√	40,000
***Sh. Shashi Bhushan Gupta	-	-	-	√	√	40,000
***Sh. Surinder Singh Virdi	-	-	-	√	-	20,000

Name of Directors	Dates on which Audit Committee Meetings were held					Sitting fee (in Rs.)
	27.05.2019	08.07.2019	02.09.2019	08.11.2019	10.01.2020	
*Sh. Surinder Kumar Bansal	√	-	-	-	-	10,000
*Sh. Sudhanshu Shekhar Jha	-	√	-	-	-	10,000
*Sh. Madan Mohan Chopra	√	√	√	-	-	30,000
***Sh. Ajit Singh Chatha	-	-	-	√	√	20,000
**Sh. Virander Kumar Arya	-	-	√	√	√	30,000
***Sh. Shashi Bhushan Gupta	-	-	-	√	√	20,000

\* Sh. Surinder Kumar Bansal, Sh. Sudhanshu Shekhar Jha and Sh. Madan Mohan Chopra, Non-Executive Independent Directors of the Company ceased to be the Director and Chairman/Member of the committees of the Board of Directors of the Company w.e.f 01.10.2019 due to completion of their tenure as an Independent Director.

\*\* Sh. Virander Kumar Arya was appointed as the Non-Executive Independent director of the Company on 27.05.2019 and subsequently,

# STEEL STRIPS WHEELS LIMITED

his appointment was approved by the shareholders in the Annual General Meeting held on 30.09.2019. He was appointed as member of AC on 08.07.2019. Attendance of meetings held after the date of appointment is considered.

\*\*\* Sh. Ajit Singh Chatha, Sh. Shashi Bhushan Gupta and Sh. Surinder Singh Viridi were appointed as Non-Executive Independent Directors of the Company w.e.f 01.10.2019. Attendance of meetings held after the date of appointment is considered.

Sh. Sanjay Surajprakash Sahni, a Non Executive Director of the Company, nominated by Tata Steel Limited (Equity investor), is not entitled to get any sitting fee for attending the Board meeting of the Company, as per the policy of Tata Steel Limited.

## Service Contracts, notice period, severance fees:

Sh. Dheeraj Garg who was re-appointed as Managing Director from 01.06.2015 till 30.05.2020, has been re-appointed as the Managing Director for a period of three years by the Board of Directors in their meeting held on 29.05.2020, subject to the approval of shareholders in the ensuing General Meeting. He will be liable to retire by rotation as per the terms of his appointment.

Sh. Andra Veetil Unnikrishnan who has been re-appointed as an Executive Director (Deputy Managing Director) from 01.01.2019 till 31.12.2023 is liable to retire by rotation and his status continues.

Sh. Manohar Lal Jain was appointed as an Executive Director from 01.07.2015 till 30.06.2020, has been re-appointed as the Executive Director for a period of three years by the Board of Directors in their meeting held on 29.05.2020, subject to the approval of shareholders in the ensuing General Meeting. He will be liable to retire by rotation as per the terms of his appointment.

The appointment of Managing Director and Executive Director/ Whole-time Director(s) is governed by the Articles of Association of the Company, the resolutions passed by the Board of Directors and Members of the Company.

Services of the Managing Director and Executive Director may be terminated by either party by giving one month notice. There is no provision for payment of severance fee.

Notice period/Severance fee is not applicable to Non-Executive/ Independent Directors of the Company.

## Details of Stock Options issued/granted to the Directors:

During the under review year, the Company has not issued/granted stock options to any of its Executive Directors/ Independent/Nominee/ Non-Executive Directors.

## III. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee (SRC) is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations read with Section 178 of the Act and Rules framed thereunder (including any amendments thereof).

The broad terms of reference of the SRC are as under:

- (i) To consider and resolve the grievances of security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
- (ii) To review measures taken for effective exercise of voting rights by shareholders;
- (iii) To review adherence to the standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
- (iv) To review the measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

## Note: The terms of reference of the SRC has been revised in line with SEBI (Listing Obligations and Disclosure Requirements) Amendment Regulations, 2018

During the year, one meeting of SRC was held i.e. on 13.04.2019. Necessary quorum was present at the said Committee meeting.

The composition of the SRC and number of meetings attended by the members during the year are given below:

Name of Chairperson & Members	Category	Meetings attended
*Sh. Surinder Kumar Bansal, Chairman	Independent, Non-Executive Director	1
Sh. Manohar Lal Jain, Member	Non-Independent, Executive Director	1
*Sh. Sudhanshu Shekhar Jha, Member	Independent, Non-Executive Director	-
** Sh. Ajit Singh Chatha, Chairman	Independent, Non-Executive Director	NA
**Sh. Virander Kumar Arya, Member	Independent, Non-Executive Director	NA

\* Sh. Surinder Kumar Bansal and Sh. Sudhanshu Shekhar Jha ceased to be the Director and Chairman/Member of the committees of the Board of Directors of the Company w.e.f 01.10.2019 due to completion of their tenure as an Independent Director.

\*\* Sh. Ajit Singh Chatha was appointed as Non-Executive Independent Director and chairman of SRC of the Company w.e.f 01.10.2019. Attendance of meetings held after the date of appointment is considered.

\*\* Sh. Virander Kumar Arya was appointed as member of SRC of the Company w.e.f 01.10.2019. Attendance of meetings held after the date of appointment is considered.

Sh. Surinder Kumar Bansal, Chairman of SRC was present at the Annual General Meeting held on 30.09.2019.

The Company addresses all complaints, suggestions and grievances expeditiously and replies are sent/ issues resolved usually within 15 days unless there is a dispute or other legal constraint.

(i) Name, Designation, Address & E-mail of Compliance Officer:

Sh. Manohar Lal Jain, Executive Director  
 Sh. Shaman Jindal, Company Secretary  
 Steel Strips Wheels Limited  
 Corporate Office: S C O 49-50, Sector – 26, Madhya Marg, Chandigarh.  
 Telephone No. 0172- 2793112, 2792385  
 E-mail: [mljain@sswllindia.com](mailto:mljain@sswllindia.com)  
[shamanjindal@sswllindia.com](mailto:shamanjindal@sswllindia.com)

(ii) Detail of shareholder's complaints received and redressed:

Opening Balance	Received during the year	Resolved during the year	Closing Balance
2	4	5	1

#### Compliance Certificates

In compliance to the provisions of Regulations 40 (9) of SEBI Listing Regulations, the Company has obtained the Secretarial Compliance Certificate on half yearly basis from practicing Company Secretaries, to the effect that all transfer of shares among others, were effected within the stipulated time and in compliance to the provisions of Regulations 40 (10) of SEBI Listing Regulations, the said certificate was submitted with Stock Exchanges within the prescribed time limit.

Further, the Compliance Certificate under Regulation 7(3) of the SEBI Listing Regulations, duly signed by the Compliance officer of the Company and the authorized representative of the Share Transfer Agent, confirming that all activities in relation to both physical and electronic share transfer facilities are maintained by Registrar and Share Transfer Agent, registered with the Securities and Exchange Board of India, is also filed with the Stock Exchanges on a half yearly basis.

#### IV. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

Corporate Social Responsibility Committee (CSR) is constituted in concurrence with the provisions of Section 135 of the Companies Act, 2013 and rules framed thereunder.

Terms of reference of the CSR Committee includes:

- to formulate and recommend to the Board, a CSR Policy and the activities to be undertaken by the Company as per Schedule VII of the Companies Act, 2013;
- to recommend amount of expenditure to be incurred on CSR activities;
- to monitor CSR Policy of the Company from time to time.

The CSR Policy of the Company as duly amended has been uploaded on the website of the Company under the web link <http://sswllindia.com/downloads/csr-policy.pdf> and the areas and amount of expenditure incurred by the Company on CSR projects during the financial year 2019-20 has been updated and is available on the website of the Company.

During the year, Five meetings of CSR were held, i.e. on 13.04.2019, 31.05.2019, 01.07.2019, 08.10.2019, and 01.01.2020. Necessary quorum was present at all the CSR Committee meetings.

The Composition of the CSR and details of the meetings attended by its members are given below: -

Name of Chairperson & Members	Category	Meetings Attended
Sh. Andra Veetil Unnikrishnan, Member	Non Independent, Executive Director	4
Sh. Manohar Lal Jain, Member	Non Independent, Executive Director	5
*Sh. Sudhanshu Shekhar Jha, Chairman	Independent, Non-Executive Director	1
**Sh. Surinder Singh Viridi, Chairman (w.e.f. 01.10.2019)	Independent, Non-Executive Director	1
***Sh. Virander Kumar Arya, Member (w.e.f. 01.10.2019)	Independent, Non-Executive Director	2

\* Sh. Sudhanshu Shekhar Jha, Non-Executive Independent Director of the Company and Chairman of CSR Committee of the Company ceased to be the Director and Chairman/Member of the committees of the Board of Directors of the Company w.e.f 01.10.2019 due to completion of his tenure as an Independent Director.

\*\* Sh. Surinder Singh Viridi, Non-Executive Independent Director of the Company was appointed as Non-Executive Independent Director and chairman of CSR of the Company w.e.f 01.10.2019. Attendance of meetings held after the date of appointment is considered.

\*\*\* Sh. Virander Kumar Arya, Non-Executive Independent Director of the Company was appointed as Non-Executive Independent Director and member of CSR of the Company w.e.f 01.10.2019. Attendance of meetings held after the date of appointment is considered.

## STEEL STRIPS WHEELS LIMITED

### V. EMPLOYEE COMPENSATION COMMITTEE

The Company has constituted Employee Compensation Committee (ECC) to formulate detailed terms and conditions of the ESOP plan which, inter alia includes:

- The quantum of option to be granted under ESOS Scheme(s) to employee;
- The conditions under which option vested in employee may lapse in case of termination of employment for misconduct;
- The exercise period within which the employee should exercise the option and that option would lapse on failure to exercise the option within the exercise period;
- The specified time period within which the employee shall exercise the vested options in the event of termination or resignation of an employee;
- The right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;
- The procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions, such as rights issues, bonus issues, merger, sale of divisions and others.
- The grant, vest and exercise of option in case of employees who are on long leave; and
- The procedure for cashless exercise of options.
- Any other matter, which may be relevant for administration of ESOS schemes from time to time.

During the year, one meeting of ECC was held i.e. on 13.04.2019 and necessary quorum was present at the meeting.

Composition of the committee is as follows: -

Name of Chairperson & Members	Category	Meetings Attended
*Sh. Surinder Kumar Bansal, Chairman	Independent, Non- Executive Director	1
*Sh. Sudhanshu Shekhar Jha, Member	Independent, Non- Executive Director	-
*Sh. Madan Mohan Chopra, Member	Independent, Non- Executive Director	1
**Sh. Surinder Singh Virdi, (Chairman w.e.f 01.10.2019)	Independent, Non- Executive Director	NA
***Sh. Virander Kumar Arya, Member	Independent, Non- Executive Director	NA
**Sh. Shashi Bhushan Gupta, Member	Independent, Non- Executive Director	NA

\* Sh. Surinder Kumar Bansal, Sh. Sudhanshu Shekhar Jha and Sh. Madan Mohan Chopra Non-Executive Independent Director of the Company ceased to be the Director and Chairman/Member of the committees of the Board of Directors of the Company w.e.f 01.10.2019 due to completion of his tenure as an Independent Director.

\*\* Sh. Surinder Singh Virdi was appointed as Non-Executive Independent Director and chairman of ECC of the Company w.e.f 01.10.2019. Attendance of meetings held after the date of appointment is considered.

\*\* Sh. Virander Kumar Arya and Sh. Shashi Bhushan Gupta were appointed as Non-Executive Independent Director and members of ECC of the Company w.e.f 01.10.2019. Attendance of meetings held after the date of appointment is considered.

### VI. RISK MANAGEMENT COMMITTEE

The Company recognizes that Risk Management is an integral part of good management practice. Risk Management is an essential element in achieving business goals and deriving benefits from market opportunities.

Risk Management is attempting to identify and then manage threats that could severely impact or bring down the organization. Generally, this involves reviewing operations of the organization, identifying potential threats to the organization and the likelihood of their occurrence, and then taking appropriate actions to address the most likely threats.

The Company as a part of Good Corporate Governance has constituted a Risk Management Committee (RMC) in concurrence with the provisions of Regulation 21 of the SEBI Listing Regulations though applicable to top 500 listed entities, determined on the basis of market capitalization. The main functions of committee are as under:

- to formulate and recommend to the Board, a Risk Management Policy which shall indicate the activities such as identification of risks and mitigation strategy thereof;
- to recommend the Board about risk assessment and minimization procedures; and
- monitoring and reviewing of the risk management plan to the Board and ensuring its effectiveness.

During the year one meeting of RMC was held on 20.03.2020 and necessary quorum was present at the meeting.

The composition of the RMC and details of its Members are given below:

Name of Chairperson & Members	Category
*Sh. Surinder Kumar Bansal, Chairman	Independent, Non- Executive Director
Sh. Andra Veetil Unnikrishnan, Member	Non Independent, Executive Director
Sh. Manohar Lal Jain, Member	Non Independent, Executive Director
**Sh. Shashi Bhushan Gupta, Chairman (w.e.f. 01.10.2019)	Independent, Non- Executive Director

- \* Sh. Surinder Kumar Bansal, Non-Executive Independent Director of the Company ceased to be the Director and Chairman/Member of the committees of the Board of Directors of the Company w.e.f 01.10.2019 due to completion of his tenure as an Independent Director.
- \*\* Sh. Shashi Bhushan Gupta was appointed as Non-Executive Independent Director and Chairman of RMC of the Company w.e.f 01.10.2019. Attendance of meetings held after the date of appointment is considered.

Sh. Shaman Jindal, Company Secretary acts as a Company Secretary of the Committee.

#### VII. SHARE TRANSFER COMMITTEE

The Share Transfer Committee (STC) approves and expedites the process of share transfers, issue of share certificate pursuant to duplicate/ remat/renewal requests as and when received by the company. The Committee met 17 times during the year i.e. on 12.04.2019, 09.05.2019, 20.05.2019, 30.05.2019, 28.06.2019, 12.07.2019, 09.08.2019, 19.08.2019, 15.10.2019, 24.10.2019, 13.11.2019, 18.11.2019, 28.11.2019, 16.12.2019, 26.12.2019, 20.01.2020 and 24.02.2020. The necessary quorum was present at all the meetings. No transfer of shares and no request for de-mat of shares is pending. All the shares received for transfer have been transferred within the time period prescribed. The composition of STC and details of the meeting attended by its members are given below: -

Name of Chairperson & Members	Category	Meetings Attended
*Sh. Surinder Kumar Bansal, Chairman	Independent, Non-Executive Director	0
*Sh. Virander Kumar Arya, Chairman (w.e.f. 01.10.2019)	Independent, Non-Executive Director	3
**Sh. Sudhanshu Shekhar Jha, Member	Independent, Non-Executive Director	3
Sh. Manohar Lal Jain, Member	Non-Independent, Executive Director	17
Sh. Andra Veetil Unnikrishnan, Member	Non-Independent, Executive Director	17

- \* Sh. Surinder Kumar Bansal ceased to be the Director of the Company and Chairman of the STC w.e.f 01.10.2019 due to completion of his tenure as an Independent Director and Sh. Virander Kumar Arya was appointed as Chairman of STC of the Company w.e.f 01.10.2019. Attendance of meetings held after the date of appointment is considered.
- \*\* Sh. Sudhanshu Shekhar Jha ceased to be the Director of the Company and Member of STC w.e.f 01.10.2019 due to completion of his tenure as an Independent Director.

Sh. Shaman Jindal, Company Secretary acts as a Company Secretary of the Committee.

#### VIII. FINANCE COMMITTEE

The Company has a Finance Committee (FC) for borrowing funds, not exceeding Rs. 2000 crore and also to create security on the assets of the Company.

During the year, twelve meetings of the FC were held i.e. on 29.05.2019, 22.07.2019, 20.08.2019, 23.09.2019, 30.10.2019, 15.11.2019, 28.11.2019, 03.12.2019, 17.12.2019, 13.01.2020, 02.03.2020 and 20.03.2020. Necessary quorum was present at all the Finance Committee Meetings.

The composition of the FC and details of the meetings attended by its members are given below:

Name of Chairperson & Members	Category	Meetings Attended
Sh. Dheeraj Garg, Chairman	Non Independent, Executive Director	9
Sh. Andra Veetil Unnikrishnan, Member	Non Independent, Executive Director	11
Sh. Manohar Lal Jain, Member	Non Independent, Executive Director	12

#### IX. ALLOTMENT COMMITTEE

The Company has an Allotment Committee of the Board of Directors of the Company for allotment of shares to the employees of the Company who have exercised the stock options granted to them under Employee Stock Option Scheme(s) of the Company.

During the year, no meeting of the Allotment Committee were held.

The composition of the Allotment Committee and details of the meetings attended by its members are given below:

Name of Chairperson & Members	Category	Meetings Attended
Sh. Dheeraj Garg, Chairman	Non Independent, Executive Director	NA
*Sh. Surinder Kumar Bansal, Member	Independent, Non-Executive Director	NA
*Sh. Sudhanshu Shekhar Jha, Member	Independent, Non-Executive Director	NA
**Sh. Surinder Singh Virdi, Member	Independent, Non-Executive Director	NA
**Sh. Virander Kumar Arya, Member	Independent, Non-Executive Director	NA

- \* Sh. Surinder Kumar Bansal and Sh. Sudhanshu Shekhar Jha ceased to be the Directors of the Company and members of the Allotment Committee of the Company w.e.f 01.10.2019 due to completion of their tenure as an Independent Director.
- \*\* Sh. Virander Kumar Arya and Sh. Surinder Singh Virdi were appointed as members of Allotment Committee of the Company w.e.f 01.10.2019. Attendance of meetings held after the date of appointment is considered.

# STEEL STRIPS WHEELS LIMITED

## **INDEPENDENT DIRECTORS MEETING**

Independent Directors are regularly updated on performance of the business of the Company, strategy going forward and new initiatives being taken/proposed to be taken by the Company. The Independent Directors i.e. Sh. Ajit Singh Chatha, Sh. Surinder Singh Virdi, Sh. Shashi Bhushan Gupta, Sh. Virander Kumar Arya and Ms. Jaspreet Takhar met on 20.03.2020 without the attendance of Non-Independent Directors and members of Management of the Company and inter alia:

- reviewed the performance of Non-Independent Directors and the Board of Directors as a whole;
- reviewed the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non- Executive Directors; and
- assessed the quality, quantity and timeliness of flow of information between the management of the company and the Board of Directors that is necessary for the Board of directors to effectively and reasonably perform their duties.

## **GENERAL BODY MEETINGS**

### ➤ **GENERAL MEETING**

#### **(a) Annual General meeting (“AGM”)**

Date and venue of last three Annual General Meetings:

<b>Details of Meeting (Financial year)</b>	<b>Date of Meeting</b>	<b>Time of Meeting</b>	<b>Venue of Meeting</b>
31st Annual General Meeting (2016-17)	28.09.2017	11.00 A.M	Village Somalheri/Lehli, P. O. Dappar, Tehsil Derabassi, Distt. Mohali, (Pb).
32nd Annual General Meeting (2017-18)	28.09.2018		
33rd Annual General Meeting (2018-19)	30.09.2019		

#### **(b) Extraordinary General Meeting (EGM)**

No extraordinary general meeting of the members of the Company was held during the financial year 2019-20.

#### **(c) Special Resolution in the previous three Annual General Meeting**

At the AGM held on 30.09.2019, two special resolutions were passed as follows:

- To appoint Sh. Ajit Singh Chatha (DIN: 02289613) as Non-Executive Independent Director of the Company for a period of 5 years w.e.f 01.10.2019
- To appoint Sh. Surinder Singh Virdi (DIN: 00035408) as Non-Executive Independent Director of the Company for a period of 5 years w.e.f 01.10.2019

At the AGM held on 28.09.2018, three special resolutions were passed as follows:

- To continue the Directorship of Sh. Rajinder Kumar Garg (DIN: 00034827), as Chairman and Non-Executive Director of the Company.
- To continue the Directorship of Sh. Madan Mohan Chopra (DIN: 00036367), as Non-Executive Independent Director of the Company.
- To continue the Directorship of Sh. Sudhanshu Shekhar Jha (DIN:01489603), as Non-Executive Independent Director of the Company.

At the AGM held on 28.09.2017, three special resolutions were passed as follows:

- To re-appoint Ms. Jaspreet Takhar (DIN: 00318883) as an Independent Director.
- Approve to enhance Borrowing Limits to Rs. 2000 Crore.
- To authorize Board of Directors to create Security on the assets of the Company.

### ➤ **POSTAL BALLOT**

- No Postal Ballot was conducted during the financial year 2019-20.
- None of the business proposed to be transacted at the ensuing AGM requires passing of the special resolution through postal ballot.

## **MEANS OF COMMUNICATION**

The quarterly, half yearly and annual financial results of the company are generally published in “Financial Express” and “Desh Sewak” newspapers and are also submitted to the Stock Exchanges (through BSE’s & NSE’s online portal) on which the Company’s equity shares are listed as per the requirements of the SEBI Listing Regulations and other regulatory laws, acts and rules applicable, to enable them to put on their web sites. These are also put up on the Company’s website [www.sswlindia.com](http://www.sswlindia.com). All the official news released and presentations made to analysts/institutional investors, submitted by the Company to the Stock Exchanges are also displayed on the web site of the Company.

## GENERAL SHAREHOLDER INFORMATION

<b>(i) Annual General Meeting for FY 2019-20</b>	
Date	30.09.2020
Time	3.30 P.M.
Mode & Venue	AGM will be convened through Video Conferencing/ Other Audio Visual Means (OAVM) and the venue shall be deemed to be the Company's Registered Office i.e Vill. Somalheri/Lehli, P.O. Dappar, Teh. Derabassi, Distt. S.A.S. Nagar (Mohali) Punjab
<b>(ii) Financial Year</b>	1 <sup>st</sup> April to 31 <sup>st</sup> March
<b>(iii) Year Ending</b>	31.03.2020
<b>(iv) Financial Calendar* (tentative) for Results of</b>	
Quarter ending June 2020	2nd week of September, 2020
Quarter ending Sept. 2020	2nd week of November, 2020
Quarter ending Dec. 2020	2nd week of January, 2021
Quarter ending March 2021	Last week of May, 2021
<b>(v) Book Closure date</b>	24.09.2020 to 30.09.2020 (both days inclusive)
<b>(vi) Dividend Payment date</b>	Not Applicable.
<b>(vii) Name and Address of Stock Exchange at which Company's securities are Listed</b>	<p>(a) <b>BSE Ltd (BSE)</b>, Department of Corporate Services, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001</p> <p>(b) <b>National Stock Exchange of India Limited (NSE)</b>, Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai-400051</p>
<b>(viii) Listing fee</b>	The Company has paid listing fees to both the above stated Stock Exchanges and there is no outstanding payment as on date.
<b>(ix) Stock Code</b>	
BSE Ltd (BSE)	513262
National Stock Exchange of India Limited (NSE)	SSWL
<b>(x) ISIN No. of the Company's shares in De-mat form</b>	INE802C01017 (with NSDL and CDSL).

\*Due to the ongoing pandemic COVID-19, the tentative dates for declaration of financial results may vary.

### (xi) Stock Market Price Data

Market Price Data: Monthly High and Low quotations on BSE Ltd (BSE) and National Stock Exchange of India Limited (NSE) during each month in last financial year were as under:

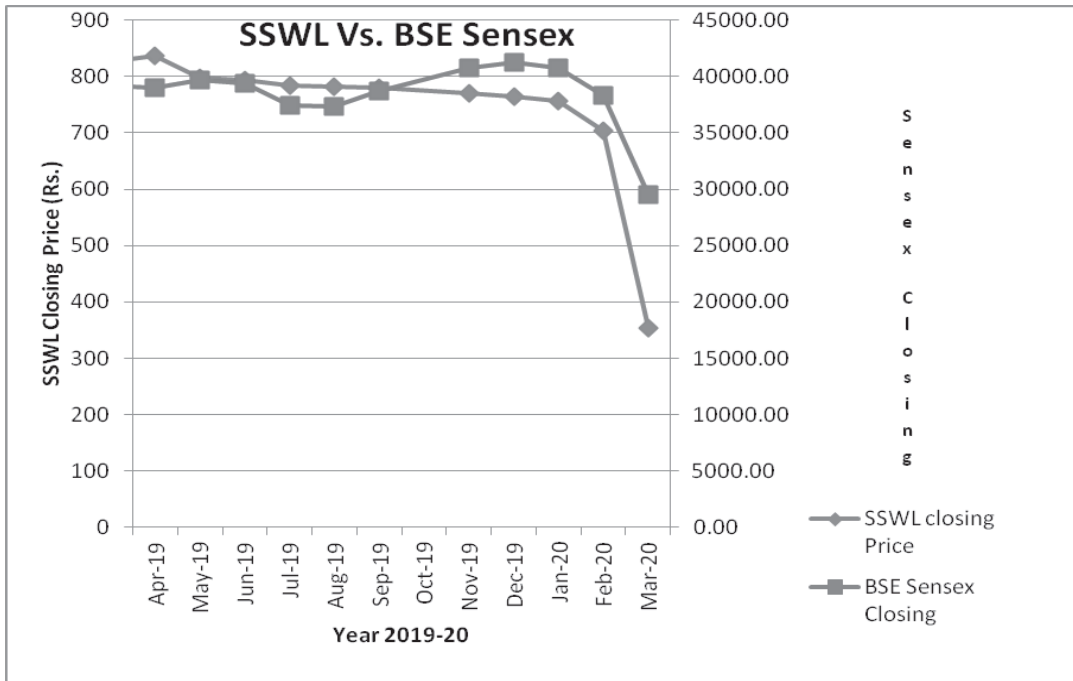
Month	Bombay Stock Exchange (BSE)		National Stock Exchange of India Limited (NSE)	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
April 2019	876.00	801.00	878.80	798.80
May 2019	886.00	775.00	890.00	772.50
June 2019	820.95	774.50	807.00	765.80
July 2019	821.80	724.00	799.15	722.00
Aug 2019	793.00	770.70	798.95	770.00
Sept 2019	798.00	772.00	799.00	757.80
Oct 2019	797.00	765.00	780.40	762.60
Nov 2019	787.50	741.25	785.00	738.75
Dec 2019	784.00	720.00	784.95	723.60
Jan 2020	775.00	745.25	780.85	742.05
Feb 2020	760.00	673.00	766.75	675.30
Mar 2020	712.75	326.00	715.05	323.60



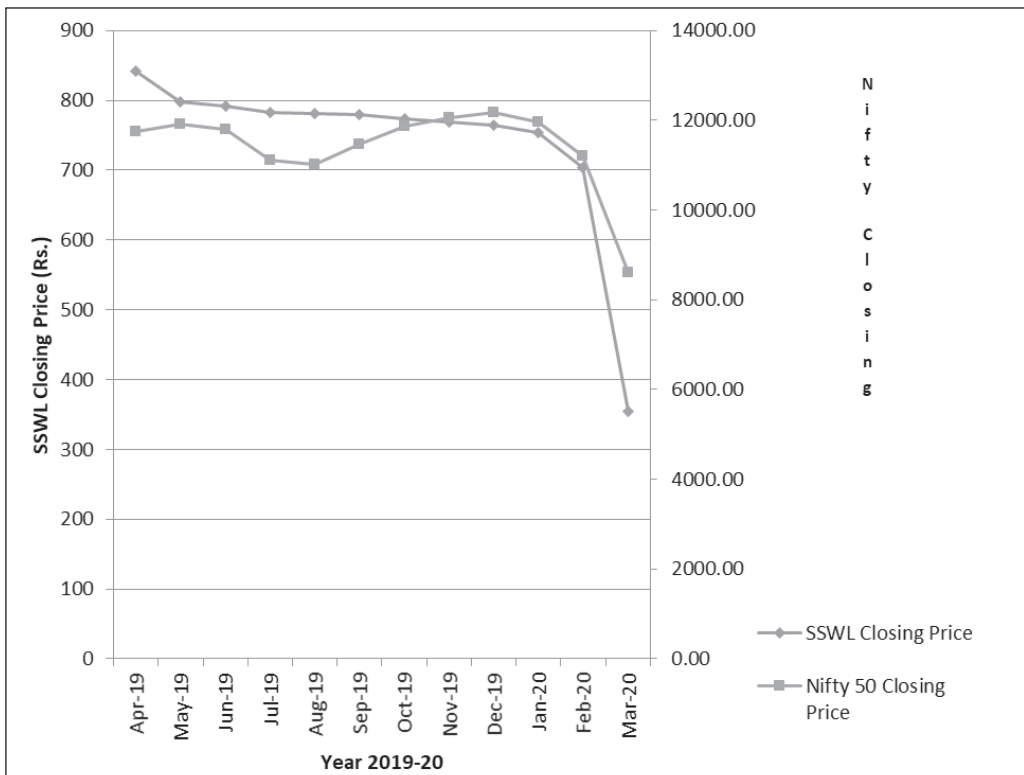
# STEEL STRIPS WHEELS LIMITED

(xii) Performance of Share price of the Company in comparison to the BSE Sensex and NSE-Nifty 50: -

**BSE Sensex Vs. SSWL**



**NSE Nifty 50 Vs. SSWL**



(xiii) The Company's shares were not suspended from trading during the financial year under review.

**(xiv) Registrar and Share Transfer Agents**

Name and address: Link Intime India Pvt. Ltd.  
Noble Heights 1st Floor,  
Plot No. NH-2, C-1 Block,  
LSC Near Savitri Market, Janakpuri,  
New Delhi - 110058

Phone Number : 011-49411000, 41410592, 93, 94  
Fax : 011-41410591  
Email : delhi@linkintime.co.in  
Website : [www.linkintime.co.in](http://www.linkintime.co.in)

**(xv) Place for Acceptance of documents:**

Documents will be accepted at:

- (i) Link Intime India Pvt. Ltd.,  
Noble Heights 1st Floor,  
Plot No. NH-2, C-1 Block,  
LSC Near Savitri Market, Janakpuri,  
New Delhi – 110058
- (ii) Steel Strips Wheels Limited, SCO 49-50, Sector 26, Madhya Marg, Chandigarh- 160019

**(xvi) Share Transfer System**

Trading in Equity Shares of the Company through recognized Stock Exchanges is permitted only in dematerialised form. Transfer of shares in physical form is normally processed within 12 to 15 days from the date of receipt if the documents are complete in all respect.-

Regulation 40 of SEBI Listing Regulations was amended vide Gazette notification dated 08.06.2018 mandating transfer of securities in dematerialized form only on and after 05.12.2018. Further, SEBI has extended the date for transfer of securities in physical form to 31.03.2019 vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30.11.2018.

According to the said Notification dated 30.11.2018 requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with the depository with effect from 01.04.2019. However, this restriction shall not be applicable to the request received for effecting transmission or transposition of physical shares.

The shareholders holding shares in physical form are requested to get their shares dematerialized at the earliest to avoid any inconvenience in future while transferring the shares.

**(xvii) Distribution of Shareholding**

(a) Class-wise Distribution of Equity Shares as on 31.03.2020

Shares/Debentures Holding of Nominal Value	Number of Shares	% age of Total
Up to 500	943905	6.05
501 - 1000	150261	0.96
1001 - 2000	151755	0.97
2001 - 3000	63363	0.41
3001 - 4000	36953	0.24
4001 - 5000	50912	0.33
5001 - 10000	127856	0.82
10001 and above	14064715	90.22
<b>Total</b>	<b>15589720</b>	<b>100.00</b>

(b) Shareholding Pattern as on 31.03.2020

S. No	Particulars	No. of Shares	Percentage
1.	Promoter and Promoter Group	9797952	62.85
2.	Mutual Funds/UTI/Financial Institutions, Banks & Foreign Institutional Investors/Foreign Portfolio Investor	158339	1.01
3.	Foreign Bodies Corporate Indian Body Corporate	1059525 2812151	6.79 18.04
4.	Individuals	1471380	9.44
5.	Any other :		
	Non Residents	52572	0.34
	Clearing Members	4367	0.03
	HUF	45477	0.29
	Trust	1000	0.01
	IEPF	186957	1.20
	<b>Total</b>	<b>15589720</b>	<b>100.00</b>

# STEEL STRIPS WHEELS LIMITED

## (xviii) Dematerialization of shares and Liquidity

As on 31.03.2020 there were 12850 shareholders of the Company. Out of these 11069 shareholders were holding 15351774 (98.47) equity shares in the dematerialized form and rest of them i.e. 1781 shareholders were holding 237946 (1.53%) equity shares in physical form. The Non-promoters holding as on 31.03.2020 is around 37.15% and the stock is liquid.

The Company's scrip forms part of the Compulsory demat segment for all investors. The Company has established connectivity with both the Depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) through the Registrar M/s Link Intime India Pvt. Ltd. The Company had also appointed M/s Link Intime India Pvt. Limited as common Agency to look after dematerialization of shares as well as for physical transfer of shares.

## (xix) Outstanding GDR/ADR or warrants or any convertible instruments, conversion date and likely impact on equity

As on 31.03.2020, the Company has 23300 outstanding employee stock options granted under "Steel Strips Wheels Limited- Employee Stock Options Scheme 2016 (ESOS 2016). Date of grant was 08.01.2019 and vesting period was one year from the date of grant. These options are exercisable into equivalent number of equity shares within a period of 5 years from the date of grant.

As and when the aforesaid stock options will be exercised by the employees, the paid up capital of the Company will increase accordingly.

However, during the Financial year 2019-20, the Company had cancelled 7,50,000 warrants upon forfeiture of Upfront Warrant Subscription Amount of Rs. 21,78,75,000/- (being the 25% of the Upfront Warrant Subscription Amount) paid by the Warrant holder in terms of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

The said warrants were allotted to Smt. Sunena Garg ("Warrant holder"), belonging to promoter category of the Company, by the Board of Directors in their meeting held on 26.05.2018, pursuant to the approval of the shareholders in their Extraordinary General Meeting held on 12.05.2018, at a price of Rs. 1162/- each ("Warrants Issue Price"), aggregating to Rs. 87,15,00,000/- ("Warrant Subscription Amount") with a right to warrant holder to apply for and get allotted one equity share of face value of Rs. 10/- each at a premium of Rs. 1152/- each for each warrant, within a period of 18 (eighteen) months from the date of allotment of warrants i.e upto 25.11.2019. The Company had received Rs. 21,78,75,000/- being the 25% of the Upfront Warrant Subscription Amount in terms of Regulation 77 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the balance subscription amount of Rs. 65,36,25,000/- was not received from the Warrant holder, Smt. Sunena Garg before the due date i.e. 25.11.2019.

Accordingly, the Company had made a disclosure with regard to cancellation of the said 7,50,000 warrants to both the stock exchanges i.e. BSE Ltd. and National Stock Exchange of India Limited (NSE) vide its letter dated 26.11.2019

Further, there was no outstanding GDR/ADR or any other Convertible instruments as on 31.03.2020.

## (xx) Corporate Identification No. : L27107PB1985PLC006159

## (xxi) Plant Location :

- Village Somalheri/ Lehli,  
P.O. Dappar, Tehsil Derabassi,  
District Mohali (Pb.)
- Plot no. A-10, SIPCOT Industrial Growth Centre, Vallam Village, Sriperumbudur, Tamil Nadu
- Plot No. 733, 734, 735, 747  
Mouza Jojobera, P. O. & P. S. Chhota Govindpur East Singhbhum, District Jamshedpur, Jharkhand
- Plot No. 77, 78, 136B, 394,  
Village- Martoli/Tejpura, Taluka – Jotana,  
Dist. – Mehsana, Gujarat, India
- Village-Muria, P.O.- Kolabira Thana No.-150 Dist. Saraikela- Kharsawan (Jharkhand), Pin- 833220

## (xxii) Address for Correspondence:

To the Registrar & Share Transfer Agents	To the Company (Corporate Office)
Link Intime India Pvt. Ltd. Noble Heights 1st Floor, Plot No. NH-2, C-1 Block, LSC Near Savitri Market, Janakpuri, New Delhi - 110058 Phone Number : 011-49411000, 41410592, 93,94 Fax Number : 011-41410591 Email : delhi@linkintime.co.in Contact Persons: Sh. V. M. Joshi Sh. Swapan Nasker	Steel Strips Wheels Limited S.C.O 49-50, Sector 26 Madhya Marg, Chandigarh-160019 Phone No.: 0172- 2793112 Email ID: <a href="mailto:mjain@sswlinia.com">mjain@sswlinia.com</a> : <a href="mailto:shamanjindal@sswlinia.com">shamanjindal@sswlinia.com</a> Contact Person: Sh. Manohar Lal Jain Sh. Shaman Jindal

## (xxiii) The Company during the financial year 2019-20 obtained credit rating from India Rating and Research Private limited (a Fitch Group Company) for Bank Loans, the details of which are as follows:

Instrument Type	Ratings by Indian Ratings and Research
Fund Based Working Capital limit	IND BBB+/RWN/IND A2/RWN
Term Loans	IND BBB+/RWN
Non-Fund Based Working Capital limit	IND BBB+/RWN/IND A2/RWN

The rating reflects the Company's dominant market position in India, long track record of successful operations, strong corporate governance practices, financial flexibility and conservative financial policies.

## **DISCLOSURES**

### **(i) Related Party Transactions**

All contracts / arrangements / transactions entered by the Company with related parties during the financial year 2019-20, were in the ordinary course of business and on an arm's length basis. The details of the related party transactions are set out in the Notes to Financial Statement forming part of this Annual report.

The related party transactions undertaken by the company were in compliance with the provisions set out in the Act, read with the rules issued thereunder and Regulation 23 of the SEBI Listing Regulations.

The Audit Committee, during the Financial year 2019-20, has approved Related Party transaction along with granting omnibus approval valid for a period not exceeding one year in line with the policy of the Company on materiality of Related Party Transactions and dealing with related party transactions and the applicable provisions of the Act, read with the Rules issued thereunder and the SEBI Listing Regulations (including any statutory modification (s) or re-enactment (s) thereof for the time being in force).

The Audit Committee reviews on a quarterly basis the detail of related party transaction entered into by the company pursuant to the omnibus approval given.

The Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of Related Party Transactions and dealing with related party transactions and none of the related party transactions entered into have any potential conflict with the interest of the Company. The said policy has been uploaded on the Company's Website at the following link:- (<http://www.sswlindia.com/pages/relatedpartytransaction.htm>).

- (ii) No penalties, strictures were imposed on the Company by Stock Exchanges or SEBI, or any other statutory authority, on any matter related to capital markets, during the last three years.
- (iii) The Company has established the Vigil Mechanism/Whistle Blower Policy of the Company in line with the SEBI (Prohibition of Insider Trading) (Amendments) Regulations, 2018, enabling employees to report insider trading violations as well as reporting of instances of leak of Unpublished Price Sensitive Information and has established the necessary vigil mechanism for directors and employees to report their genuine concerns. No personnel have been denied access to the audit committee. This mechanism provides for adequate safeguards against victimization of director (s) /employee (s) or any other person, who avail the said mechanism and also provides for direct access to the Chairman of the audit committee in exceptional cases. The policy with the name and address of the Chairman of the Audit Committee has been communicated to the employees by uploading the same on the website of the Company. The employees can directly contact the Chairman of the Audit Committee on the email address as mentioned in the 'Vigil Mechanism Whistle Blower Policy' uploaded at the website of the Company. (web link:-<http://www.sswlindia.com/pages/whistleblower.htm>). During the financial year 2019-20, the Company has not received any instances of genuine concerns from Directors or employees.
- (iv) The Company has complied with all the mandatory requirements as applicable to it along with the compliance with the requirements of Part C (sub paras 2 to 10) of Schedule V of the SEBI Listing Regulations. There were no cases of non-compliance during the last three financial years.
- (v) The Company is in compliance with the Corporate Governance requirements specified in Regulation 17 to 27 and clause (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI Listing Regulations.
- (vi) Details of adoption of the non-mandatory requirement as specified in Part E of Schedule II:
  - (a) The Non-Executive Chairman of the company has been provided a Chairman's office at the corporate office of the Company at Company's expenses and also allowed reimbursement of expenses incurred in performance of his duty.
  - (b) During the year under review, there is no audit qualification on the Company's financial statement. The Company continues to adopt best practice to ensure regime of unmodified audit opinion.
  - (c) The Internal Auditor of the Company has direct access to the Audit Committee and presents his internal audit report to the Audit Committee.
- (vii) The Senior Management team has confirmed to the Board of Directors that no material and commercial transactions have been entered into between the Company and members of Senior Management team, where they have personal interest.
- (viii) The Company has not adopted any alternative accounting treatment prescribed differently from the Accounting Standard (AS)/ Indian Accounting Standard (IND AS) laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements.

### **(ix) Disclosure on Commodity Price Risk or Foreign Exchange Risk and Hedging Activities:**

The Company is in the business of manufacture of wheel rims and steel and aluminum being the primary raw material is the key to Company's profitability. Presently the Company imports some of the raw material and that impacts the profitability due to adverse currency movement. Company is already taking steps to indigenize the imported raw material by developing it with Indian vendors and de-risking the business model.

## STEEL STRIPS WHEELS LIMITED

As regards foreign exchange risk, a significant portion of the Company's inflows and outflows are in foreign currency, the exchange rate fluctuations between the Indian rupee and the foreign currency affects the company's results of operation. Therefore, keeping in view the position of rupee vis-à-vis foreign currency, the Company has been assertive in taking forward cover for exports and imports.

The Company regularly informs the Board of Directors about the risk assessment, if any, along with recommendations to reduce the risk.

Exposure of the listed entity to commodity and commodity risks faced by the entity throughout the year:

- a. Total exposure of the listed entity to commodities in INR:

The Value of total inventory held by the Company for Raw Material, Work in Progress and Finished Goods (including stock in trade) as on 31.03.2020 was Rs. 301.58 crores.

- b. Exposure of the listed entity to various commodities:

Commodity Name (Inventory as on 31.03.2020)	Exposures in INR (Crores) towards the Particular Commodity	Exposures in qty (MT) terms towards the Particular Commodity	% of such exposure hedged through commodity derivatives				
			Domestic Market		International Market		TOTAL
			OTC	EXCHANGE	OTC	EXCHANGE	
Raw Material	152.34	26,733.67	NIL	NIL	NIL	NIL	NIL
Work in Progress	90.04	13,627.37	NIL	NIL	NIL	NIL	NIL
Finished Goods	53.22	7,354.89	NIL	NIL	NIL	NIL	NIL
Scrap	1.88	539.06	NIL	NIL	NIL	NIL	NIL
Misc. Stocks	4.10	650.00	NIL	NIL	NIL	NIL	NIL

- c. Commodity risks faced by the listed entity during the year and how they have been managed:

The commodity prices are determined through basic supply and demand factors in the marketplace and as a safeguard measure, company purchases the raw material against orders in hand. The company has a strong export base to provide the requires natural hedge for the raw material procurement. The open positions, if any on the either side, are hedged through commodity exchanges, if available.

- (x) During the year, the Company has not raised any funds through preferential allotment or qualified institutional placement as specified under regulation 32(7A) of the Listing Regulations.
- (xi) A certificate has been received by the Company from S.K. Sikka and Associates, Practicing Company Secretaries, that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority. (Annexed herewith as part of report)
- (xii) There have been no instances in the Company, where the board has not accepted any recommendation of any committee of the board which is mandatorily required, during the financial year 2019-20.
- (xiii) M/s AKR & Associates, Chartered Accountants (Firm Registration No. 021179N) have been appointed as the Statutory Auditors of the Company. The particulars of payment of Statutory Auditors' fees for carrying out audit of the financial year 2019-20, is given below:

(Rs. In Lacs)

Particulars	Amount
Statutory Audit Fee	7.00
Tax Audit Fee	2.00
Certificate charges	2.00

- (xiv) The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed there under. An Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary trainees) are covered under this policy. The Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the financial year 2019-20, the Company has not received any complaint on sexual harassment.

### **CODE OF CONDUCT**

The Board of Directors has laid down Code of Conduct ("Code") for all Board Members and Senior Management of the Company. The said Code incorporated the duties of Independent Directors as laid down in the Act and has been revised and uploaded on the website of the Company under the link [http://www.sswlindia.com/pages/code\\_conduct.htm](http://www.sswlindia.com/pages/code_conduct.htm).

The Members of the Board and Senior Management personnel have affirmed the compliance with the Code applicable to them during the year ended on 31.03.2020. The Annual Report of the Company contains a Declaration by the Managing Director in terms of SEBI Listing Regulations, based on the affirmations received from the Members of the Board and Senior Management personnel.

---

## **INSIDER TRADING**

The Company has in place a Code of Conduct for Prevention of Insider Trading (Code of Conduct to Regulate Monitor and Report Trading by Designated Persons) and a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Regulations"). The said codes were amended to keep in line with the amendments to SEBI Regulations as notified by SEBI and are uploaded on the website of the Company.

Web link for Code of Conduct for Prevention of Insider Trading is:

[http://sswllindia.com/pages/code\\_insider\\_trading.htm](http://sswllindia.com/pages/code_insider_trading.htm)

Web link for Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information is

[http://sswllindia.com/pages/code\\_unpublished\\_price.htm](http://sswllindia.com/pages/code_unpublished_price.htm).

The Code of Conduct for Prevention of Insider Trading lays down guidelines advising the Management, staff and other connected persons, and procedures to be followed and disclosures to be made by them while dealing with the shares of the company and cautioning them of the consequences of violations.

Pursuant to the amendments made by SEBI in Regulations the Company has also adopted a Policy for Procedure of Inquiry in Case of Leak of Unpublished Price Sensitive Information ("UPSI"). The policy is formulated to maintain ethical standards in dealing with sensitive information of the Company by persons who have access to UPSI. The rationale of the policy is to strengthen the internal control systems to ensure that the UPSI is not communicated to any person except in accordance with the Insider Trading Regulations. The Policy also provides an investigation procedure in case of leak/suspected leak of UPSI.

## **AUDIT FOR RECONCILIATION OF SHARE CAPITAL**

Statutory Auditor of the Company carried out a Share Capital Audit to reconcile the total admitted equity share capital with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. The audit report confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

## **SUBMISSION OF QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

The Company has submitted quarterly compliance report on Corporate Governance, duly signed by the Company Secretary of the Company, with all the Stock Exchanges wherein the shares of the Company are listed and was placed before the Board of Directors of the Company.

## **CEO/CFO CERTIFICATION**

As required under Regulations 17(8) of the SEBI Listing Regulations, the CEO/CFO Certificate for the Financial year 2019-20, duly signed by Sh. Dheeraj Garg, Managing Director, and Sh. Ayush Thareja, Chief Financial Officer of the Company was placed before the Board of Directors of the Company in their meeting held on 31.07.2020.

## **CONSTITUENTS OF RELATED PARTIES**

Following named Companies, Individuals and HUF constitute the related parties:

### **Group companies:**

Indian Acrylics Limited, SAB Industries Limited, Steel Strips Limited, Steel Strips Infrastructure Limited, Steel Strips Industries Limited (earlier known as Steel Strips Leasing Limited), Indlon Chemicals Limited, SAB Developers Pvt. Ltd., Malwa Chemtex Udyog Limited, SAB Udyog Limited, Steel Strips Mercantile Pvt. Limited, Indian Acrylics Investments Ltd, Munak International Pvt. Limited, Steel Strips Financiers Pvt. Limited, S.S. Credits Pvt. Limited, Malwa Holdings Pvt. Limited, S.J. Mercantile Pvt. Limited, Munak Investments Pvt. Limited, Steel Strips Holdings Pvt. Limited, Munak Financiers Pvt. Limited, Chandigarh Developers Pvt. Ltd., DHG Marketing Pvt. Ltd. and Chandigarh Aircraft Management Services Pvt. Ltd.

### **Individuals:**

Sh. Rajinder Kumar Garg, Smt. Sunena Garg, Ms. Priya Garg and Sh. Dheeraj Garg.

### **Hindu Undivided Family (HUF):**

R. K. Garg & Sons (HUF)

### **Trust:**

Hans Raj Trust

## **TRANSFER OF UNCLAIMED DIVIDEND/SHARES TO INVESTOR EDUCATION AND PROTECTION FUND:**

The Company has been paying Dividend regularly from the last twenty two years (except for the year 2008-09), starting from the year 1996-97. Some amount of the dividend remain unclaimed in the "Unpaid Dividend Accounts" being maintained by the Company with HDFC Bank and Yes Bank Ltd.

Pursuant to applicable provisions of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (Rules), all unpaid or unclaimed dividends are required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government, after completion of seven years from the date of transfer to Unclaimed

# STEEL STRIPS WHEELS LIMITED

Dividend Account of the Company. Further, according to the Rules, the shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the de-mat account of the IEPF Authority. The said requirement does not apply to shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority, restraining transfer of the shares.

During the year under review, the Company had sent individual notices and also advertised in the newspapers seeking action from the shareholders who have not claimed their dividends for seven consecutive years or more. Accordingly, the Company had transferred Rs.498800.00 of unpaid/unclaimed dividend for the financial year 2011-12 and 11710 shares to the IEPF authority. The voting rights on these shares shall remain frozen till the shareholder claims those shares from IEPF authority.

Shareholders/claimants whose shares, unclaimed dividend, have been transferred to the IEPF De-mat Account or the Fund, as the case may be, may claim the shares or apply for refund by making an application to the IEPF Authority in Form IEPF-5 (available on <http://www.iepf.gov.in>) from time to time. The Shareholders/claimant can file only one consolidated claim in a financial year as per the rules. The Company has appointed a Nodal Officer under the provisions of IEPF, the details of which are available on the website of the Company under the link [http://sswllindia.com/pages/particulars\\_nodalofficer\\_IEPF.htm](http://sswllindia.com/pages/particulars_nodalofficer_IEPF.htm)

During the financial year 2020-21, the company would be transferring unclaimed dividend amount for the financial year 2012-13 within 30 days from the due date of transferring the amount to IEPF i.e. 05.11.2020. Accordingly, the concerned Members are requested to claim the same on or before 04.11.2020.

Details of shares/shareholders in respect of which dividend has not been claimed, are provided on the website, at link [http://www.sswllindia.com/pages/unpaid\\_divident.htm](http://www.sswllindia.com/pages/unpaid_divident.htm)

The shareholders are requested to verify their records and claim their unclaimed dividends for the past years, if not claimed.

## Details of Nodal Officer

The details of the nodal officer appointed by the Company under the provisions of IEPF are given below and the same is disseminated in the website of the Company [www.sswllindia.com](http://www.sswllindia.com).

Name of the Company Secretary designated as Nodal Officer	Sh. Shaman Jindal
Phone No.	0172-2793112
Mobile No.	9814706738
Email ID	shamanjindal@sswllindia.com
Address	SCO 49-50, Sector-26, Madhya Marg, Chandigarh

## **AUDITOR'S CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE**

Certificate from the Auditor's on compliance of conditions of Corporate Governance is enclosed herewith and forms part of this report.

For and on behalf of the Board of Directors

Rajinder Kumar Garg  
Chairman  
DIN: 00034827

Place: Chandigarh  
Date: 24.08.2020



## AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

### To the Members of Steel Strips Wheels Limited

We have examined the compliance of the conditions of Corporate Governance by Steel Strips Wheels Limited ("Company") for the year ended on 31.03.2020, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned SEBI Listing Regulations, as applicable, for the financial year ended 31.03.2020.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: 24.08.2020  
Place: Chandigarh  
UDIN: 2050597ZAAAAEZ8693

For AKR & Associates  
Chartered Accountants  
Firm Registration No: 021179N  
(Kailash Kumar)  
Partner  
M. No. 505972

### DECLARATION REGARDING COMPLIANCE BY THE BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH COMPANY'S CODE OF CONDUCT

This is to confirm that the Board has prescribed Code of Conduct for all the Board members and Senior Management of the Company, which is available on the website of the Company.

I confirm that the Company has in respect of the year ended 31.03.2020, received from its Board members as well as Senior Management Personnel, a declaration in compliance with the code of conduct as applicable to them.

Place: Chandigarh  
Dated: 24.08.2020

For Steel Strips Wheels Limited

(Dheeraj Garg)  
Managing Director  
DIN: 00034926

### CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

*Pursuant to the provisions of Regulation 34(3) and Schedule V Para C Clause (10) (i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)*

To

The Members,  
Steel Strips Wheels Limited

In accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 inserted vide SEBI notification dated 9<sup>th</sup> May 2018 and in my opinion and to the best of my information, according to explanations given and documents provided by **Steel Strips Wheels Limited** ("Company"), I hereby certify that none of the Directors on the Board of **Steel Strips Wheels Limited** has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority for the year ended 31<sup>st</sup> March, 2020.

Sr. No.	Name of Director	DIN
1.	Mr. Rajiinder Kumar Garg	00034827
2.	Mr. Dheeraj Garg	00034926
3.	Mr. Manohar Lal Jain	00034591
4.	Mr. Ajit Singh Chatha	02289613
5.	Mr. Surinder Singh Virdi	00035408
6.	Ms. Jaspreet Takhar	00318883
7.	Mr. Shashi Bhushan Gupta	00154404
8.	Mr. Andra Veetil Unnikrishnan	02498195
9.	Mr. Sanjay Surajprakash Sahni	08263029
10.	Mr. Virander Kumar Arya	00751005

For **S. K. SIKKA & ASSOCIATES**  
Company Secretaries

Place: Chandigarh  
Date: 24.08.2020  
UDIN: F004241B000608878

(Sushil K. Sikka)  
Prop.  
FCS 4241  
CP 3582



# MANAGEMENT

## DISCUSSION & ANALYSIS

The Indian economy grew at 4.2% in 2019-20, lower than the 6.1% registered in 2018-19, as the Covid-19 pandemic adversely impacted economic activity in the last month of the fiscal year, especially manufacturing and construction. The pandemic has caused huge uncertainty for the entire world and all the business across the board got severely impacted due to the grave uncertainty.

The Q4 of FY 2019-20 especially precipitated by fall in production of cement (-4.9%), steel (-3.9%) and crude oil (-5.7%). Sales of commercial vehicles crashed to -42% as against an increase by 3.8% during the same period last year. The decline had an impact on the well-being of the people who withdrew their savings, leading to bank deposits falling by -53%.

Due to the slow growth rate, per capita income in real terms was unable to cross the Rs 1 lakh mark. India will attain per capita income of Rs. 94,954 during 2019-20 as against Rs. 92,085 in 2018-19, a growth of 3.1% as against 4.8% in the previous year.

### **Indian Automobile Market Macro Story**

The global pandemic caused by the novel corona virus comes at a time when both the Indian economy and the automotive industry were hoping for recovery. While the GDP growth forecasts were north of 5.5%, COVID-19 may result in a negative impact of 1-2% on the expected growth rates. The absolute magnitude of impact depends on the duration of ongoing lockdown and the impact caused of this pandemic.

The onset of Covid-19 in India will have a negative impact on the automotive industry. It is estimated that there will be an overall revenue impact of at least \$1.5 -2.0 billion per month across the industry. With opening up post Covid-19 will open up demand scenario from individual automobile ownership due to public transport avoidance. This factor can keep the demand factor going on for few months and then markets will be supported by the factor of GDP recovery led by pent up demand post severe lockdown in India.

Rural economy can support by leading the recovery with very strong monsoon and huge support coming in from Government side to sustain demand. The supply chain is expected to adapt quickly as China is coming back faster than normal, however extended supply chain visibility at Tier 2/3 level is the biggest risk mitigation factor that vehicle companies will need to work on.

The Indian automotive industry has already seen difficult past few quarters and this pandemic led lockdown couldn't have been more ill-timed. However, a planned and concerted response, both immediate and medium to long term will ensure a V shape recovery. As critical as industry action will be the support needed from government and regulators to catalyze this revival. After all, the current situation is a call for action by one and all in these troubled times.

Taking a cue from the Chinese automotive market, there will be significant changes in buying behavior after the lockdown. Consumer preference will be more towards individual health, hygiene and cleanliness during travel. Post the pandemic, we expect consumers to switch more towards personal mobility. Shared mobility will take a backseat in the medium term. Service based models such as pay-as-you-go, and lease rentals may also see uptake from Indian consumers. Recently, many OEMs launched online sales channels to digitally connect with consumers indicating new ways of doing business.

### **SSWL Key Growth Drivers Post COVID**

Post Covid the world of Automobile has taken a big shift and this gives India a very strong position to grab global Automobile supply market share by replacing China to certain extent. All the domestic automobile part suppliers can gain huge opportunity in the export markets and can make good for any opportunity loss on account of any domestic slowdown due to Covid-19. We at SSWL have taken target to grow a minimum of 40-45% in terms of revenue in FY 2020-21 as compared to last year by creating huge market opportunity in export segment. Exports contribute close to 15% of the company's revenue and we have taken a target to push exports revenue share to 20% in FY 2020-21. Alloy wheel segment contributed less than 7% of total revenues in FY 2019-20 and we expect this segment to contribute close to 20% of revenue to open up next growth segment for the company.

SSWL expects it will beat the industry trend of a double digit drop in revenue by a good margin and will outperform the revenue and operational performance in FY 2020-21 back by Exports, Alloy wheels and Tractor segment performance. Your company has invested a lot of intellectual and financial capital in new age business of Alloy wheels and the segment will return to max utilization going ahead with amongst the highest order book of alloy wheel segment available with SSWL.

## SIAM Outlook

Sale of passenger vehicles could decline by as much as 20-24% in financial year 2020-21 in the worst case scenario as a result of the impact of a long drawn out recovery from the coronavirus pandemic in India, calculations made by industry body Society of Indian Automobile Manufacturers (SIAM).

These numbers are based on GDP growth in the country slowing down to less than 1% in the fiscal. This decline would push industry volumes back by a decade to around 2.15 million units, a level last seen in FY2011. This would be the second straight fiscal that vehicle sales would have tumbled in double digits. In FY2020, sales declined by over 17% to around 2.77 million units.

The other segments of the \$120 billion industry are likely to fare even worse. In case of a less than 1% GDP growth, the decline in commercial vehicle sales is projected at 25-30%, two-wheelers at 27-30% and three-wheelers at 28%. Overall industry volumes would decline by over 20%.

With the above estimates coming from SIAM, we expect that your company will gain big volume market share in exports and in PV segment with its introduction in Alloy wheel segment. We expect that despite 2 months of complete washout of business due to lockdown, SSWL should report low single digit drop in volumes and will try to match the last year's net revenue with the help of product mix to outperform the broader industry by a wide margin.

## Export Outlook

India's exports plunged by a record 34.57% in March due to a steep decline in shipments of leather, gems and jewellery and petroleum products, dragging the total exports in FY 2019-20 down to \$314.31 billion.

Merchandise exports in March stood at \$21.41 billion, down by 34.57% compared to \$32.72 billion in the same month last year.

This is expected to be the steepest fall in monthly exports since 2008-09, when shipments dipped by 33.3% in March 2009.

Imports too contracted by 28.72% to \$31.16 billion. This is the steepest decline since November 2015, when imports declined by 30.26%.

SSWL is expecting the exports to grow at 40-45% with the help of great opportunity being built by US continent. SSWL will report its highest ever Export revenue and we expect to deliver a 15-20% growth in this segment going ahead in coming years to build a strong wheel franchise in EU and US. SSWL expects to reach close to 300-310 crores of export revenue in FY 2020-21 and will try to maintain minimum 15-20% revenue growth in this segment via steel and Alloy wheel products.

## Opportunities

US and China trade war has resulted in large opportunity for India to replace Chinese wheel manufacturer and make a grand entry with the help of proven quality of Indian product. The Trade war opens up door for Indian manufacturer to enter the US market and has a potential to grow the export for SSWL at a CAGR 25% for coming 3-5 years. The opportunity in Alloy wheel import substitution is equally large and can make India self-reliant in FY 2020-21. This gives immense opportunity to SSWL being a large first mover in this space to grow and take large market share amongst domestic car makers.

## Threats

Covid-19 remains the largest threat for the world economy and its growing size will remain the largest business risk for any business worldwide. The expectation of a large outbreak of Covid-19 will be the single largest factor to disturb the global demand scenario. Any disturbance in global supply chain on the back of Covid-19 pandemic will be elevated and can pose threat to the growing optimism of the automobile green shoots.

## Financial Performance with respect to Operational Performance

Gross revenues stood at Rs.158545.50 lakhs in FY 2019-20 as compared to Rs. 205865.00 lakhs in FY 2018-19. The company witnessed the impact of credit tightening and overall slowdown in Automobile sector. The major impact was contributed by steep cut in Commercial vehicle production due to economic slowdown in the wider economy. The PAT for the FY 2019-20 stood at Rs. 2344.95 lakhs vs Rs 8235.59 lakhs in FY 2018-19. The performance was impacted by fixed liability of the financial cost which impacted the profitability due to slowdown in total revenue. The management is focused on further de-risking the steel business by its entry in Alloy wheel segment. We expect that in FY 2020-21, the segment will contribute close to 20% of the revenue and will be EBIDTA accretive to the consolidated business. SSWL expects that we will turn the tide of Covid-19 in an opportunity to deepen our export penetration and help overcome the domestic slowdown on business. SSWL also expects to improve the EBIDTA profiling for FY 2020-21 with major initiative of productivity improvement all across the operations and expects to add 100-150Bps to its EBIDTA profile towards FY 2020-21.

## Return on Net Worth (PAT/Net Worth)

FY2020	FY2019	Detailed Explanation
3.31%	12.04%	The Profit after Tax for financial year 2019-20 have been decreased due to lower commercial vehicles sales.

# STEEL STRIPS WHEELS LIMITED

## Key Financial Ratios

Key Financial ratio	FY 2020	FY 2019	% Change		Detailed Explanation in case change is more than 25%
Debtors Turnover	47.13 days	45.32 days	4.00%	Credit Sales/Average Account Receivable	N.A
Inventory Turnover	77.91 days	54 days	44.30%	Cost of Goods Sold/ Average Inventory	The inventory turnover days have been increased due to extra lifting in the end of the financial year 2019-20.
Interest Coverage Ratio	1.37	2.18	(37.10%)	EBIT/Interest	Reduction in top-line due to drop in CV segment
Current Ratio	0.97	0.93	4.60%	Current Assets/Current Liabilities	N.A
Debt Equity Ratio	0.63	0.67	(5.50%)	Long Term Debt/Equity	N.A
Operating Profit Margin (%)	7.76%	9.87%	(21.30%)	Operating Margin/Net Sales	N.A
Net Profit Margin (%)	1.48%	4.02%	(63.40%)	PAT/Net Sales	The PAT ratio has decreased due to lower commercial vehicles sales.

## Outlook

SSWL achieved a turnover of Rs. 158545.50 lakhs, which was lower than the last financial year on the back of sharp slowdown in Indian economy led by wider credit crisis risen due to low banking credit confidence. We expect the sharp reduction in cost of credit for the Indian consumers will improve affordability for many discretionary spending. The Covid-19 has resulted in rise of personal mobility and can support the demand for automobile in near term backed of low cost of credit. We expect that despite revenue loss in the first two months of current financial year 2020-21 due to complete lockdown, SSWL will be able to reach the level of revenue of last year on the back very strong revenue visibility from Alloy wheel and export segment. we expect these 2 verticals to contribute largely for the recovery. The exports segments can offer a volume and revenue growth of more than 40% in the financial year. Alloy wheel on the other hand will contribute close to 3X volume and revenue growth in this financial year. These factors will contribute largely for margin profile improvement for FY 2020-21. SSWL expects to outpace the Indian Automobile growth trend and is very confident of achieving it.

## Risks & Concerns

Some of the key existing and emerging risks affecting the Company are as follows:

Risks Type	Key Risks	Impact on SSWL	Mitigation
Strategic Risk	Global Economic Scenario	Vehicle purchase across different segment has strong correlations with GDP growth. The decision to purchase a passenger vehicle comes under customers' discretionary spending (Passenger Vehicle) which is linked to their perception of business outlook. Depressed economic outlook can impact this spending and thereby constrain the Company's growth potential.	Diversified product mix, segment mix and customer mix. Target newer market segments which might provide counter-cyclical support
	Long term growth dependent on of capacity expansion	Capacities utilization across all the plants are inching up gradually and with business environment turning favorable growth in long term will be dependent on Capacity addition.	Debottlenecking exercise across all the facilities are being carried every quarter. Optimum scheduling of production across different products thereby improving yield. Possibility of setting up new lines wherein Company has project Management expertise.
Operation Risk	Supply chain disruption.	The raw material (Steel & Aluminium) accounts for 60-65% of the cost, poses a key risk as it may be subject to supply disruption and market price volatility.	The Company maintains significant integration of raw materials for its Operations. To achieve greater raw material security, company enters into long term MOU with suppliers. Development of alternate sources for uninterrupted supply of key raw material.

Risks Type	Key Risks	Impact on SSWL	Mitigation
	Employee Productivity and retention	Employee involvement and productivity is one of the key factors to be competitive in industry. Being a labour intensive sector employee welfare assumes significance	Company has strong commitment towards creating and providing safe working environment for its employee and stakeholders. Focused approach to retain key talent through multiple initiatives including providing cross functional access and experience. Focus on employee engagement. Increased focus on offering learning opportunities with allocation of funds for training requirements.
Financial Risk	Currency Volatility	Volatility in currency exchange movements resulting in transaction and translation exposure.	Board approved Currency hedging policies and practices in place. Close monitoring of hedging strategy by risk management committee. Quarterly assessment of foreign exchange exposure by Board.
	Debt Burden	The Company's outstanding indebtedness in an adverse environment can have significant impact on financial flexibility and business as a whole	Close monitoring of debt profile and continuous effort to bring the cost in line with industry. Continuous effort to maintain the impeccable credit history. Quarterly review of financial leverage and efforts are on to move towards industry benchmark.
	Credit Rating	Failure to maintain credit ratings could adversely affect cost of funds.	Regular exchange of information and updates with agency. Focused approach to work on areas of improvement and to build upon areas of strength. Close monitoring of triggers highlighted in rating rationale
	Social costs	SSWL's assumptions while estimating social cost like gratuity funding are subject to capital market and actuarial risks and any shortfall could put pressure on financial performance.	A framework to manage social cost risks has been deployed to ensure that obligations remain affordable and sustainable, whilst protecting the asset market exposure.
	Credit Risk	Customer default can pose a significant challenge and impact the bottom line of the Company.	Systems are in place to assess the credit worthiness of new as well as existing customers.
	Financial Fraud	Financial fraud can challenge the reputation as well existence of the Company besides denting the confidence on the systems in place.	Adequate Internal financial control system in place. Adequate accounting records are in place to safeguard the assets of Company and for preventing and detecting frauds. Vigil Mechanism in place that provides a formal mechanism for all Directors, employees and vendors of the Company to approach the Ethics Counselor/Chairman of the Audit Committee of the Board and make protective disclosures about the unethical behavior, actual or suspected fraud.
Legal Risk	Regulatory environment & compliance	The Company is subject to numerous laws, regulations and contractual commitments. Any failure to comply with same may impact the adversely.	The Company has policies, systems and procedures in place with a strong commitment from the Board and the Executive Committee towards compliance.

#### INTERNAL CONTROLS AND THEIR ADEQUACY

The Company has a robust internal control and audit system to provide adequate assurance regarding the effectiveness and efficiency of its systems and operations. The controls are commensurate to the needs of the organization given its size and complexity of operations. The standard operating procedures ensure compliance to local regulation and statutes as applicable to the Company. The Company strictly ensures adherence to all internal control policies and procedures as well as compliance with all regulatory guidelines.

# STEEL STRIPS WHEELS LIMITED

---

## **DEVELOPMENT IN HUMAN RESOURCES**

The Company has continuously adopted structures that help in attracting best external talent and promote internal talent to take higher roles and responsibilities. The Company's people centric focus is providing an open work environment fostering continuous improvement and development among the employees of the Company. The Company provides a holistic environment where employees get opportunities to realize their potential. Company's performance driven culture helps and motivates employees to excel in their respective areas and progress within the organization. The Company has a structured appraisal system based on key result areas (KRAs) for employees belonging to Manager and above category. As on 31.03.2020, the Company had 2399 permanent employees on the rolls of the Company.

## **SEGMENT REPORTING**

The Company is primarily engaged in the manufacturing business of steel wheel rims and Alloy Wheel Rims catering to different segment of automobile industry. The inherent nature of activities is governed by the same set of risk and returns; hence these have been grouped as a single segment. The said treatment is in accordance with the principle enunciated in the Accounting Standard on Segment Reporting (AS 17).

## **DISCLAIMER**

This report contains certain statements that the Company believes and may be considered as forward looking statements. These forward looking statements may be identified by their use of words like ' plan', 'hope', 'will', 'expect', 'aim' or such similar words or phrases. All such statements are subject to risks and uncertainties which could cause actual results to vary materially from those contemplated by the relevant forward looking statements.

For and on behalf of the Board

Date: 24.08.2020  
Place: Chandigarh

(Rajinder Kumar Garg)  
Chairman  
DIN: 00034827

# INDEPENDENT AUDITOR'S

# REPORT

To The Members of  
Steel Strips Wheels Limited

Report on the Audit of the Standalone Financial Statements

## 1. Opinion

We have audited the accompanying standalone financial statements of Steel Strips Wheels Limited ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March 2020, and the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2020, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

## 2. Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there- under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

## 3. Emphasis of Matter

We draw attention to Note-1.3(B) of the Statement wherein the Company has disclosed its Assessment of the Covid-19 pandemic. As mentioned therein, the assessment of the Management does not indicate any material effect on the carrying value of its assets and liabilities of the Company on the reporting date or any adverse change in the ability of the Company to continue as a Going Concern. The assessment of the Management is dependent on the circumstances as they evolve considering the uncertainties prevailing in the economic situation.

Our opinion is not modified in respect of this matter.

## 4. Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to be communicated in our report.

## 5. Information Other than the Financial Statements and Auditor's Report Thereon

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements and our auditor's report thereon.
- Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## 6. Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

## 7. Auditor's Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## 8. Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
  - e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2020 from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended,  
  
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
  - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations which would impact its financial position.
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **AKR & Associates**  
Chartered Accountants  
Firm's Registration No.: 021179N

per **Kailash Kumar**  
Partner  
Membership No.: 505972

Place: Chandigarh  
Date: July 31, 2020  
UDIN: 20505972AAAER6690



---

**Annexure A to Independent Auditor's Report Referred to in paragraph 8 our Report of even date**

**Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Act**

1. We have audited the internal financial controls over financial reporting of Steel Strips Wheels Limited ("the Company") as of March 31, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the act.

**Auditors' Responsibility**

3. Our responsibility is to express an opinion on the company's internal financial control over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on audit of internal financial control over financial reporting (the "Guidance Notes") and the standards on auditing deemed to be prescribed under section 143(10) of the act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those standards and the guidance notes require that we comply with ethical requirements and planned and performed the audit to obtain reasonable assurance about whether adequate internal financial control over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls system over financial reporting included obtaining an understanding of internal financial controls system over financial reporting, assessing the risks that material weakness exists, and testing and evaluating the design and operating effectiveness of the internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatements of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion on the company's internal financial controls system over financial reporting.

**Meaning of Internal financial controls over financial reporting**

6. A company's internal financial controls over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls over financial reporting includes those policies and procedures that (1.) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company (2.) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditure of the company are being made only in accordance with authorization of management and directors of the company ; and (3.) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitation of Internal financial controls over financial reporting**

7. Because of the Inherent limitation of internal financial controls over financial reporting, including the possibility of collusion or improper management over-ride of controls, material misstatements due to error or fraud may occur and not be detected. Also, projection of any evaluations of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

8. In our opinion, the company has, in all material respects, an adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31st, 2020 based on the internal financial controls over financial reporting criteria established by the company considering the essential components of internal control stated in the guidance note on audit of internal financial controls over financial reporting issued by the Institute of Chartered Accountants of India.

For **AKR & Associates**  
Chartered Accountants  
Firm's Registration No.: 021179N

per **Kailash Kumar**  
Partner  
Membership No.: 505972

Place: Chandigarh  
Date: July 31,2020

## Annexure B to Independent Auditor's Report Referred to in paragraph 8 our Report of even date

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) The fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of the fixed assets is reasonable having regard to the size of the Company and the nature of its assets.
  - (c) The title deeds of immovable properties are held in the name of the company.
- (ii) The management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies between physical inventory and book records were noticed on physical verification.
- (iii) The Company has not granted any loan, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clauses 3(iii)(a), 3(iii)(b) and 3(iii)(c) of the said Order are not applicable to the company.
- (iv) The Company has not granted any loan or made any investments, or provided any guarantees or security to the parties covered under section 185 and 186. Therefore, the provisions of clauses 3(iv) of the said Order are not applicable to the company.
- (v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended) . Accordingly, the provisions of clause 3(v) of the said Order are not applicable to the company.
- (vi) The Maintenance of cost records has been specified by the Central Government under subsection (1) of section 148 of the Act in respect of the products manufactured by the Company and we have broadly reviewed the cost records and are of the opinion that, prima facie, the prescribed cost records have been so made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) (a) The Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, GST, duty of customs and other material statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they become payable.
  - (b) The dues outstanding in respect of income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax and cess on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount (Rs)	Amount Paid Under Protest (Rs)	Period to which the amount relates	Forum where dispute is pending
-----NA-----					

- (viii) In our opinion, the Company has not defaulted in repayment of dues to any financial institution or bank or Government or to debenture-holders during the year.
- (ix) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Money raised by way of term loans were applied for the purposes for which those are raised.
- (x) No fraud on or by the Company has been noticed or reported during the period covered by our audit.
- (xi) The Company has paid /provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- (xii) As the Company is not a Nidhi company and the Nidhi Rules, 2014 are not applicable to it, the provision of clause 3(xii) of the order are not applicable to the company.
- (xiii) The Company has entered into transactions with related parties in compliance with the provisions of section 177 and 188 of the Act. The detail of such related party transactions have been disclosed in the financial statements as required under Indian accounting standards (Ind AS) 24, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rule, 2014.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3(xiv) of the order are not applicable to the company.
- (xv) The Company has not entered into any non-cash transactions with directors or persons connected with him Accordingly, the provisions of clause 3(xv) of the Order are not applicable to the company.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 Accordingly, the provisions of clause 3(xvi) of the Order are not applicable to the company.

For **AKR& Associates**  
Chartered Accountants  
Firm's Registration No.: 021179N

per **Kailash Kumar**  
Partner  
Membership No.: 505972

Place : Chandigarh  
Date : July 31, 2020

# BALANCE SHEET

As at 31st March, 2020

(All amounts ₹ in Lakhs, unless stated otherwise)

Particulars	Note no.	As at 31st March 2020	As at 31st March 2019
<b>ASSETS</b>			
<b>Non-current assets</b>			
a) Property, plant and equipment	3	1,30,472.28	1,32,753.50
b) Capital work-in-progress	4	8,547.00	5,280.33
c) Other Intangible assets	5	180.26	165.40
d) Financial assets			
i) Investments	6	19.40	19.40
ii) Loans	7	1,027.45	1,002.12
iii) Other Financial assets	8	900.18	713.69
e) Deferred tax assets (net)		-	-
f) Current tax assets (net)		-	-
g) Other non-current assets	9	134.30	135.79
<b>Total Non-Current assets</b>		<b>1,41,280.87</b>	<b>1,40,070.23</b>
<b>Current assets</b>			
a) Inventories	10	32,930.62	33,809.36
b) Financial assets			
i) Trade receivables	11	20,979.85	19,396.72
ii) Cash and Cash equivalents	12	3,154.72	3,616.98
iii) Bank balances other than above	13	6,015.56	8,483.10
iv) Loans	14	302.78	281.30
v) Other financial asset	15	149.68	178.85
c) Current tax assets (net)	16	252.28	-
d) Other current assets	17	12,844.16	9,501.02
<b>Total Current assets</b>		<b>76,629.65</b>	<b>75,267.33</b>
<b>Total Assets</b>		<b>2,17,910.52</b>	<b>2,15,337.56</b>
<b>EQUITY AND LIABILITIES</b>			
a) Equity Share capital	18	1,558.97	1,558.97
b) Share Application Money pending allotment		-	2,178.75
c) Other equity	19	68,235.57	64,431.06
<b>LIABILITIES</b>		<b>69,794.54</b>	<b>68,168.78</b>
<b>Non-current liabilities</b>			
a) Financial liabilities			
i) Borrowings	20	44,175.44	45,811.34
ii) Others financial liabilities	21	8,174.89	6,229.87
b) Provisions	22	1,373.44	1,326.47
c) Deferred tax liabilities (Net)	23	15,352.65	12,570.11
<b>Total Non-Current Liabilities</b>		<b>69,076.42</b>	<b>65,937.79</b>
<b>Current liabilities</b>			
a) Financial liabilities			
i) Borrowings	24	45,660.21	39,288.39
ii) Trade and other payables	25	21,363.17	25,732.37
iii) other financial liabilities	26	10,273.02	13,655.43
b) Current Tax Liabilities (Net)	27	-	143.34
c) Provisions	28	266.31	233.94
d) Other current liabilities	29	1,476.85	2,177.52
<b>Total Current Liabilities</b>		<b>79,039.56</b>	<b>81,230.99</b>
<b>Total Equity and liabilities</b>		<b>2,17,910.52</b>	<b>2,15,337.56</b>

The accompanying notes are an integral part of these financial statements (1-51)  
As per our report of even date attached

For AKR & Associates  
Chartered Accountants  
ICAI Firm Registration Number: 021179N

per Kailash Kumar  
Partner  
Membership Number : 505972

Place : Chandigarh  
Date : 31st July 2020

For and on behalf of the Board

Ajit Singh Chatha  
Virander Kumar Arya  
Shashi Bhushan Gupta  
Surinder Singh Virdi  
Directors

Dheeraj Garg  
Managing Director

Manohar Lal Jain  
Executive Director

Shaman Jindal  
Company Secretary

Ayush Thareja  
CFO

## STATEMENT OF PROFIT & LOSS ACCOUNT

For the year ended 31st March, 2020

(All amounts ₹ in Lakhs, unless stated otherwise)

S.No.	Particulars	Notes	Year Ended 31st March 2020	Year Ended 31st March 2019
I	Revenue from operations	30	1,56,334.46	2,04,118.84
II	Other Income	31	2,211.04	1,746.16
	Total income(I+II)		<b>1,58,545.50</b>	<b>2,05,865.00</b>
III	Expenses			
a	Cost of materials consumed	32	97,334.94	1,35,371.31
b	Purchases of stock-in-trade		-	-
c	Change in inventories of finished goods, stock in trade and work -in-progress	33	(708.79)	(4,984.70)
d	Employee benefit expense	34	15,614.23	18,826.88
e	Finance costs	35	8,866.53	9,254.44
f	Depreciation and amortisation expense	36	7,193.81	6,192.27
g	Other expenses	37	26,974.67	30,316.32
	Total ExpensesIII(a to h)		<b>1,55,275.39</b>	<b>1,94,976.52</b>
IV	Profit/(loss) before exceptional items and tax (I+II-III)		3,270.11	10,888.48
V	Exceptional items	38	0.03	0.02
VI	Profit/(loss) before tax after exceptional items(IV-V)		<b>3,270.08</b>	<b>10,888.46</b>
VII	Tax expense: (refer note 51)			
	(1) Current tax		-	571.80
	(2) Deferred tax		1,142.70	1,967.14
	Prior years tax Adjustments		(217.57)	113.93
VIII	Profit/(loss) for the period after Tax (VI-VII)		<b>2,344.95</b>	<b>8,235.59</b>
IX	Other Comprehensive Income (net of tax)		(36.41)	(21.65)
X	Total Comprehensive Income for the period (VIII+IX)(Comprising Profit/(Loss) and Other Comprehensive Income for the period)		2,308.54	8,213.94
XI	Paid-up equity share capital (Face value of Rs 10 per share)		1,558.97	1,558.97
XII	Earnings per equity share in Rs. (refer note 39)			
	(1) Basic (in ₹)		15.04	52.91
	(2) Diluted (in ₹)		14.57	51.14

The accompanying notes are an integral part of these financial statements (1-51)  
As per our report of even date attached

For and on behalf of the Board

For AKR & Associates  
Chartered Accountants  
ICAI Firm Registration Number: 021179N

per Kailash Kumar  
Partner  
Membership Number : 505972

Place : Chandigarh  
Date : 31st July 2020

Ajit Singh Chatha  
Virander Kumar Arya  
Shashi Bhushan Gupta  
Surinder Singh Virdi  
Directors

Shaman Jindal  
Company Secretary

Dheeraj Garg  
Managing Director

Manohar Lal Jain  
Executive Director

Ayush Thareja  
CFO

# CASH FLOW STATEMENT

For the year ended 31st March, 2020

(All amounts ₹ in Lakhs, unless stated otherwise)

S. No.	Particulars	For Year Ended 31st March 2020		For Year Ended 31st March 2019	
A.	<b>Cash Inflow/ (Outflow) from Operating activities</b>				
	Profit before tax		3,233.67		10,866.81
	Depreciation	7,193.81		6,192.27	
	Bad debts written off	(5.01)		(12.74)	
	(Profit)/ Loss on sale of assets	-		8.16	
	Interest received	(1,163.67)		(1,098.47)	
	Effect of Exchange Rate Change	342.33		467.36	
	Financial charges paid	8,866.53	15,233.99	9,254.44	14,811.02
	<b>Operating profit before working capital changes</b>		<b>18,467.66</b>		<b>25,677.83</b>
	Adjustment for				
	- (Increase)/ decrease in inventory	878.74		(7,220.65)	
	- (Increase)/ decrease in trade and other receivables	(1,547.20)		11,781.54	
	- Increase/ (decrease) in trade payables	(6,485.08)	(7,153.54)	(9,211.28)	(4,650.39)
	<b>Cash inflow from operating activities</b>		<b>11,314.12</b>		<b>21,027.44</b>
	Taxes paid		925.13		2,652.87
	<b>Net cash from / (used) in operating activities</b>		<b>10,388.99</b>		<b>18,374.57</b>
B.	<b>Cash flows from/ (used) in Investing Activities</b>				
	Purchase of fixed assets	(8,014.85)		(8,376.34)	
	Exchange fluctuations in Fixed assets/CWIP	(342.33)		(1,041.70)	
	Sale of fixed assets	267.50		281.81	
	Profit on sale of investments / Assets	-		(8.16)	
	Interest received	1,163.67		1,098.47	
	<b>Net cash from / (used) in investing activities</b>		<b>(6,926.01)</b>		<b>(8,045.93)</b>
C.	<b>Cash flows from/ (used) in Financing Activities</b>				
	Proceeds from issue of equity shares incl premium	(2,182.15)		2,182.14	
	Changes in Equity Reserves	131.35		97.89	
	Changes in tax provisions	2,782.53		1,955.51	
	Proceeds from long term borrowings	8,397.40		9,999.80	
	Proceeds (payment) from/(of) long term Provisions/Short Term Provisions	(64.00)		195.50	
	Repayment of long term borrowings (net of fluctuation)	(8,038.49)		(13,259.92)	
	Changes in working capital loans/short term borrowings	6,371.83		(1,677.29)	
	(Increase)/Decrease in Long/short Term Loan and Advances	(3,830.58)		(307.86)	
	Dividend paid	(751.80)		(751.31)	
	Financial charges paid	(9,208.87)		(9,721.80)	
	<b>Net cash from / (used) in financing activities</b>		<b>(6,392.77)</b>		<b>(11,287.35)</b>
	<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>(2,929.79)</b>		<b>(958.71)</b>
	<b>Cash and cash equivalents as at April 1, 2019</b>		<b>12,100.07</b>		<b>13,058.78</b>
	<b>Cash and cash equivalents as at March 31, 2020</b>		<b>9,170.28</b>		<b>12,100.07</b>

## AUDITORS' CERTIFICATE

We have verified the attached Cash Flow Statement of M/s Steel Strips Wheels Limited derived from audited financial statements and the books & records maintained by the Company for the year ended 31st March, 2020 and found the same in agreement therewith.

The accompanying notes are an integral part of these financial statements (1-51)

As per our report of even date attached

For AKR & Associates  
Chartered Accountants  
ICAI Firm Registration Number: 021179N

per Kailash Kumar  
Partner  
Membership Number : 505972

Place : Chandigarh  
Date : 31st July 2020

For and on behalf of the Board

Ajit Singh Chatha  
Virander Kumar Arya  
Shashi Bhushan Gupta  
Surinder Singh Viridi  
Directors

Dheeraj Garg  
Managing Director

Manohar Lal Jain  
Executive Director

Shaman Jindal  
Company Secretary

Ayush Thareja  
CFO

---

## Notes on Financial Statement for the year ended 31st March 2020.

### 1) CORPORATE INFORMATION

Steel Strips Wheels Limited (the Company) is a public limited Company registered in India under the Companies Act 2013 (erstwhile Companies Act 1956). Its Shares are listed on both Bombay stock Exchange and National Stock Exchange. The Company is a leading manufacturer of Automotive Wheel rims.

These financial statements were approved and adopted by company's board of directors in its meeting held on 31<sup>st</sup> July 2020.

### 2) SIGNIFICANT ACCOUNTING POLICIES

#### 1) BASIS OF PREPARATION

##### 1.1 Statement of Compliance

These financial statements have been prepared in accordance with Indian Accounting Standards ('Ind AS') notified under section 133 of the Companies Act 2013 (the Act)(to the extent notified), read together with the Companies (Indian Accounting Standards) Rules, 2015 and other relevant amendment rules issued thereafter.

Effective April 1, 2016, the company has adopted all the Ind As standards and the adoption was carried out in accordance with Ind AS 101, "First Time Adoption of Indian Accounting Standards, with April 1, 2015 as the transition date. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP.

The accounting policies have been consistently applied by the Company and except for the changes in accounting policy discussed more fully below, are consistent with those used in the previous year.

##### 1.2 Basis of measurement

The Standalone financial statements have been prepared under the historical convention, on the accrual basis of accounting except for certain financial instruments that are measured at fair value.

##### 1.3 Use of estimates and judgements

A) The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, revenue and expenses. Actual results may differ from these estimates.

#### B) Estimates of uncertainties relating to the global health pandemic from COVID-19

The massive spread and outbreak of the virus "COVID-19" has impacted economic activities across the globe. The COVID-19 pandemic is an evolving human tragedy declared a global pandemic by the World Health Organization with adverse impact on economy and business. Supply Chain disruptions in India as a result of the outbreak started with restrictions on movement of goods, closure of borders etc., in several states followed by a nationwide lockdown from the 25th of March 2020 announced by the Indian Government, to stem the spread of COVID-19. Due to this the operations of SSWL manufacturing facilities got temporarily disrupted.

The Company has considered the possible effects that may result from COVID-19 on the carrying amounts of financials assets, inventory, receivables, advances, property plant and equipment, Intangibles etc. as well as liabilities accrued. In developing the assumptions relating to the possible future uncertainties in the economic conditions because of this pandemic, the Company has used internal and external information, the Company estimates that there is no significant impact on the carrying value of assets and liabilities accrued. The impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these financial statements and the Company will continue to closely monitor any material changes to future economic conditions.

### 2) REVENUE RECOGNITION

Revenue is recognized to the extent that it is probable that economic benefits will flow to the Company and the revenue can be reliably measured.

#### A. SALE OF GOODS

Revenue from sale of goods is recognized when the significant risks and rewards of ownership in the goods are transferred to the buyer of goods as per the terms of contracts, the Company retains no effective control of the goods transferred to a degree usually associated with the ownership and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods. The Company collects GST on the behalf of the Government and therefore these are not economic benefits flowing to the company. Hence they are excluded from Revenue.

Further Revenue is measured by the Company at the fair value of the consideration received/receivable from its customers and in determining the transaction price for the sale of finished goods, the Company considers the effect of various factors such as price differences and volume-based discounts, rebates and other promotion incentive schemes ("trade schemes") provided to the customers. Adequate provisions have been made for such price differences and trade schemes with a corresponding impact on the revenue. Accordingly, revenue for the current year is net price differences, trade schemes, rebates, discounts, etc.

#### B. INTEREST INCOME

Interest income from a financial instrument is recognized when it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably using EIR method. EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

## C. OTHER INCOME

- (i) Dividend Income is recognized when the right to receive the payment is established, which is generally when shareholders approve the dividend.
- (ii) Revenue in respect of claims is recognized when no significant uncertainty exists with regard to the amount to be realized and the ultimate collection thereof.

## D. Duty drawback and export incentives

Income from duty drawback and export incentives is recognized on accrual basis.

## 3) Leasing

The Company has adopted Ind AS 116-Leases effective 1st April, 2019, using the modified retrospective method. The Company has applied the standard to its leases with the cumulative impact recognized on the date of initial application (1st April, 2019). Accordingly, previous period information has not been restated.

The Company's lease asset classes primarily consist of leases for Land and Buildings. The Company assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and
- (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short term leases) and leases of low value assets. For these short term and leases of low value assets, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently re-measured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made. A lease liability is re-measured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The re-measurement normally also adjusts the leased assets.

## 4) ACCOUNTING FOR TAXES ON INCOME

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each reporting date, the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date. The Company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

MAT credit is recognized as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which the **Minimum Alternative tax (MAT)** credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the profit and loss account and shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

## 5) IMPAIRMENT OF NON FINANCIAL ASSETS

- A. At each Balance Sheet date, the carrying amount of assets is tested based on internal/external factors, for impairment so as to determine:
- (i) The provision for impairment loss, if any; and
  - (ii) The reversal of impairment loss recognized in previous periods, if any,
- B. Impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount. Recoverable amount is determined:
- (i) In the case of an individual asset, higher of the net selling price and the value in use.
  - (ii) In the case of a cash generating unit (a group of assets that generates identified, independent cash flows), at the higher of the cash generating unit's net selling price and the value in use.

(Value in use is determined as the present value of estimated future cash flows discounted to their present value at the weighted average cost of Capital, from the continuing use of an asset and from its disposal at the end of its useful life).

Post impairment, depreciation is provided on the revised carrying value of the asset over its remaining useful life.

## 6) CASH AND CASH EQUIVALENTS

Cash and cash equivalents balances include cash in hand, fixed deposits, margin money deposits, earmarked balances with banks, other bank balances such as dividend accounts, which have restrictions on repatriation, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

## 7) INVENTORIES

Inventories are valued at cost or net realizable value, whichever is lower. The cost in respect of the various items of inventory is computed as under:

- a) In case of raw materials at weighted average cost plus direct expenses. The cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.
- b) In case of stores and spares at weighted average cost plus direct expenses. The cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.
- c) In case of work in progress at raw material cost plus conversion costs depending upon the stage of completion.
- d) In case of finished goods at raw material cost plus conversion costs, packing cost, excise duty (if applicable) and other overheads incurred to bring the goods to their present location and condition.

## 8) Financial Instrument

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

### Initial recognition and measurement

On initial recognition, all the financial assets and liabilities are recognized at its fair value plus or minus, in the case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability except trade receivables which are recognized at transaction price.

### Subsequent measurement

Non-derivative financial instruments

#### (i) Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### (ii) Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### (iii) Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories is subsequently measured at fair value through profit or loss.

#### (iv) Financial liabilities

The financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

### Derivative financial instruments

The Company holds derivative financial instruments such as foreign exchange forward and option contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counter party for these contracts is generally a bank.

Although the Company believes that these derivatives constitute hedges from an economic perspective, they may not qualify for hedge



# STEEL STRIPS WHEELS LIMITED

accounting under Ind-AS 109, Financial Instruments. Any derivative that is either not designated a hedge, or is so designated but is ineffective as per Ind-AS 109, is categorized as a financial asset or financial liability, at fair value through profit or loss.

Derivatives not designated as hedges are recognized initially at fair value and attributable transaction costs are recognized in the statement of profit and loss when incurred. Subsequent to initial recognition, these derivatives are measured at fair value through profit or loss and the resulting exchange gains or losses are included in statement of profit and loss. Assets/ liabilities in this category are presented as current assets/current liabilities if they are either held for trading or are expected to be realized within 12 months after the balance sheet date.

## **Equity Share Capital**

### **(i) Equity shares**

Equity shares issued by the Company are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares are recognized as a deduction from equity, net of any tax effects.

## **De-recognition of financial instruments**

A financial asset is derecognized when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind-AS 109. A financial liability is derecognized when the obligation specified in the contract is discharged or cancelled or expired.

## **Fair value measurement of financial instruments**

The fair value of financial instruments is determined using the valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Based on the three level fair value hierarchies, the methods used to determine the fair value of financial assets and liabilities include quoted market price, discounted cash flow analysis and valuation certified by the external valuer.

In case of financial instruments where the carrying amount approximates fair value due to the short maturity of those instruments, carrying amount is considered as fair value.

## **9) Property, plant and equipment (PPE)**

Fixed assets are stated at original cost net of tax/duty credit availed, if any, less accumulated depreciation and cumulative impairment and those which have been revaluated are stated at the values determined by the valuers less accumulated depreciation and cumulative impairment. Cost of acquisition is inclusive of freight and other incidental expenses and interest on loan taken for the acquisition of qualifying assets up to the date of commissioning of assets.

Subsequent expenditure related to PPE is capitalized only when it is probable that future economic benefits associated with these will flow to the company and cost of the item can be measured reliably. All other expenses on existing fixed assets, including day to day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Gain or losses arising from de-recognition of fixed assets are measured as the difference between the net disposable proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

The exchange differences arising on reporting of long term foreign currency monetary items at rates different from those at which they were initially recorded during the period, or reported in previous financial statements, in so far as they relate to the acquisition of a depreciable capital asset, have been added to or deducted from the cost of the asset and shall be depreciated over the balance useful life of the asset.

Die Tooling, developed in-house, includes cost of material and other direct/ incidental expense on in-house development.

Tangible Assets not ready for the intended use on the date of the balance Sheet are disclosed as "capital work in progress".

## **Transition to Ind AS**

For transition to Ind AS, The Company has elected to continue with the carrying value of all of its PPE recognised as of 01 April, 2016 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

## **10) DEPRECIATION / AMORTIZATION ON TANGIBLE FIXED ASSETS**

Depreciation is the systematic allocation of the depreciable amount of an asset over useful life. The depreciable amount of an asset is the cost of an asset or other amount substituted for cost, less its residual value.

### **A. OWNED ASSETS**

- (i) Pursuant to applicability of Schedule II, of Companies Act 2013, with effect from 1<sup>st</sup> April 2014, Management has reassessed the useful life of tangible assets based on the internal and external technical evaluation. The Depreciation on fixed assets is provided on straight line method in accordance with applicable Schedule of the Companies Act, 2013.
- (ii) Depreciation for addition to/deductions from, owned assets is calculated on pro-rata basis from the date of such addition or, as the case may be, up to the date on which such asset has been sold, discarded, demolished or destroyed.
- (iii) Residual values of assets have been considered at 5% of the original cost of the assets.
- (iv) Difference of Exchange Rate fluctuation on imported plant and machineries procured out of long term foreign currency loans is amortized over the residual life of relevant plant and machineries.
- (v) Depreciation on assets carried at carrying amount as on 01.04.2014 and is depreciated as per Straight line method over the remaining useful life of the assets. Further the assets whose remaining useful life are nil, has been recognized in the opening balance of retained earnings. Refer the same as transitional provision.

- (vi) The depreciation calculation is based on the balance useful lives of assets and shift working. Depreciation on assets used on double shift basis have been increase by 50% for that period and Depreciation on assets used in triple shift basis have been calculated on the basis of 100% for that period, Except for assets in respect of which no extra shift depreciation is permitted (indicated by NESD in Part C of the schedule).
- (vii) Management has reassessed the useful life of plant and machineries based on the internal and external technical evaluation which is higher than useful life prescribed under the act. The reassessed useful life is tabulated as:

Location	Useful Life as per Act (in Years)	Average useful life (in years)	Balance Avg. useful Life as on 01/04/2014
Dappar	15.00	23.85	17.11
Chennai	15.00	23.29	19.72
JSR	15.00	24.96	23.17
Seraikella	15.00	15.00	15.00

## B. LEASED ASSETS

The Company has adopted Ind AS 116 effective 1st April, 2019, using the modified retrospective method. The Company has applied the standard to its leases with the cumulative impact recognized on the date of initial application (1st April, 2019). Accordingly, previous period information has not been restated.

In the statement of profit and loss for the current year, operating lease expenses which were recognized as other expenses in previous periods is now recognized as depreciation expense for the right-of-use asset and finance cost for interest accrued on lease liability. The adoption of this standard did not have any significant impact on the profit for the year and earnings per share.

### 11) INTANGIBLE ASSETS AND AMORTIZATION

Intangible assets are stated at original cost net of tax/duty credit availed, if any, less accumulated amortization and cumulative impairment. Intangible assets are recognized when it is probable that the future economic benefits are attributable to the asset will flow to the enterprise and the cost of asset can be measured reliably. Intangible assets are amortized over their estimated useful life. The estimated useful life of an identifiable intangible asset is based on number of factors including the effects of obsolescence etc.

Intangible Assets not ready for the intended use on the date of balance sheet are disclosed as "intangible assets under development"

### 12) Borrowings

Borrowings are initially recognized at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalized as a prepayment for liquidity services and amortized over the period of the facility to which it relates. Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss as other income or finance costs.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

### 13) BORROWING COST

Borrowing costs that are directly attributable to acquisition, construction or production of a qualifying asset are capitalized/inventorised as part of cost of such assets till such time the asset is ready for its intended use/or sale. Qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

All other borrowing costs are expensed in the period in which they are incurred.

### 14) Provision

Provisions are recognised when the company has a present obligation (legal or constructive) as a result of a past event, it is probable that the company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

### 15) Contingent liabilities

Contingent liabilities are disclosed when there is a possible obligation arising from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from part events where it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably.

## 16) Employee benefits

### Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

### Provident Fund & Employee State Insurance

Contribution towards provident fund and employee state insurance for employees is made to the regulatory authorities, where the Company has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made on a monthly basis.

### Gratuity

The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. The gratuity plan in Company is funded through annual contributions to Life Insurance Corporation of India (LIC) under its Company's Gratuity Scheme whereas others are not funded. The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of government bonds. Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise. They are included in retained earnings in the statement of changes in equity and in the balance sheet. Past-service costs are recognised immediately in profit or loss.

### Compensated Absences

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year end are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end. Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year end are treated as other long term employee benefits. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of government bonds. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in profit or loss in the period in which they arise. Past-service costs are recognised immediately in profit or loss.

## 17) Share-based payment arrangements

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straightline basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in the statement of profit and loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity settled share option outstanding account. Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service. For cash-settled share-based payments, a liability is recognised for the goods or services acquired, measured initially at the fair value of the liability. At the end of each reporting period until the liability is settled, and at the date of settlement, the fair value of the liability is remeasured, with any changes in fair value recognised in profit or loss for the year.

## 18) TRANSACTIONS IN FOREIGN CURRENCY

### A) Functional and Presentation currency

The functional currency of the Company is Indian Rupee. These financial statements are presented in Indian Rupee (rounded off to lakhs).

### B) Transaction and balances

The foreign currency transactions are recorded, on initial recognition in the functional currency, by applying to the foreign currency amount the spot exchange rate between the functional currency and the foreign currency at the date of the transaction.

The foreign currency monetary items are translated using the closing rate at the end of each reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency shall be translated using the exchange rate at the date of the transaction. Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous financial statements shall be recognised in profit or loss in the period in which they arise.

Foreign exchange differences recorded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance cost. All other foreign exchange gains and losses are presented in the statement of profit and loss on net basis.

## 19) SEGMENT REPORTING

Operating segments are reported in a manner consistent with the internal reporting to the Chief Operating Decision Maker "CODM" of the Company. The CODM is responsible for allocating resources and assessing performance of the operating segment. The Company has monthly review and forecasting procedure in place and CODM reviews the operations of the Company as a whole.

## 20) EARNING PER SHARE

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting attributable taxes and dividend on cumulative preference shares for the year) by the weighted average number of equity shares outstanding during the year. Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for event of bonus issue/right issue etc; bonus element in a rights issue to existing shareholders; share split; and reverse share split (consolidation of shares).

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

## 21) Operating cycle

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

## 22) SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

In the process of applying the Company's accounting policies, management has made the following estimates, assumptions and judgments which have significant effect on the amounts recognized in the financial statement:

### a) CONTINGENCIES

Judgment of the Management is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

### b) ALLOWANCE FOR UNCOLLECTED ACCOUNTS RECEIVABLE AND ADVANCES

Trade receivables do not carry any interest and are stated at their normal value as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables are written off when management deems them not collectible. Impairment is made on ECL, which are the present value of the cash shortfall over the expected life of the financial assets.

### c) DEFINED BENEFIT PLANS

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in future. These includes the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

### d) FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

## AUDITORS' REPORT

Certified in terms of our separate report of even date annexed.

### FOR AKR & Associates

ICAI Firm Registration Number: 021179N

### Per Kailash Kumar

Member Ship No. : 505972

Partner

For and on behalf of the Board

Place: Chandigarh

Date : 31<sup>st</sup> July 2020

Ajit Singh Chatha  
Virander Kumar Arya  
Shashi Bhushan Gupta  
Surinder Singh Viridi  
**Directors**

Dheeraj Garg  
**Managing Director**

Manohar Lal Jain  
**Executive Director**

Shaman Jindal  
**Company Secretary**

Ayush Thareja  
**CFO**

# STEEL STRIPS WHEELS LIMITED

## Statement of Changes in Equity for the period ended 31 March 2020

(All amounts ₹ in Lakhs, unless stated otherwise)

<b>A. Equity Share Capital</b>		(₹ In lacs)						
<b>As at 31 March, 2018</b>		1,555.63						
Changes in equity share capital during the year		3.34						
<b>As at 31 March, 2019</b>		<b>1,558.97</b>						
Changes in equity share capital during the year		-						
<b>As at 31 March, 2020</b>		<b>1,558.97</b>						
<b>B. Other Equity</b>								
PARTICULARS	Reserve and surplus							Total
	Share Forefeiture Reserve	Securities premium reserve	Capital Reserve	General Reserve	Share Option Outstanding	Deferred Employee Compensation	Retained earnings	
<b>(a) Balance at 31 March, 2018</b>	<b>59.10</b>	<b>13,096.33</b>	<b>5,358.59</b>	<b>30,222.23</b>	<b>222.39</b>	<b>-</b>	<b>7,913.44</b>	<b>56,872.08</b>
(i) Profit for the year	-	-	-	-	-	-	8,235.59	<b>8,235.59</b>
(ii) Other comprehensive income for the year, net of income tax	-	-	-	-	-	-	(21.65)	<b>(21.65)</b>
<b>(b) Total comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>8,213.94</b>	<b>8,213.94</b>
Deductions during the year						(660.23)		<b>(660.23)</b>
(iii) Dividends including tax thereon	-	-	-	-	-	-	(751.31)	<b>(751.31)</b>
(iv) Transfer to general reserve	-	-	-	7,509.14	-	-	(7,510.68)	<b>(1.54)</b>
(v) Shares issued/options exercised	-	251.31	-	-	506.81	-	-	<b>758.12</b>
<b>(c) Balance at 31 March, 2019</b>	<b>59.10</b>	<b>13,347.64</b>	<b>5,358.59</b>	<b>37,731.37</b>	<b>729.20</b>	<b>(660.23)</b>	<b>7,865.39</b>	<b>64,431.06</b>
(vi) Profit for the year	-	-	-	-	-	-	2,344.94	<b>2,344.94</b>
(vii) Other comprehensive income for the year, net of income tax	-	-	-	-	-	-	(36.41)	<b>(36.41)</b>
<b>(d) Total comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,308.53</b>	<b>2,308.53</b>
Deductions during the year						130.71		<b>130.71</b>
(viii) Dividends including tax thereon	-	-	-	-	-	-	(751.80)	<b>(751.80)</b>
(ix) Transfer to general reserve	2,178.75	-	-	8,235.59	-	-	(8,297.91)	<b>2,116.43</b>
(x) Shares issued/options exercised	-	-	-	-	0.64	-	-	<b>0.64</b>
<b>(e) As at 31 March, 2020</b>	<b>2,237.85</b>	<b>13,347.64</b>	<b>5,358.59</b>	<b>45,966.96</b>	<b>729.84</b>	<b>(529.52)</b>	<b>1,124.21</b>	<b>68,235.57</b>

The accompanying notes are an integral part of these financial statements(1-51)  
As per our report of even date attached

**For AKR & Associates**  
**Chartered Accountants**

ICAI Firm Registration Number: 021179N

per Kailash Kumar  
**Partner**  
Membership Number : 505972

Place : Chandigarh  
Date : 31st July 2020

For and on behalf of the Board

Ajit Singh Chatha  
Virander Kumar Arya  
Shashi Bhushan Gupta  
Surinder Singh Viridi  
**Directors**

Dheeraj Garg  
**Managing Director**

Shaman Jindal  
**Company Secretary**

Manohar Lal Jain  
**Executive Director**

Ayush Thareja  
**CFO**

Summary of significant Standalone accounting policies and other explanatory information for the year ended 31st March 2020  
(All amounts ₹ in Lakhs, unless stated otherwise)

**Note-3 Property, plant and equipment**

Particulars	Freehold land	Leasehold land	Building	Office equipments	Furniture and fixtures	Plant and machinery	Vehicle	Total
<b>Gross Carrying Value</b>								
<b>Balance as at 31st March, 2018</b>	10,422.17	1,207.17	24,951.43	831.34	4,701.00	1,05,132.92	1,882.24	1,49,128.27
Additions	15.00	-	5,732.62	258.68	293.85	30,063.73	92.31	36,456.19
Disposals	-	-	(0.66)	(1.18)	(47.60)	(427.71)	-	(477.15)
<b>Balance as at 31st March, 2019</b>	<b>10,437.17</b>	<b>1,207.17</b>	<b>30,683.39</b>	<b>1,088.84</b>	<b>4,947.25</b>	<b>1,34,768.94</b>	<b>1,974.55</b>	<b>1,85,107.30</b>
Additions	14.00	-	57.96	32.00	241.81	4,659.22	17.21	5,022.20
Disposals	-	-	-	(1.51)	(23.03)	(190.64)	(5.72)	(220.90)
<b>Balance as at 31st March, 2020</b>	<b>10,451.17</b>	<b>1,207.17</b>	<b>30,741.35</b>	<b>1,119.33</b>	<b>5,166.03</b>	<b>1,39,237.52</b>	<b>1,986.04</b>	<b>1,89,908.59</b>
<b>Accumulated Depreciation</b>								
<b>Balance as at 31st March, 2018</b>	-	139.86	3,998.31	578.54	2,304.20	38,568.45	845.08	46,434.44
Additions	-	12.06	764.95	87.82	535.03	4,531.21	183.63	6,114.70
Disposals	-	-	(0.07)	(1.03)	(45.22)	(149.01)	-	(195.33)
<b>Balance as at 31st March, 2019</b>	-	<b>151.92</b>	<b>4,763.19</b>	<b>665.33</b>	<b>2,794.01</b>	<b>42,950.65</b>	<b>1,028.71</b>	<b>52,353.81</b>
Additions	-	12.06	942.79	116.49	492.62	5,389.22	175.75	7,128.93
Disposals	-	-	-	(1.29)	(21.88)	(18.00)	(5.44)	(46.61)
<b>Balance as at 31st March, 2020</b>	-	<b>163.98</b>	<b>5,705.98</b>	<b>780.53</b>	<b>3,264.75</b>	<b>48,321.87</b>	<b>1,199.02</b>	<b>59,436.13</b>
<b>Net carrying amount</b>								
<b>Balance as at 31st March, 2018</b>	<b>10,422.17</b>	<b>1,067.31</b>	<b>20,953.12</b>	<b>252.80</b>	<b>2,396.80</b>	<b>66,564.47</b>	<b>1,037.16</b>	<b>1,02,693.79</b>
<b>Balance as at 31st March, 2019</b>	<b>10,437.17</b>	<b>1,055.25</b>	<b>25,920.20</b>	<b>423.51</b>	<b>2,153.24</b>	<b>91,818.29</b>	<b>945.84</b>	<b>1,32,753.50</b>
<b>Balance as at 31st March, 2020</b>	<b>10,451.17</b>	<b>1,043.19</b>	<b>25,035.37</b>	<b>338.80</b>	<b>1,901.28</b>	<b>90,915.65</b>	<b>787.02</b>	<b>1,30,472.28</b>

**Notes:**

- Land for Oragadam plant in Chennai is obtained on 99 years of lease basis from State Industrial Promotion corporation of Tamilnadu Limited (SIPCOT), a Government of Tamilnadu enterprises. The total cost of Lease hold land is amortised over a period of 99 years. Accordingly a sum of Rs. 12.06 Lacs (Previous year Rs. 12.06 Lacs) is amortised during the period.
- Capital expenditure incurred on R & D Centre

Particular	FY 2019-20		FY 2018-19		FY 2017-18	
	Dappar	Mehsana	Dappar	Mehsana	Dappar	Mehsana
Plant & Machinery R & D	517.90	-	23.19	1,920.23	1,975.99	-
Data Processing Equipments-R&D	-	-	23.69	177.62	-	-
Die Tooling (R&D)	1,010.63	-	239.37	-	1,266.14	-
<b>Total</b>	<b>1,528.52</b>	-	<b>286.25</b>	<b>2,097.84</b>	<b>3,242.13</b>	-
Less: Transfer/adjustments	(52.61)	-	(89.75)	-	(1.26)	-
<b>Total R&amp;D Capital Expenditure</b>	<b>1,475.92</b>	-	<b>196.51</b>	<b>2,097.84</b>	<b>3,240.87</b>	-

- Revenue expenditure incurred on R & D Centre

Particular	FY 2019-20		FY 2018-19		FY 2017-18	
	Dappar	Mehsana	Dappar	Mehsana	Dappar	Mehsana
SALARIES, WAGES AND OTHER ALLOWANCES	568.92	129.83	502.59	78.13	368.88	-
POWER & FUEL	23.97	2.37	21.55	-	24.18	-
TRAVELLING AND CONVEYANCE	18.79	2.55	15.59	-	21.54	-
<b>Total</b>	<b>611.67</b>	<b>134.75</b>	<b>539.73</b>	<b>78.13</b>	<b>414.59</b>	-
Less: Salaries and wages Adjusted	-	-	-	(78.13)	-	-
<b>Total R&amp;D Revenue Expenditure</b>	<b>611.67</b>	<b>134.75</b>	<b>539.73</b>	-	<b>414.59</b>	-

**Leases**

	As at 31st March 2020	As at 31st March 2019
a) Not later than one year	12.06	12.06
b) later than one year but not later than five years	48.24	48.24
c) later than five years	982.89	994.95

- The company has used deemed cost exemption under Ind AS 101 as on the date of transition to Ind AS.

# STEEL STRIPS WHEELS LIMITED

Summary of significant Standalone accounting policies and other explanatory information for the year ended 31st March 2020  
(All amounts ₹ in Lakhs, unless stated otherwise)

## Note-4 Capital Work-in-Progress

Particulars	Amount
Balance as at 31st March, 2018	32,318.45
Balance as at 31st March, 2019	5,280.33
Balance as at 31st March, 2020	8,547.00

## Note-5 Other Intangible Assets

Particulars	As at 31st March 2020
Particulars	Intangible Assets
<b>Gross Carrying Value</b>	
Balance as at 31st March, 2018	447.84
Additions	-
Disposals	-
Balance as at 31st March, 2019	447.84
Additions	79.74
Disposals	-
Balance as at 31st March, 2020	527.58
<b>Accumulated Depreciation</b>	
Balance as at 31st March, 2018	204.88
Additions	77.56
Disposals	-
Balance as at 31st March, 2019	282.44
Additions	64.88
Disposals	-
Balance as at 31st March, 2020	347.32
<b>Net carrying amount</b>	
Balance as at 31st March, 2018	242.96
Balance as at 31st March, 2019	165.40
Balance as at 31st March, 2020	180.26

## Note 6. Non-current investments

Particulars	As at 31st March 2020	As at 31st March 2019
<b>OTHERS</b>		
<b>Investment in Equity Shares</b>	11.25	11.25
(Unquoted and valued at cost)		
1,12,500 (Previous year 1,12,500) Equity Shares of Rs. 10/- each of Nimbua Greenfield (Punjab) Limited.		
81,534 (Previous year 81,534) equity shares of Rs. 10/- Each of Echanda Urja Pvt. Limited.	8.15	8.15
<b>Grand Total</b>	<b>19.40</b>	<b>19.40</b>
Aggregate amount of quoted investments	-	-
Aggregate amount of Un-quoted investments	19.40	19.40

Summary of significant Standalone accounting policies and other explanatory information for the year ended 31st March 2020  
(All amounts ₹ in Lakhs, unless stated otherwise)

Particulars	As at 31st March 2020	As at 31st March 2019
<b>Note 7. Loans</b>		
<b>(Unsecured, considered good unless otherwise stated)</b>		
Advance recoverable in cash or kind	1,062.45	1,037.12
Less :- Provisions for Doubtful Advances (Other loan & advances)	35.00	35.00
	<b>1,027.45</b>	<b>1,002.12</b>
<p>The Company has entered into an agreement for purchase of land admeasuring 304 kanals approx at village Bir Farozari, Distt. Panchkula, at cost of Rs. 133.00 Lacs for setting up an auto component unit. The Land has not yet been registered in the name of Company. Pending the same, the advance of Rs. 35.00 Lacs paid by the Company has been shown as advances recoverable and being under legal suit, a provision for the same has been made.</p>		
<b>Note:- 8. Other financial assets (non-current)</b>		
Security deposits	884.32	630.11
Income tax Refundable of earlier years	15.86	83.58
	<b>900.18</b>	<b>713.69</b>
<b>Note:- 9. Other non-current assets</b>		
Prepaid expenses	134.30	135.79
	<b>134.30</b>	<b>135.79</b>
<b>Note:-10 Inventories</b>		
<b>(Valued at cost, unless otherwise stated)</b>		
a) Raw material		
- Raw Material & Components in hand	11,817.64	11,468.56
- Raw Material & Components (in transit)	953.98	2,766.13
b) Work in Progress	5,056.45	4,253.70
c) Finished Goods	5,962.83	6,072.58
d) Stores & Spares	8,936.08	9,060.54
e) Scrap	203.65	187.85
	<b>32,930.62</b>	<b>33,809.36</b>
<b>Note:- 11 Trade receivables</b>		
<b>(Unsecured, considered good unless otherwise stated)</b>		
Unsecured, considered good	20,979.85	19,396.72
Unsecured, considered doubtful	55.66	55.66
	21,035.51	19,452.38
Less :- Provisions for Doubtful Debtors	55.66	55.66
	<b>20,979.85</b>	<b>19,396.72</b>
<b>Note:- 12 Cash and bank balances</b>		
Balances with banks		
-Current account	245.27	607.15
Cheques in hand	2,896.52	3,001.67
Cash in hand	12.93	8.16
	<b>3,154.72</b>	<b>3,616.98</b>
<b>Note:- 13. Other Bank Balances</b>		
Current Account-Funds for CSR activities	-	2.26
Unpaid dividend accounts	43.70	48.80
Fixed deposits maturing within 12 months (Held under lien with banks)	5,971.86	8,432.04
	<b>6,015.56</b>	<b>8,483.10</b>



# STEEL STRIPS WHEELS LIMITED

Summary of significant Standalone accounting policies and other explanatory information for the year ended 31st March 2020  
(All amounts ₹ in Lakhs, unless stated otherwise)

Particulars	As at 31st March 2020		As at 31st March 2019	
<b>Note:- 14. Loans</b>				
<b>(Unsecured, considered good unless otherwise stated)</b>				
Advances Recoverable in Cash or in Kind (Short Term)		302.78		281.30
		<b>302.78</b>		<b>281.30</b>
<b>Note:- 15. Other financial assets</b>				
Interest Accrued But Not Received		149.68		178.85
		<b>149.68</b>		<b>178.85</b>
<b>Note:-16. Current/Non-current tax assets/ liabilities (net)</b>				
Advance Tax/ Tax Deducted at Source		252.28		-
		<b>252.28</b>		<b>-</b>
<b>Note:-17. Other current assets</b>				
MAT Credit Entitlement		9,538.38		7,268.35
Balance with Statutory Authorities		47.72		119.27
GST/VAT Recoverable		3,199.60		2,053.19
Prepaid Expenses		58.46		60.21
		<b>12,844.16</b>		<b>9,501.02</b>
Less :- Provisions for Doubtful Advances		-		-
		<b>12,844.16</b>		<b>9,501.02</b>

Particulars	As at 31st March 2020		As at 31st March 2019	
	No of shares	Amount	No of shares	Amount
<b>Note:- 18 Equity Share Capital</b>				
<b>Authorised capital</b>				
Equity Shares of Rs. 10/-each	19000000	1,900.00	19000000	1,900.00
Preference shares of Rs. 145/- each Optionally Convertible cummulative or Non Cummulative	1200000	1,740.00	1200000	1,740.00
<b>Issued, subscribed and Fully paid up.</b>				
Equity Shares of ₹ 10- each	15589720.00	1,558.97	15589720.00	1,558.97
<b>a) Reconciliation of equity shares outstanding at the beginning and at the end of the year.</b>				
<i>(Equity Shares of ₹ 10/- each)</i>				
Equity shares at the beginning of the year	1,55,89,720	1,558.97	1,55,56,270	1,555.63
Issued during the year	-	-	33,450	3.35
Equity shares at the end of the year	1,55,89,720	1,558.97	1,55,89,720	1,558.97

## b) Rights, Preferences and restrictions attached to shares

The Company has issued only one class of shares i.e. equity shares of Rs. 10/- per share. All equity shares rank pari passu and carry equal rights with respect to voting and dividend. The dividend proposed by the board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in the case of interim dividend.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

## c) Details of shareholders holding more than 5% shares in the Company

	As at 31st March 2020		As at 31st March 2019	
	No of shares	% holding	No of shares	% holding
MR. DHEERAJ GARG	4640228	29.76	4640228	29.76
SAB INDUSTRIES LIMITED	1324187	8.49	1324187	8.49
SAB UDYOG LIMITED	1142582	7.33	1142582	7.33
TATA STEEL LIMITED	1086972	6.97	1086972	6.97
SUMITOMO METAL INDUSTRIES LIMITED	850000	5.45	850000	5.45

d) Share Reserved for Issue under Options outstanding as at the end of the year (refer note no. 46)

Summary of significant Standalone accounting policies and other explanatory information for the year ended 31st March 2020  
(All amounts ₹ in Lakhs, unless stated otherwise)

**Note:- 19 Other Equity**

	<b>As at 31st March 2020</b>	<b>As at 31st March 2019</b>
<b>Reserves &amp; Surplus</b>		
Share Forfeiture Reserve	2,237.85	59.10
Assistance under PATSER Scheme	50.00	50.00
Capital Subsidy	27.95	27.95
Capital Revaluation Reserve	5,280.64	5,280.64
	<b>7,596.44</b>	<b>5,417.69</b>
<b>Securities Premium Reserve</b>		
As per Last Balance sheet	13,347.64	13,096.33
Addition during the Year	-	251.31
Deduction during the Year	-	-
<b>Closing Balance</b>	<b>13,347.64</b>	<b>13,347.64</b>
<b>Share Options Outstanding Account</b>		
Employee Stock Options Outstanding		
As per Last Balance sheet	729.20	222.39
Addition during the Year	0.64	506.81
Deduction during the Year	-	-
<b>Closing Balance</b>	<b>729.84</b>	<b>729.20</b>
<b>Deferred Employee Compensation Expenses</b>		
As per Last Balance sheet	<b>(660.23)</b>	-
Addition during the Year	<b>130.71</b>	<b>(660.23)</b>
Deduction during the Year	-	-
<b>Closing Balance</b>	<b>(529.52)</b>	<b>(660.23)</b>
<b>General Reserves</b>		
Opening Balance as per last Balance Sheet	37,731.37	30,222.23
Add : Additions during the year	8,235.59	7,509.14
<b>Balance as at the year end</b>	<b>45,966.96</b>	<b>37,731.37</b>
<b>Retained Earnings</b>		
Opening Balance as per last Balance Sheet	7,865.39	7,913.44
Profit for the year	2,344.94	8,235.59
Remeasurement gain/(loss) on defined benefit plan	-	-
Other Comprehensive Income	(36.41)	(21.65)
Dividends (including tax thereon)	751.80	751.31
Qualified Asset as per IND AS 116	(60.75)	-
Transfer to General Reserves	8,235.59	7,509.14
Appropriations	(1.57)	(1.54)
<b>Balance as at the year end</b>	<b>1,124.21</b>	<b>7,865.39</b>
<b>Total</b>	<b>68,235.57</b>	<b>64,431.06</b>

**Note:- 20 Non-current Borrowings**

(Refer note No: 45)

**Secured**

	<b>As at 31st March 2020</b>	<b>As at 31st March 2019</b>
Rupee Term loans from banks	30,413.01	28,839.61
Foreign Currency Term Loans	10,417.89	16,915.11
Vehicle Loan from banks	35.41	56.62

**Unsecured**

Loans from NBFC	2,975.50	-
Buyer Credit for Capital Goods - Long Term	333.63	-
	<b>44,175.44</b>	<b>45,811.34</b>

# STEEL STRIPS WHEELS LIMITED

Summary of significant Standalone accounting policies and other explanatory information for the year ended 31st March 2020  
(All amounts ₹ in Lakhs, unless stated otherwise)

Particulars	As at 31st March 2020	As at 31st March 2019
<b>Note:-21 Other Financial Liabilities</b>		
Payables for Capital Goods - Long Term	8,174.89	6,229.87
	<b>8,174.89</b>	<b>6,229.87</b>
<b>Note:- 22 Provisions</b>		
Provision for Gratuity (refer note 43)	1,129.31	1,019.60
Provision for Leave Encashment	244.13	306.87
	<b>1,373.44</b>	<b>1,326.47</b>
<b>Note:-23 Deferred tax liabilities (net) (refer note 50)</b>		
<b>Deferred tax liability arising on account of :</b>		
Depreciation and fixed assets	15,352.65	12,570.11
<b>Deferred tax asset arising on account of :</b>		
Expenses debited in current year but allowed for tax purposes in following year	-	-
	<b>15,352.65</b>	<b>12,570.11</b>
<b>Note:-24 Current Borrowings</b>		
<b>Secured</b>		
<b>Loan repayable on demand</b>		
- Rupee demand Loans from Banks	30,934.00	26,036.74
- Loan against Fixed Deposits	5,752.41	7,871.76
<b>Foreign Currency Loan</b>		
- Buyers/Suppliers Credit loan for Raw Material from Banks	4,824.93	861.92
<b>Unsecured</b>		
From Banks		
- Loan against Bills Receivables	3,980.70	4,517.97
From Others		
- NBFC	168.17	-
	<b>45,660.21</b>	<b>39,288.39</b>

## Nature of Securities

### Loan payable on Demand

1st pari passu charge by way of hypothecation of entire current asset constituted of raw materials, stock in process, finished goods, consumable stores, book debts, bills whether documentary or clean outstanding monies, receivables both present and future of the company.  
2nd pari-passu charge on entire Fixed Assets of the company.

### Foreign Currency Loan

Buyer credit loans are secured by way of lien on non-funds based working capital limits and counter indemnity of the Company.

All secured loans are further secured by personal guarantee of Chairman and Managing Director of the Company.

## Note:- 25 Trade payables

	As at 31st March 2020	As at 31st March 2019
Micro, Small and Medium Enterprises	626.17	915.85
Others	20,737.00	24,816.52
	<b>21,363.17</b>	<b>25,732.37</b>

Debit and credit balances in the accounts of suppliers and others are subject to confirmation and reconciliation.

Detail of amounts outstanding to Micro & Small Enterprises as defined under Micro, Small & Medium Enterprises Development Act 2006, based on available information with the Company is as under :

Summary of significant Standalone accounting policies and other explanatory information for the year ended 31st March 2020  
(All amounts ₹ in Lakhs, unless stated otherwise)

Particulars	As at 31st March 2020	As at 31st March 2019
Principal amount due and remaining unpaid	626.17	915.85
Interest due on above and the unpaid interest	-	-
Interest Paid	-	-
Payment made beyond the appointed day during the year	-	-
Interest due and payable for the period of delay	-	-
Interest accrued and remaining unpaid	-	-
Amount of further interest remaining due and payable in succeeding years	-	-
	<b>626.17</b>	<b>915.85</b>
<b>Note:- 26 Other financial liabilities</b>		
Current maturities of long-term borrowings	10,273.02	13,655.43
	<b>10,273.02</b>	<b>13,655.43</b>
<b>Note:-27. Current/Non-current tax assets/ liabilities (net)</b>		
Advance income tax (net of prov.)	-	143.34
	-	<b>143.34</b>
<b>Note:- 28 Provisions</b>		
<b>Provision for Employee benefits</b>		
i) Provision for Gratuity (refer note 43)	214.06	184.14
ii) Provision for Leave Encashment	52.25	49.80
	<b>266.31</b>	<b>233.94</b>
<b>Note:- 29 Other Current liabilities</b>		
Advances from customers	168.06	40.06
Due to directors	138.40	348.44
Government dues	75.86	346.22
Other Payable incl. (Employee related payables)	1,044.78	1,394.00
Unclaimed dividend	49.75	48.80
	<b>1,476.85</b>	<b>2,177.52</b>
	<b>Year Ended</b>	<b>Year Ended</b>
	<b>31st March 2020</b>	<b>31st March 2019</b>
<b>Note:- 30 Revenue from operations</b>		
Operating revenues		
Sale of products		
Export	22,154.32	19,836.40
Domestic	1,33,610.55	1,83,864.29
	<b>1,55,764.87</b>	<b>2,03,700.69</b>
<b>Other Operating revenue</b>		
Duty Draw back Income	402.86	334.64
Job Work Income	166.73	83.51
	<b>569.59</b>	<b>418.15</b>
	<b>1,56,334.46</b>	<b>2,04,118.84</b>
<b>Note:- 31 Other Income</b>		
Interest income	1,163.67	1,098.47
Profit on disposal of fixed assets	22.27	-
Balances Written Back/ Off (Net)	5.10	12.74
Miscellaneous income	1,020.00	634.95
	<b>2,211.04</b>	<b>1,746.16</b>

# STEEL STRIPS WHEELS LIMITED

Summary of significant Standalone accounting policies and other explanatory information for the year ended 31st March 2020  
(All amounts ₹ in Lakhs, unless stated otherwise)

Particulars	As at 31st March 2020	As at 31st March 2019
<b>Note:- 32 Cost of materials consumed</b>		
Imported	8,527.84	2,352.38
Indigenous	88,807.10	1,33,018.93
	<b>97,334.94</b>	<b>1,35,371.31</b>
<b>Note:- 33 Change in inventories of finished goods, stock in trade and work-in-progress</b>		
Opening stock		
Finished Goods	6,072.59	1,880.17
Scrap	187.85	372.44
Work-in-Progress	4,253.70	3,276.83
Less: Closing Stock		
Finished Goods	5,962.83	6,072.59
Scrap	203.65	187.85
Work-in-Progress	5,056.45	4,253.70
	<b>(708.79)</b>	<b>(4,984.70)</b>
<b>Note:- 34. Employee benefit expense</b>		
Salaries, Wages, Bonus & Incentives etc. (Net)	14,145.54	17,029.33
Contribution to Provident and Other Funds	642.53	576.09
Workmen and Staff Welfare Expenses	609.66	968.28
Gratuity	85.15	185.23
Employee stock option scheme Share Expenses (refer note 46)	131.35	67.96
	<b>15,614.23</b>	<b>18,826.88</b>
<b>Note:- 35 Finance costs</b>		
a) Interest Expenses		
i) Paid to Banks		
- on Term Loan	3,811.28	3,901.67
- on Working Capital Loan	3,096.19	2,689.84
- on Foreign Currency Loan	642.88	795.30
- on Car Loan	5.62	7.10
ii) Interest Others	858.59	1,349.75
b) Other borrowing Charges	451.97	510.78
	<b>8,866.53</b>	<b>9,254.44</b>
<b>Note. 36 Depreciation and amortisation</b>		
Depreciation on		
Property, plant and equipment	7,140.32	6,114.71
Intangible assets	53.49	77.56
	<b>7,193.81</b>	<b>6,192.27</b>



Summary of significant Standalone accounting policies and other explanatory information for the year ended 31st March 2020  
(All amounts ₹ in Lakhs, unless stated otherwise)

<b>Note:- 37 Other Expenses</b>	<b>Year Ended 31st March 2020</b>	<b>Year Ended 31st March 2019</b>
Store Spares Consumed :		
-Imported	2,520.48	828.58
-Indigenous	7,104.77	9,783.96
Other Misc. Manufacturing Exp	527.78	610.47
-Manufacturing	5,230.24	5,937.91
-Others	14.03	19.41
Repair and Maintenance	-	
-Plant & Machinery	308.16	484.12
-Repairs & Renewals	190.03	136.98
-Vehicle Running, Repair & Maintenance	52.08	30.67
Rent (Including Lease Rent)	574.28	622.75
Rates and Taxes	277.04	188.33
Insurance	293.03	229.48
Auditors' Remuneration	11.00	11.00
Advertisement, Publicity and Sales Promotion	0.30	2.42
-Directors	31.36	50.10
-Others	532.61	796.80
Legal & Professional Charges	442.12	589.32
Bad debts Written Off	0.09	-
Director's Sitting Fees	3.80	2.80
Loss on Sale of Assets	-	8.16
Managerial Remuneration incl. commission of Whole time directors (refer note 47)	278.76	707.81
Telephone & Communication Expenses	43.57	42.52
Business Promotion	32.60	85.21
Forwarding Expenses	6,575.69	7,334.65
Other Selling and Distribution Expenses	1.64	-
Royalty on Sales	3.96	28.51
Loss/(Gain) on Foreign Exchange Fluctuation	342.33	467.36
Miscellaneous Expenses *	836.49	777.26
<b>Total</b>	<b>26,228.24</b>	<b>29,776.58</b>
* Miscellaneous Expenses includes expenses under the Corporate Social responsibilities under Section 135 of Companies Act 2013	139.18	194.39
Miscellaneous Expenses also include political donations pursuant to section 182 of the Companies Act,2013		
a) Shrimani Akali Dal (SAD)	10.00	-
b) Bharatiya Janta Party (BJP)	35.00	-
<b>Research and Development Expenses</b>	<b>Year Ended 31st March 2020</b>	<b>Year Ended 31st March 2019</b>
Salaries, Wages and other allowances	698.75	502.60
Power & Fuel	21.34	21.55
Travelling and Conveyance	26.34	15.59
	<b>746.43</b>	<b>539.74</b>
<b>Grand Total</b>	<b>26,974.67</b>	<b>30,316.32</b>
<b>Note:- 38 Exceptional items</b>		
Prior Period Expense (refer note 42)	0.03	0.02
	<b>0.03</b>	<b>0.02</b>
<b>Payment to Auditors</b>		
As Auditor:		
Audit fee	7.00	7.00
Tax audit fee	2.00	2.00
Certificate Charges	2.00	2.00
	<b>11.00</b>	<b>11.00</b>

# STEEL STRIPS WHEELS LIMITED

Summary of significant Standalone accounting policies and other explanatory information for the year ended 31st March 2020  
(All amounts ₹ in Lakhs, unless stated otherwise)

## Note: 39 Earnings per share (EPS)

Particulars	As at 31st March 2020	As at 31st March 2019
<b>Earnings per share (EPS)</b>		
Basic		
Net Profit as per profit and loss account	2,344.95	8,235.59
Weighted average number of equity shares outstanding during the year	1,55,89,720.00	1,55,64,795.00
<b>Earning per Share- Basic</b>	<b>15.04</b>	<b>52.91</b>
Diluted		
Net Profit as per profit and loss account	2,344.95	8,235.59
Weighted average number of equity shares outstanding during the year	1,60,98,097.00	1,61,02,882.00
<b>Earning per Share- Diluted</b>	<b>14.57</b>	<b>51.14</b>
<b>Nominal Value of Equity Share</b>	<b>10.00</b>	<b>10.00</b>

## Note:- 40 Contingent Liabilities (To the Extent not provided for)

### A) CONTINGENT LIABILITIES

Letter of Credit /Bank of Guarantee Outstanding for Import /Purchase of Raw materials, Spares and Plant and Machinery	781.45	2,402.70
---	--------	----------

### B) COMMITMENTS

Estimated amount of Contracts remaining to be executed on account of capital account and not provided for (net of advances)	7,671.29	5,492.64
---	----------	----------

## Note:- 41 Related party disclosure

### 1) Related Party Disclosure

#### a) Key Managerial Personnel

Sh. Dheeraj Garg, (Managing Director)  
Sh. A.V Unnikrishnan-(Deputy Managing Director)  
Sh. M.L. Jain-(Executive Director)  
Sh. Shaman Jindal (CGM-cum-Company Secretary)  
Sh. Ayush Thareja (CFO)

#### b) Relatives of the KMP

Sh. R.K Garg, Chairman  
Smt. Sunena Garg  
Ms. Priya Garg

#### c) Enterprises over which key management personnel (KMP) are able to exercise significant control

SAB Industries Limited, SAB Udyog Limited, Malwa Chemtex Udyog Ltd., Steel Strips Financiers Pvt. Ltd., Munak International Pvt. Ltd., S.S. Credits Pvt. Ltd., S.J. Mercantile Pvt. Ltd.(Earlier known as S.A. Holding Pvt. Ltd.), Malwa Holdings Pvt. Ltd., Munak Investment Pvt. Ltd., Steel Strips Holding Pvt. Ltd., Chandigarh Developers Pvt. Limited, DHG Marketing Pvt. Ltd , Munak financiers P Ltd, Steel Strips Ltd, Steel Strips Industries Limited (Earlier Known as Steel Strips Leasing Limited) & Steel Strips Infrastructre Limited, Hans Raj Trust, Chandigarh Aircraft Management services Pvt Limited

Related Party Transactions	Key management Personnel (KMP)	Relatives of KMP	Enterprises over which KMP are able to exercise significant influences	Total for current Year 2019-20	Total for Previous Year 2018-19
<b>EXPENDITURE</b>					
Lease Line Charges	-	-	-	-	-
Donation Paid	-	-	67.00	67.00	72.00
Rent Paid	-	-	35.88	35.88	33.69
Sitting Fee	-	1.00	-	1.00	0.80
Remuneration incl. commission	318.66	-	-	318.66	771.73
Dividend Paid	186.67	35.04	159.42	381.13	359.66
	<b>505.33</b>	<b>36.04</b>	<b>262.30</b>	<b>803.67</b>	<b>1,237.88</b>
<b>B.OUTSTANDING BALANCES</b>					
	Key management Personnel (KMP)	Relatives of KMP	Enterprises over which KMP are able to exercise significant influences	Total Outstanding as at 31st March 2020	Total Outstanding as at 31st March 2019
Lease Line Charges	-	-	-	-	-
Donation	-	-	-	-	-
Rent	-	-	0.37	0.37	0.46
Sitting Fee	-	-	-	-	-
Hire Charges	-	-	-	-	-
Remuneration incl. commission	145.70	-	-	145.70	547.52
Dividend	-	-	-	-	-
	<b>145.70</b>	<b>-</b>	<b>0.37</b>	<b>146.07</b>	<b>547.98</b>

Summary of significant Standalone accounting policies and other explanatory information for the year ended 31st March 2020  
(All amounts ₹ in Lakhs, unless stated otherwise)

Particulars	As at 31st March 2020	As at 31st March 2019
<b>Note:- 42. Prior period comprises of the following</b>		
Expenses		
Sales tax demand	-	-
Freight and Others	0.03	0.02
<b>Total</b>	<b>0.03</b>	<b>0.02</b>

**Note:- 43. Post Retirement Benefits Plans (Ind AS 19)**

**Defined Benefit Plan**

The Company provides for gratuity for employees as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. For the funded plan the Company makes contributions to recognised funds in India. The Company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

Particulars	As at 31st March 2020	As at 31st March 2019
<b>(i) Changes in Defined Benefit Obligation</b>		
Present value obligation as at the start of the year	1,204.67	1,001.76
Interest cost	75.29	75.13
Current service cost	176.47	193.78
Actuarial loss/(Gains) - Experience Changes	(99.20)	39.14
Actuarial loss / (Gains)- on obligations	-	-
Benefits directly paid by employer	(5.20)	(39.23)
Benefits directly paid by trust	(6.87)	(65.91)
<b>Present value obligation as at the end of the year</b>	<b>1,345.17</b>	<b>1,204.67</b>
<b>(ii) Change in fair value of plan assets</b>		
Fair value of plan assets as at the start of the year	839.99	553.53
Interest income on plan assets	52.50	41.51
Employer Contributions	-	305.00
Return on plan assets greater/(lesser) than discount Rates	(26.97)	5.87
Benefits paid	(6.87)	(65.91)
<b>Fair value of plan assets as at the end of the year</b>	<b>858.65</b>	<b>839.99</b>
<b>(iii) Breakup of Actuarial gain/loss:</b>		
Actuarial (gain)/loss on arising from change in financial assumption	-	-
Actuarial (gain)/loss on arising from experience adjustment	(99.20)	39.14
Return on plan assets (greater)/less than discount rate	26.97	(5.87)
	<b>(72.23)</b>	<b>33.28</b>
<b>(iv) Net Asset / (Liability) recognised in the Balance Sheet</b>		
Present value obligation as at the end of the year	(1,345.17)	(1,204.67)
Fair value of plan assets as at the end of the year	858.65	839.99
<b>Net Asset / (Liability) in the Balance Sheet</b>	<b>(486.51)</b>	<b>(364.68)</b>
<b>(v) Amount recognized in the statement of profit and loss</b>		
Current service cost	176.47	193.78
Interest cost	75.29	75.13
Interest income on plan assets	(52.50)	(41.51)
<b>(Income)/Expense recognised in the statement of profit and loss</b>	<b>199.26</b>	<b>227.40</b>
<b>(vi) Remeasurements recognised in the statement of Other Comprehensive Income (OCI)</b>		
Changes in Financial Assumptions	-	-
Experience Adjustments	(99.20)	39.14
Return on plan assets (greater)/less than discount rate	26.97	(5.87)
<b>Amount recognised in Other Comprehensive Income</b>	<b>72.23</b>	<b>(33.28)</b>



# STEEL STRIPS WHEELS LIMITED

Summary of significant Standalone accounting policies and other explanatory information for the year ended 31st March 2020  
(All amounts ₹ in Lakhs, unless stated otherwise)

Particulars	As at 31st March 2020	As at 31st March 2019
<b>(vii) Actuarial assumptions</b>		
Discount Rate (p.a)	6.25%	7.50%
Salary Escalation Rate (p.a)	5.00%	6.00%
Attrition (At all ages)	10.00%	10.00%
Mortality Rate	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2012-14)
<b>(viii) Sensitivity analysis for gratuity liability</b>		
The sensitivity of the overall plan obligations to changes in the weighted key assumptions are:		
<b>Present value of obligation at the end of the year</b>		
Impact of the change in Discount rate (p.a)		
Impact due to decrease of 1%	87.77	76.58
Impact due to increase of 1%	(77.79)	(68.05)
Impact of change in Salary Escalation rate (p.a)		
Impact due to increase of 1%	87.97	76.90
Impact due to decrease of 1%	(79.36)	(68.95)
<b>Weighted average duration of defined plan obligation at the end of reporting period</b>	6.15 Years	6 Years

## Note:- 44. Segment Reporting

### A) PRIMARY SEGMENT (BUSINESS SEGMENT)

A business segment is a distinguishable component of an enterprise that is engaged in providing an individual product or service or a group of related products or services and that is subject to risks and returns that are different from those of other business segments. The Company's Operation predominantly comprise of only one segment i.e Automotive Wheels. In view of the same, separate segmental information is not required to be given as per the requirements of Accounting Standard 17.

### B) SECONDARY SEGMENT (GEOGRAPHICAL SEGMENT)

The analysis of geographical segment is based on the geographical location of the customers. The Company operates primarily in India and has presence in international markets as well. Its business is accordingly aligned geographically, catering to two markets. The Company has considered domestic and exports markets as geographical segments and accordingly disclosed these as separate segments.

Particulars	As at 31st March 2020	As at 31st March 2019
<b>GROSS SALE REVENURE BY GEOGRAPHICAL SEGMENT</b>		
WITHIN INDIA	1,83,228.16	2,34,600.04
OUTSIDE INDIA	22,154.32	19,836.40
<b>TOTAL</b>	<b>2,05,382.48</b>	<b>2,54,436.44</b>

The Company has common fixed assets, other assets and liabilities for domestic as well as overseas market. Hence, separate figures for assets and liabilities have not been furnished.

## Note: 45. Securities and Terms of repayments for Secured Long term borrowings

### 1) Nature of Securities

#### a) Rupee Term Loans/ Foreign currency term loan/ NBFC

Term Loans from banks, financial institutions and others are secured / to be secured by equitable mortgage created/ to be created by deposit of title deeds of the Company's immovable properties for Dappar (In Punjab), Oragadam (In Chennai) & Seraikella (In Jharkhand) in addition to the deed of hypothecation charging Company's moveable properties, both present and future and second charge created / to be created on raw materials, semi-finished goods, consumable stores, finished goods and book debts etc on pari passu basis. However in regard to loan taken from HDFC Bank and EXIM Bank for Mehsana (Gurat) project, the said loan will be secured (first charge) through equitable mortgage by deposit of title deeds of the Company's immovable properties situated at Mehsana (in Gujrat) and Second pari passu charge on all other immovable properties, movable properties and current assets situated at Dappar (In Punjab), Oragadam (In Chennai) unit, & Seraikella (In Jharkhand).

All secured loans are further secured by personal guarantee of Chairman & Director and/ or Managing Director of the Company.

#### B) Vehicle Loans are secured against the Hypothecation of Vehicle to Lender

### 2) Terms of Repayments

Maturity Profile of Secured Term Loans are as below :

Particulars	1st year	2nd year	3rd year	4th year	5th year
Term Loans - Current Year	10,273.02	14,708.78	11,278.57	6,989.90	6,106.57
Term Loans - Previous Year	13,655.43	13,608.80	12,247.04	7,938.17	6,010.75

#### Note 46. Employee stock option plan

##### Share Reserved for Issue under Options outstanding as at the end of the year on unissued share capital

##### 1. Steel Strips Wheels Limited- Employee Stock Option Scheme, 2016 (ESOS 2016)

The Company has established an Employee Stock Option Scheme (ESOS) as "Steel Strips Wheels Limited Employee Stock Option Scheme 2016 (ESOS 2016)" in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 which was approved by the board of Directors and subsequently by shareholders of the Company in their Annual General meeting held on 30.09.2016, authorizing the company to create, offer, issue and grant, in one or more tranches, up to 1,00,000 options to the employees of the company). Pursuant to the terms of the said Scheme, the Company had granted 49800 options (26500 options were granted on 16.05.2017 and 23300 options were granted on 08.01.2019) to employees of the Company. Each option would entitle the holder thereof to subscribe one equity share of Rs. 10/- each at an exercise price of Rs. 200/- per share of the company. As per the terms of the Scheme, all the options granted on any date shall vest not earlier than 1 (one) year and not later than a maximum of 4 (four) years from the respective date of grant of options as may be determined by Employee Compensation Committee (ECC). As decided by the ECC, the vesting period for the said 49800 options granted is one year from the respective date of grant. Exercise period would commence from the date of vesting and will expire on completion of 5 years from the respective date of grant of options. During the year, 2018-19, 24000 options have been exercised by the option holders and consequently equivalent number of shares have been allotted. During the financial year 2019-20, neither additional options were granted nor exercised under the said scheme.

The Number and Weighted average exercise price of Stock Option are as follows:

Particulars	ESOS 2016			
	Year ended 31st March 2020		Year ended 31st March 2019	
	Options	Weighted average Exercise Price	Options	Weighted average Exercise Price
	Number	Amount	Number	Amount
Outstanding at the Beginning of the year	25,800.00	200.00	26500	200
Granted Options	NIL	NIL	23300	200
Forfeited during the year	NIL	NIL	NIL	NIL
Exercised during the year	NIL	NIL	24000	200
Expired during the year	NIL	NIL	NIL	NIL
Outstanding at the end of year	25,800.00	200.00	25800	200
Exercisable at the end of the year	25,800.00	200.00	25800	200
Number of Equity shares of Rs 10 each fully paidup to be issued on exercise of option	25,800.00	200.00	25800	200
Weighted Average share price in respect of options excercised during the year	NA	NA	NA	1251.36
Weighted average remaining contractual life (in years)	5 years from the respective date of grant of options	5 years from the respective date of grant of options.	5 years from the respective date of grant of options	5 years from the respective date of grant of options

##### 3. Impact of fair Valuation method on Net Profit under EPS

In March 2005, the Institutes of Chartered Accountants of India has issued a guidance note on "Accounting for Employees Share based payments" applicable to Employee based share plan, the grant date in respect of which falls on or after April 1 2005. The said guidance notes requires the Pro-forma Disclosers of the impact of fair value method of accounting of Employee stock Compensation accounting in the financial statements. Applying the fair value based method defined in the said guidance note the impact on the reported net profit and earning per share would be as follows:

##### ESOS 2016 Method of valuation -Fair value method

The Company has calculated the employee compensation cost using the fair value method of accounting to account for the options granted under ESOS 2016, therefore their will not be any impact on profits and EPS of the company.

4. Weighted Average fair value of options granted under ESOS 2016 during the year : NA (No additional options were granted during the year)
5. The fair Value of the Options, is estimated on the date of grant using the black- scholes model with the following significant assumptions

# STEEL STRIPS WHEELS LIMITED

Summary of significant Standalone accounting policies and other explanatory information for the year ended 31st March 2020  
(All amounts ₹ in Lakhs, unless stated otherwise)

Particulars	ESOS 2016 (2019-20)	ESOS 2016 (2018-19)	ESOS 2016 (2017-18)
Weighted average Risk free interest rates (in %)		7.42%	6.98%
Weighted average Expected life		5 years	5 years
Weighted average Volatility (in %)		42.04%	45.53%
Weighted average Dividend Yield (%)		0.47%	0.58%
Weighted average Exercise price		Rs. 200.00	Rs. 200.00
The Price of the underline share in market at the time of Option grant		Rs. 908.25	Rs. 891.60
Weighted average Fair Value of the Options		Rs. 751.65	Rs. 729.87

The volatility of the options is based on the historical volatility of the share price applicable to the total expected life of each option.

- No Shares out of the issued, subscribed and paid up Share Capital were allotted as Bonus Shares in the last five years by capitalization of Securities Premium Reserves.
- No Shares out of the issued, subscribed and paid up Share Capital were allotted in the last five years pursuant to the various scheme of amalgamation without payment being received in cash.

#### Note:- 47 Remuneration of Whole Time Directors

	As at 31st March 2020	As at 31st March 2019
<b>a) Managing Director Remuneration :</b>		
Salary and Allowances	28.80	28.80
Contribution to Provident Fund	2.16	2.16
Commission on Profit	138.40	540.51
<b>Total</b>	<b>169.36</b>	<b>571.47</b>
<b>b) Whole Time Director Remuneration :</b>		
Salary and Allowances	101.91	92.34
Employee Stock Options	-	36.51
Contribution to Provident Fund	7.49	7.49
<b>Total</b>	<b>109.40</b>	<b>136.34</b>

#### Note:- 48. Financial risk management objectives and policies

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to support its operations. The Company's financial assets include loans, trade and other receivables, and cash & cash equivalents that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The company's senior management oversees the management of these risks. The company's senior management is supported by a Business Risk Management committee that advises on financial risks and the appropriate financial risk governance framework for the Company. This Business Risk Management committee provides assurance to the Company's senior management that the Company's financial risk activities are governed by appropriate policies and procedure and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each risk, which are summarised as below:

#### Market risk

##### a) Price Risk

Fluctuation in commodity price in global market affects directly and indirectly the price of raw material and components used by the Company in its products. The key raw material for the Company's business is HR Steel. The Company has arrangements with its major customers for passing on the price impact. The Company is also regularly taking initiatives like VA VE (value addition, value engineering) to reduce its raw material costs to meet targets set up by its customers for cost downs.

##### b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long term debt obligations with floating interest rates. The Company is carrying its borrowings primarily at variable rate.

Summary of significant Standalone accounting policies and other explanatory information for the year ended 31st March 2020  
(All amounts ₹ in Lakhs, unless stated otherwise)

Particulars	As at 31 March 2020	As at 31 March 2019
Variable rate borrowings	54,448.46	59,466.77
Fixed rate borrowings	-	-
<b>Total Borrowings</b>	<b>54,448.46</b>	<b>59,466.77</b>

#### Interest rate sensitivity

For the Purpose of computing interest rate sensitivity on the above borrowings, management has estimated a reasonably possible change in interest rate as 50bps based on current as well as expected economic conditions. This analysis is based on Long Term Risk exposures outstanding at the reporting date and assumes that all other variables, in particular foreign currency exchange rates, remains constant. The period and balances are not necessarily representative of the average amounts outstanding during the periods.

#### Impact on Profits

	As at 31 March 2020	As at 31 March 2019
50 bp decrease would increase the profit before tax by	272	297
50 bp increase would decrease the profit before tax by	(272)	(297)

#### c) Foreign currency risks

The company tries to manage the foreign currency risk by attaining natural hedge. The company also does selective hedging to hedge its risk associated with foreign currency and to address the timing difference in foreign currency collections & payments.

#### i) The derivative outstanding as at the reporting date is as follows:-

Category Wise Quantitative Data	As at 31 March 2020 Amount in Foreign Currency (In Lacs)
<b>Forward Contracts, Options</b>	
Forward Contract Against Export (USD)	36.50
Forward Contract Against Export (EURO)	9.40
Forward Contract Against Export (GBP)	9.83
Forward Contract Against Import (USD)	90.00
Forward Contract Against Import (JPY) (Eq USD)	54.67
Forward Contract Against Import (EURO)	177.72
Forward Contract Against Import (GBP)	55.00
Put & Call Options Against Export (JPY) (Eq USD)	20.00
Put & Call Options Against Import (JPY) (Eq USD)	40.00
Put & Call Options Against Export (USD)	250.00
Put & Call Options Against Export (EURO)	55.00

Foreign Currency option contracts mature within 12 months

#### ii) Mark to market losses / (gain) on Forwards/Options

	(Rs in Lacs)
	As at 31 March 2020
Mark to Market losses/(gain)	1032.3

#### d) Credit risk

The credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations towards the Company and arises principally from the Company's receivables from customers and deposits with banking institutions. The maximum amount of the credit exposure is equal to the carrying amounts of these receivables.

The Company has developed guidelines for the management of credit risk from trade receivables. The Company's primary customers are major Indian automobile manufacturers (OEMs) with good credit ratings. Non-OEM clients are subjected to credit assessments as a precautionary measure, and the adherence of all clients to payment due dates is monitored on an on-going basis, thereby practically eliminating the risk of default. The Company has deposited liquid funds at various banking institutions. Primary banking institutions are major Indian and foreign banks. In long term credit ratings these banking institutions are considered to be investment grade. Also, no impairment loss has been recorded in respect of fixed deposits that are with recognised commercial banks and are not past due.

# STEEL STRIPS WHEELS LIMITED

Summary of significant Standalone accounting policies and other explanatory information for the year ended 31st March 2020  
(All amounts ₹ in Lakhs, unless stated otherwise)

## Liquidity risk

The liquidity risk encompasses any risk that the Company cannot fully meet its financial obligations. To manage the liquidity risk, cash flow forecasting is performed in the operating divisions of the Company and aggregated by Company finance. The Company's finance monitors rolling forecasts of the Company's liquidity requirements to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities / overdraft facilities at all times so that the Company does not breach borrowing limits or covenants (where applicable) on any of its borrowing facilities.

Year Ended March 31, 2020	Upto 1 Year	Above 1 Years	Total
<b>Non - derivatives</b>			
Borrowings	45,660.23	44,205.56	89,865.79
Trade Paybles	21,363.17	-	21,363.17
Other Financial Liabilities	10,273.02	8,049.98	18,323.00
<b>Total Non Derivative Liabilities</b>	<b>77,296.42</b>	<b>52,255.54</b>	<b>1,29,551.96</b>
<b>Year Ended March 31, 2019</b>			
<b>Non - derivatives</b>			
Borrowings	39,288.39	45,811.34	85,099.73
Trade Paybles	25,732.37	-	25,732.37
Other Financial Liabilities	13,655.43	6,229.87	19,885.30
<b>Total Non Derivative Liabilities</b>	<b>78,676.19</b>	<b>52,041.21</b>	<b>1,30,717.40</b>
<b>Year Ended March 31, 2018</b>			
<b>Non - derivatives</b>			
Borrowings	40,965.68	49,071.47	90,037.15
Trade Paybles	32,538.92	-	32,538.92
Other Financial Liabilities	20,262.04	2,400.01	22,662.05
<b>Total Non Derivative Liabilities</b>	<b>93,766.64</b>	<b>51,471.48</b>	<b>1,45,238.12</b>

## Note:- 49 Capital Management

### a) Risk Management

The Company's objectives when managing capital is to safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and maintain an optimal capital structure to reduce the cost of capital. Consistent with others in the industry, the Company monitors NET Debt to EBITDA ratio i.e. Net debt (total borrowings net of cash and cash equivalents) divided by EBITDA (Pro fit before tax plus depreciation and amortization expense plus finance costs).

The Company's strategy is to ensure that the Net Debt to EBITDA is managed at an optimal level considering the above factors. The Net Debt to EBITDA ratios were as follows:

	As at 31 March 2020	As at 31 March 2019
Net Debt	90,938.39	86,655.08
EBITDA	19,330.42	26,335.17
Net Debt/EBITDA	4.70	3.29

### b) Loan covenants

Under the terms of the major borrowing facilities, the Company is required to comply with certain financial covenants and the Company has complied with those covenants throughout the reporting period.

## Note:- 50. Deferred tax balances (Net)

Deferred tax balances (Net)	As at 31 March 2020	As at 31 March 2019	AS at 31 March 2018
(a) Deferred tax assets	4,182.38	1,558.71	1,320.58
(b) Deferred tax liabilities	19,535.03	14,128.82	11,935.18
	<b>(15,352.65)</b>	<b>(12,570.11)</b>	<b>(10,614.60)</b>

The following is the analysis of deferred tax assets/(liabilities)

Summary of significant Standalone accounting policies and other explanatory information for the year ended 31st March 2020  
(All amounts ₹ in Lakhs, unless stated otherwise)

Recognised in profit and loss account and other comprehensive income

Deferred tax assets/(liabilities) in relation to:	As at 31 March 2019	Credit /(charge) to Profit or Loss	Credit /(charge) to Other Comprehensive Income	As at 31 March 2020
Property, plant and equipment	(12,671.21)	(2,607.01)	-	(15,278.22)
Intangible assets	8.58	(34.23)	-	(25.65)
Provision for Gratuity	70.85	(22.05)	-	48.80
Provision for Leave Encashment	8.68	(29.75)	-	(21.07)
Provision for Bonus	6.14	(90.56)	-	(84.42)
Provision for Doubtful Debt	(0.00)	-	-	(0.00)
Security Deposit	5.20	-	-	5.20
Payables for Capital Goods - Long Term	(854.85)	-	-	(854.85)
Recognized through OCI	(4.87)	-	19.55	14.68
Profit & Loss Ind AS Adj.	861.37	(18.49)	-	842.88
	(12,570.11)	(2,802.09)	19.55	(15,352.65)
Deferred tax assets/(liabilities) in relation to:	As at 31 March 2018	Credit /(charge) to Profit or Loss	Credit /(charge) to Other Comprehensive Income	As at 31 March 2019
Property, plant and equipment	(10,471.07)	(2,200.14)	-	(12,671.21)
Intangible assets	(18.34)	26.92	-	8.58
Provision for Gratuity	53.90	16.95	-	70.85
Provision for Leave Encashment	1.57	7.11	-	8.68
Provision for Bonus	62.59	(56.45)	-	6.14
Provision for Doubtful Debt	(0.34)	0.34	-	(0.00)
Security Deposit	5.20	-	-	5.20
Payables for Capital Goods - Long Term	(854.85)	-	-	(854.85)
Recognized through OCI	(16.50)	-	11.63	(4.87)
Profit & Loss Ind AS Adj.	623.24	238.13	-	861.37
	(10,614.60)	(1,967.14)	11.63	(12,570.11)

**Note:- 51. Income Tax Expenses**

Reconciliation of tax liability on book profit vis-à-vis actual tax liability	As at 31 March 2020	As at 31 March 2019
Accounting profit before income tax	3,270.08	10,888.46
Tax at statutory income tax rate of 34.944%(Previous year 34.944%)	1,142.70	3,804.86
Tax effect of the amounts not deductible for computing taxable income		
Depreciation difference	725.50	88.86
Disallowances	389.78	292.74
Deductions/Exemption	(1,164.86)	(1,485.50)
43B Disallowances	142.36	32.05
Provision for doubtful Debt	(92.78)	(194.07)
Others	-	113.93
<b>Income Tax</b>	<b>1,142.70</b>	<b>2,652.87</b>

Intentionally Left Blank

Intentionally Left Blank



# Steel Strips Wheels Limited

*Wheeling Towards Excellence*

CORPORATE OFFICE:  
**STEEL STRIPS GROUP**  
SCO 49-50, Sector-26, Madhya  
Marg, Chandigarh-160 019 (India)  
Tel: +91(172) 2793112, 2792385,  
Fax: +91(172) 2794834, 2790887  
Website: [www.sswlindia.com](http://www.sswlindia.com)  
CIN: L27107PB1985PLC006159

[www.sswlindia.com](http://www.sswlindia.com)

